eren

# 2023 Consolidated Financial Statements

# Contents

## **01** Group Presentation

# 1. Presentation of Eren Group

## 1 VISION & PURPOSE

Fighting climate change is a cause that deserves devoting all energy to it.

Global warming, at work since the beginning of the Industrial Revolution, has accelerated in recent decades to the point that IPCC studies now result in a rise of 3 to 4°C before the end of the 21st century. Beyond the consequences that will ensue for the inhabitants of our planet, it is absolutely vital to achieve what is called carbon neutrality (0 net CO2 emissions) as soon as possible if we want to prevent the warming process from becoming uncontrollable to the point of making life on earth problematic.

The measures to be taken consist, first of all, in achieving energy savings and then replacing all fossil fuel uses with electricity, in particular for heating and cooling buildings, mobility and industry. This replacement will result in doubling electricity production, which will have to be decarbonised in particular by means of wind, solar, large hydro and nuclear power.

The carbon-free share currently represents only 20% of the global electricity mix. In 30 years, it will be necessary to multiply by 10 this decarbonised electricity production fleet built in more than 60 years. The effort is immense, especially in terms of investments. Moreover, it will be necessary to provide more carbon-free energy for the growth of the world economy, which is essential to finance this transition and for the needs of a rapidly growing world population.

It will also be necessary to mobilise important sources of energy saving. In line with its past activities, Eren Group's objective is to participate in this global effort by implementing innovative and efficient technologies in the areas of energy saving, carbon-free energy production and storage necessary to compensate for the intermittency of some renewable energies.

Eren's raison d 'être could inherently be summerized as followed: Technological innovation at the service of natural resources savings.

## 2 APPROACH

Eren Group's approach is in perfect correlation with this DNA.

It is positioning itself over a long period of time with the ambition both to preserve natural resources and to contribute to the emergence of a carbon-free world.

Therefore, Eren identifies and supports entrepreneurs who have developed innovative technological solutions for the energy transition. This support can take several forms: a capital contribution to allow creators to develop their technologies, the rapid deployment of these solutions on an industrial scale and in many geographical places, the creation of synergies with Eren Group's other companies...

Eren is not a financial group but an industrial operator, whose value creation is primarily linked to the quality of the solutions deployed. Without constraints of length of detention, Eren remains a long-term partner.

Its teams work in **three cross-cutting areas** : renewable energy production, energy savings, and energy storage.

And its expertise revolves around **five verticals** : hydrogen, thermal energy, nuclear, biomass and water treatment.

## 3 GOVERNANCE

Eren Group is managed by a Management Board, which is itself controlled by a Supervisory Board.

On the date of approval of the accounts:

The Managing Board is composed of 3 people.

The Holding's chairmanship is held by Pierre Dagallier, the other two members of the Managing Board are Alain Robillard and Caroline Bernd.

The Supervisory Board is composed of 8 people.

Its chairmanship is held by Pâris Mouratoglou, founder of the Group.

The nominated members of the Board are:

- Catherine Mouratoglou
- Patrick Mouratoglou
- Philippe Mouratoglou
- David Corchia, co-founder and Managing Partner
- Jacques Ripoll, Managing Partner
- Elie Cohen
- Armando Manca di Villahermosa.

# 2. Group Evolution

Eren Group's history began in 1979 with the creation of ENERGIES SA by William Kriegel which, in association with Compagnie Générale des Eaux, embarked on the construction and operation of **hydroelectric power plants** in Europe.

This will be followed by SITHE, a company specialising in **cogeneration** (recovery and valorization of waste heat produced by gas turbines that produce electricity) and **combined gas cycles** (combining gas turbines and steam turbines).

**Listed on the New York Stock Exchange** in 1991, this company was at this time one of the two largest independent electricity producers in the world.

The mid-1990s marked a turn towards **wind power in Europe**, through the company SIIF, which joined the EDF group in 2000 and took the name of EDF Energies Nouvelles in 2004.

Led by David Corchia and listed on the Paris Stock Exchange in 2006, it is gradually establishing itself as one of the world leaders in **solar and wind power generation.**

It was the subject of a friendly takeover bid by EDF in 2011 and has been integrated into EDF since then.

The following year, Pâris Mouratoglou and David Corchia created EREN Group, with the aim of deploying a wide range of solutions , reducing many industrial sectors' carbon footprint, The Group naturally acquired a subsidiary (EREN RE) dedicated to the development, financing and construction of **renewable energy plants**.

**1979**
Construction and operation of hydroelectric plants in Europe (ENERGIES company)

**1983**
Development of gas cogeneration and combined cycle activities (SITHE)

**1991**
New York listing of SITHE, then one of the world's two largest independent power producers

**1996**
Creation of the Mouratoglou Tennis Academy in the Paris region

**1998**
Launch of wind renewable energy activities (SIIF)

**2000**
Acquisition of a minority stake by EDF in SIIF

**2002**
Capital increase of SIIF which allows EDF to hold 50% of the company

**2006**
EDF Energies Nouvelles' IPO has become a leader in renewable energy in Europe and North America

**2011**
Takeover bid for EDF Energies Nouvelles which becomes a 100% subsidiary of EDF

**2012**
Creation of the EREN Group and launch of EREN RE, a subsidiary specialising in the development, financing and construction of renewable energy plants

**2013**
Creation of EREN INDUSTRIES, whose purpose is to support and finance the development of innovative technologies that save natural resources and limit $CO_2$ emissions. Entry into the capital of Orège

It chooses to be strategically focused on countries benefiting from an abundant wind or solar resource, In order to produce electricity at a competitive cost, **without needing subsidies**. It is growing rapidly in Greece, Portugal and other European countries, India, Latin America, Africa, Asia, Australia, etc. Backed by TOTAL group (now TotalEnergies) from 2017, it then took the name of TOTAL EREN.

At the same time, EREN Group is developing its INDUSTRIES branch, which aims to support and finance natural resources saving (water, energy, building materials) and limit CO2 emissions. Once more the goal is to achieve a cost of savings inferior to the value of the resource saved, in order to allow global deployment without recourse to public subsidies.

Through various companies (**Accenta, Air2O, Fafco** , etc.), the INDUSTRIES branch is now very present in **the thermal sector of buildings** and **industrial processes (Hevatech, H2P**, etc.), which represents about 15% of current CO2 emissions worldwide. It also operates in water management through the companies **Phytorestore** (filtration of wastewater by filter gardens, recovery of biomass and production of green hydrogen in partnership with the company **Haffner**) and **Orège** (production of methane from industrial sludge).

Finally, in a longer-term approach, EREN Group has chosen to assist the design and implementation of new **nuclear technologies based on small high-temperature reactors** (Jimmy Energie) or fast neutrons (Naaréa).

**2015** – First fundraising of EREN-RE with the entry of BPI France, NextWorld, Tikehau and FFP

**2016** – The Mouratoglou Academy relocates to the south of France and becomes the most successful tennis academy in the world

**2017** – The TOTAL Group takes a minority stake in EREN RE, which on this date takes the name of TOTAL EREN – signing of a global strategic partnership agreement

**2019** – Entry into Accenta's capital (geo storage solutions to reduce the thermal consumption of buildings)

**2021** – 100% takeover of Delta Dore EMS which becomes Esmé Solutions - French manufacturer of Technical Building Management solutions

**2022** – Entry into the capital of Haffner (hydrogen and biochar production by biomass thermolysis) and Phytorestore (treatment of liquid organic sludge and biomass culture)

**2022** – Entry into the capital of Naarea and Jimmy (new generation nuclear)

# 3. 2023 Highlights

The sale of Total Eren has endowed Eren Group with a financial capacity commensurate with its ambitions, allowing it to invest massively in its other businesses. For several years, Eren has expanded its ambitions beyond sole renewable energy generators to become the reference player in the energy transition and decarbonation. Combining technological developments and partnerships with its expertise as a developer of infrastructure projects on all continents, Eren aims to be the leader in the global deployment of the most efficient emerging technologies, serving the energy transition and the decarbonisation of uses.

Three pillars of growth were thus launched.

First of all, EREN Groupe has accelerated its development in the thermal management of buildings with the aim, thanks to the new technologies developed over the last ten years, of reducing their energy consumption by more than 70% and their carbon footprint by more than 80% without modifying the envelope.

Secondly, the Group focused on recovering wastewater and organic sludge with a high energy content, the cultivation of biomass and a recovery that is both optimal and respectful of environmental and social balances, as well as the production of renewable gas and green hydrogen.

Finally, the deployment of new nuclear power plant is a long-term investment relay in line with the Group's strategy of offering low-carbon energy production close to consumption centres.

Eren Group has established strong foundations on all these sectors, as well as other already identified. The objective today is to increase its growth potential by allocating the financial resources at disposal thanks to the sale of Total Eren.

In more detail, the main events that marked the year are as follows:

- **Transfer of Total Eren Holding SA**
  As part of the purchase option granted by the Group to TotalEnergies SE in December 2023, TotalEnergies notified the Group of the exercise of the option on the 29th of June 2023. Following this notification, all the shares held by the Group in Total Eren Holding SA were sold to TotalEnergies SE on the 13th of June 2023.

- **TE H2 subscription**
  On July the 24th of 2023, the Group finalized the subscription to the capital increase of TE H2 SA, thus allowing it to hold 20% of the company's capital. This operation has resulted from the agreements with TotalEnergies in the context of the sale of Total Eren Holding SA in order to allow the Group to retain a stake in the Hydrogen activity. Through this participation, the Group will ensure the prospecting and preliminary analysis of hydrogen power plant projects that will subsequently be developed and commissioned by TotalEnergies.

- **Acquisition of Accenta**
  On the 27th of July 2023, the Group subscribed to a capital increase of Accenta and acquired minority shareholdings in order to obtain a 41% direct holding in Accenta. On that date, the composition of Accenta's Board of Directors was changed to allow the group to obtain a majority with 5 out of 9 members.
  Eren Group and Siloé Infrastructures fund (managed by Crédit Mutuel Impact) have completed this reorganisation on September the 29th 2023, by subscribing to a capital increase of Accenta Holding (65% and 35% jointly owned company respectively).

- **Acquisition of Own Shares**
  On the 20th of September 2023, Eren Groupe repurchased 1,447,996 shares from its shareholders for €16.3 million. Following this acquisition, Eren Groupe holds 3,006,636 treasury shares representing 2% of the capital.

- **Dividend distribution**
  On the 27th of September 2023, the general meeting of shareholders approved the distribution of a dividend to shareholders in the amount of €25.8m, representing a dividend of 17.44 cents per share.

- **Acquisition of a stake in Verdemobil**
  On the 23rd of September 2023, Eren Industries took a 9.61% stake in Verdemobil Biogaz through a capital increase and share buyback, for a total amount of €15 million. Verdemobil Biogaz is a company specialising in the design, manufacture, maintenance and operation of renewable gas recovery units. In addition to its historical positioning on biogas purification, Verdemobil Biogaz has extended its range of solutions to the liquefaction of biogas into BioGNL, the capture and recovery of BioCO2 and the production of BioH2 by biogas steam reforming.
  On the occasion of this acquisition of a stake, Eren Industries also created the company Verderen, 51% owned by Eren Industries and 49% by Verdemobil Biogaz, whose purpose is to develop, carry out and finance projects using the technology developed by Verdemobil Biogaz with the aim of recovering and marketing biogenic CO2, liquefied biomethane and/or hydrogen from biogas steam reforming.

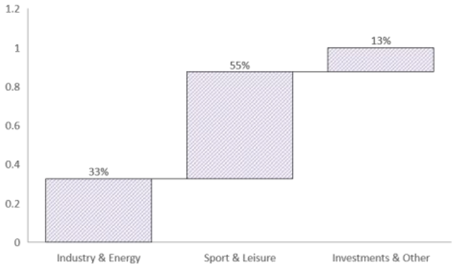
- **Investment in Airthium**
  On the 5th of December 2023, Eren Industries invested $1.15 m in Airthium, through a SAFE (Simple Agreement for Future Equity). Airthium develops decarbonised heat supply solutions through innovative high-performance, high-temperature heat pump technology.
  On the occasion of this investment, Eren Industries and Airthium agreed on the principle of setting up a joint company (60% owned by Eren Industries) which would have privileged access to the equipment developed by Airthium and which would be an investment vehicle dedicated to the development and financing of projects using Airthium technology.

- **Acquisition of a stake in Tryon**
  On the 21st of September 2023, Eren Industries acquired a 27.83% stake in Tryon Environnement by way of a capital increase and repurchase of shares, for a total amount of €4.7m. Tryon Environnement is a company specialising in the management of food bio-waste from collection to treatment and recovery of bio-waste thanks to its Modul'O units, a proprietary solution for micro-methanisation in urban areas. Thus, Tryon Environnement creates local circular saving loops and helps its customers fulfil their obligation of sorting food bio-waste at source.
  On the occasion of this equity investment, Eren Industries also set up the company Tryon AssetCo, 55% owned by Eren Industries and 45% by Tryon Environnement, whose purpose is to develop, carry out and finance projects using the technology developed by Tryon Environnement with the aim of recovering local food bio-waste by producing biomethane.

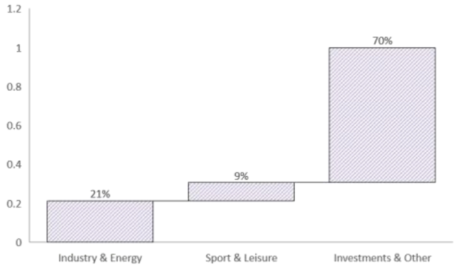
- **Takeover of ICT Corporation**
  On the 29th of December 2023, Innovative Climatic Technologies Corporation – of which Eren was already a shareholder - proceeded with the conversion of convertible bonds with a view to a reorganisation of the company's management. As a result of this conversion, the Group owns 61%of Innovative Climatic Technologies Corporation and the majority of the company's Board of Directors.

# 4. Key figures

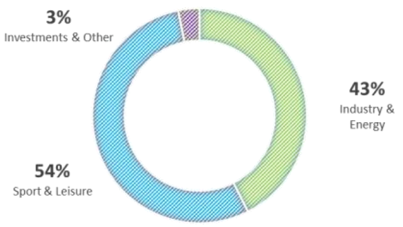
**Turnover**
**€120m**



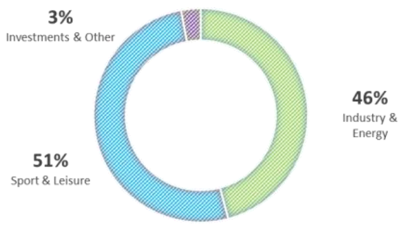

**Total assets**
**€1,657m**




**Employees**
**747 FTE**




**Total liabilities**
**€170m**



## **02** Management report

# 1. Group activities

| **2023** *(k€)* | Industry & Energy | Sports & Recreation | Investments & Others | **Total** | Stopped operations | **Total Retired** |
|---|---|---|---|---|---|---|
| Earnings | 39,146 | 65,729 | 15,274 | **120,149** | 232,539 | **352,688** |
| Operating profit | (19,163) | (22,983) | (20,413) | **(62,559)** | 745,771 | **683,212** |
| Net profit or loss before tax | (8,846) | (23,580) | 10,265 | **(22,161)** | 696,705 | **674,544** |
| **Net result** | **(9,103)** | **(21,347)** | **7,768** | **(22,682)** | **673,422** | **650,740** |
| Total assets | 349,944 | 155,201 | 1,152,292 | **1,657,437** | - | **1,657,437** |
| Total debts | 78,244 | 86,624 | 4,837 | **169,705** | - | **169,705** |

## 1 INDUSTRY & ENERGY

Within the **Industry & Energy division**, Eren's teams work in **three cross-cutting areas** :

- Renewable **energy production** : The production of electricity from renewable energies such as wind and solar is one of the main keys to an inevitable growth in electricity consumption and a major climate crisis. But other technologies, other sources, other innovative solutions will be necessary and it is also at this site that the Group is working.

- **Energy saving**, with the idea that before we even decarbonise the energy we use, the best way to reduce CO2 emissions is to save that energy.

- **Energy storage** : the development of renewable energies, often intermittent and sometimes overabundant, presupposes being able to store these energies and explains the rapid rise of chemical batteries. Through geo storage technologies or the use of phase change materials, Eren Group is committed to the creation of thermal batteries, therefore capable of storing cold and heat.

Industry & Energy expertise is exercised within **five verticals** which will be further detailed in the following pages:

- Hydrogen
- Thermal energy
- Nuclear
- Biogas / Biomass
- Water management

## 2 SPORTS & RECREATION

Developing the practice of sport is the other commitment of EREN group.

Sports & Leisure activities are also divided in different areas

- **Académie & Resort Mouratoglou** : Located halfway between Nice and Cannes on the French Riviera, the Mouratoglou Academy & Resort is one of the most visited destinations in the world for the practice of intensive tennis thanks to its 33 tennis courts and 4 padel courts. This 13-acres estate also includes a 4-stars hotel, a French and international school with a tennis-study program that trains 250 students of 50 different nationalities each year, a training center for tennis lovers (5,000 trainees each year) and a structure dedicated to the personalised support of the greatest champions of the discipline. The complex also has a Country Club and a medical-sport centre with state-of-the-art equipment.

- **Liberty Country Club** : Located in the Yvelines, the Liberty Country Club is a one-of-a-kind gym that offers its members modern facilities for a wide range of sports activities (fitness, tennis, badminton, padel and golf) and wellness (beauty salon, spa, steam room, swimming pool, restaurants).

- **Mouratoglou International** : the international deployment of the Mouratoglou brand began in 2020. The opening of several Mouratoglou Tennis Centers, in partnership with the largest luxury hotels in the world, extends the offer to local residents and guests of these hotels who wish to take advantage of the coaching methodology created by Patrick Mouratoglou. The first centres were opened in Dubai (UAE) in 2020, Costa Navarino (Greece) in 2021, Costa Smeralda (Italy) and Beijing (China) in 2023. At the same time, the Tennis & School program developed at the Mouratoglou Academy has become a global reference over the years. This program is now offered at Epsom College in Kuala Lumpur (Malaysia) and soon in other schools around the world.

- **UTS Tournament** : Created by Patrick Mouratoglou in 2020, UTS (Ultimate Tennis Showdown) is an innovative and disruptive tennis league that aims to redefine the way tennis is consumed by a new generation of tennis fans. Each of the events held around the world brings together iconic players at the top of the world rankings. Organised in the form of short tournaments of two or three days, UTS events are punctuated by one-hour matches divided into four quarters that obey specific rules (tie-break format, use of wildcards, coaching on the court, etc.).

- **Leisure centres** : With 24 centres in France, Trampoline Park You Jump is the first network of indoor trampoline parks in France and the second in Europe in terms of attendance. Each park offers a multitude of leisure activities that can be adapted according to the age and purpose of the visitors.

- **Music** : Eren Groupe is also present in the musical field with medici.tv. Presented by the New York Times as "the Netflix of classical music", medici.tv is the world leader in classical music in video. Since its creation in 2008, medici.tv has been broadcasting the interpretations of the greatest artists, ensembles and orchestras from the most renowned venues, festivals and competitions in the world. With more than 150 prestigious live events each year, medici.tv also has the largest VOD catalogue in the world, with more than 3,000 videos of concerts, ballets, operas, documentaries, master classes, jazz programs, behind-the-scenes footage, and interviews broadcast in high definition. medici.tv is available on all screens: television (via Airplay or Chromecast), computer, tablet, and smartphones. EREN Groupe's passion and commitment to classical music have allowed it to gather more than 780,000 members on their site and nearly 1,300,000 fans on their social networks in 190 countries, to become the world leaders in the distribution of classical music videos online.

# 2. 2023 Achievements and Outlook

## 1 INDUSTRY & ENERGY DIVISION

### 1.1 Hydrogen

TE H2 S.A., parent company of the TE H2 group of companies, underwent significant shareholding changes in 2023. Its original sole owner, Total Eren, was fully acquired by TotalEnergies in July 2023 and, following a capital increase on the same date, Eren H2 acquired 20% of the Company's capital.

TE H2 S.A is now 80% owned by Total Eren SA, itself ultimately owned by TotalEnergies SE, and 20% by Eren H2, itself controlled by Eren Groupe. By combining the strengths of TotalEnergies SE, a global multi-energy leader covering the entire Power-to-X value chain and with solid experience in the development of complex industrial projects in various geographical areas, with the experience of Eren Groupe, a true independent electricity producer with a history of more than 15GW of wind and photovoltaic projects, TE H2 aims to develop and structure projects on a global scale in the field of green hydrogen and Power-to-X.

TE H2 Group combines extensive technical expertise and experience to deliver renewable energy projects with global impact that create affordable, reliable, accessible and clean energy. It strives to secure key positions in the race for world-class locations, primarily through new projects, but also through acquisitions and partnerships.

The TE H2 Group gets involved very early in the development of projects and partners with local developers and other stakeholders who have in-depth knowledge of the development of local infrastructure projects and energy markets.

It focuses on projects in countries with:

- good renewable resources: irradiation, wind speed;
- proximity and/or logistical infrastructure to major energy markets;
- political will and support to develop green hydrogen and Power-to-X projects;
- the potential to reach a critical size;
- with, as far as possible, the existence of local demand.

As at 31 December 2023, TE H2 is actively developing projects in the following countries: Morocco, Tunisia, Mauritania, Egypt, Australia, Chile and Finland.

### 1.2 Thermal energy

EREN Group has developed specific expertise in two areas: building heating/cooling systems

and industrial processes.

By the weight it represents in $CO_2$ emissions (about 15% excluding construction), energy consumption to cover the thermal needs of buildings (heating and air conditioning) is a major challenge in the fight against global warming and is a key sector for EREN Group's future activities. The various investments made and to come are part of an ecosystem logic, in order to offer buildings owners a global approach and solutions, allowing them to limit their carbon footprint and reduce their energy bill. EREN will provide both technological solutions and the ability to invest in next-generation tools that enable consumers to reduce their energy consumption and carbon footprint without mobilising the capital necessary for these investments.

Another determining factor in minimising office buildings' carbon footprint is the reduction of the surface area required for the same number of users. Thanks to the modelling of the building around which solution is built (BIM digital twin), Eren offers the most advanced new generation BMS (Technical Building

Management) system in terms of flexibility and optimisation of building uses for both occupants and operators.

In the same way, industrial processes are very energy-consuming and for the most part, this energy is used to generate heat or cold. In response to this problem, EREN Group has developed a specific expertise to enable waste heat recovery from factories (Hevatech). Similarly, it owns an innovative technology limiting the energy use of critical cold chains (BeeBryte company).

### *1.2.1 Accenta*

Created in 2016, Accenta has developed and markets a new generation of low-carbon energy systems for commercial buildings and collective housing. It relies on inter-seasonal storage of thermal energy by geothermal probes, a low-carbon heating and air conditioning unit and intelligent, predictive and self-learning command and control software.

The Accenta low-carbon energy system has reduced energy consumption by up to 70% compared to conventional systems and reduces $CO_2$ emissions by more than 90%.

For Accenta, 2023 was mainly marked by the fundraising of 56 million euros from EREN and Siloé Infrastructures, a specialised professional fund represented by its management company Crédit Mutuel Impact. It has significantly strengthened Accenta's balance sheet and cash flow, making it possible to secure the company's growth and the investments necessary for its development.

Several significant projects were signed and/or executed this year, including the headquarters of two leading companies in their sector, two logistics warehouses and the first-funded collective housing project.

Accenta operates many buildings and has key references in each of its verticals.

The pipeline remains solid, but the return to a relatively low level of gas prices makes discussions with our customers more complex, explaining a sometimes long sales cycle, especially for low-carbon projects.

After a plateau at the end of 2023, the increase in order intake is confirmed in 2024. The opening of third-party financing to public procurement via the MGPEPD reinforces this positive growth outlook for 2024.

At the end of 2023, turnover amounted to €10.5m, up 57% vs. 2022 for a balance sheet total of €69m including €62m in equity, with more than 160 employees.

Expenses, on the other hand, having increased compared to 2022 in this development phase, the result turned out to be more in deficit than the previous year with - €13m at the end of 2023.

### *1.2.2 Fafco*

Founded in 1981, Fafco specialises in the design, manufacture, installation and maintenance of cold production and storage systems, as well as water heating systems, for the real estate, industrial and commercial sectors.

Turnover in 2023 was amounted to €2.8m up +7% vs. 2022 with higher activity in goods & services sold.

Actions have been taken to technically upgrade the production line and relaunch innovation, which will allow Fafco to develop its business. This work undertaken for the restructuring of Fafco as well as the change in the commercial strategy required more expenditure than in 2022. Also, the net result is more in deficit with €-1.1m in 2023 compared to €-0.6m in 2022.

In addition, the closure of Cryogel in Malaysia has been initiated and is expected to end in 2024.

Research and development efforts continued in 2023 and continue in 2024, including on:

- cold storage systems with various PCM freezing points, in order to adapt to the needs of the different markets served by Fafco (agri-food, air conditioning),
- monitoring, control and steering systems,
- the further optimisation of the design and manufacture of Icebats through better mechanical and thermal modelling as well as through the search for technically more efficient and economical materials.

### *1.2.3 Esmé Solutions*

The activity carried out during the past financial year resulted in a turnover of €14.4m, composed of three separate activities (construction sites, repairs and after-sales service), down 7% compared to 2022.

Investments in research and development were made to support the development of Esmé Solutions' new range of sensors with an innovative software layer. In addition, it was necessary to anticipate component purchases following the bankruptcy of one of its suppliers.

Given these higher expenses in 2023, the net result is negative with €-1.1m versus a profit of €0.6m in 2022.

### *1.2.4 Innovative Climatic Technologies (ICT)*

Eren group became a majority shareholder in ICT at the end of 2023, a year that confirmed the strategy of this Phoenix-based company, which operates in several segments of air conditioning: industries and retail, indoor agriculture, dehumidification and data centres.

Indeed, the development effort and the work carried out to improve the production tool and the supply circuits, mostly from America, have borne fruit. Significant contracts were signed, the units produced delivered, offering a turnover more than doubled with $27 million in 2023 vs $12 million in 2022.

Growth prospects are maintained for 2024 and beyond.

## 1.3 Nuclear

Nuclear energy, by its fully decarbonised and non-intermittent nature, is logically an option to consider in the fight against climate change. But it must respond to its detractors on at least three points: safety, implementation time or even execution risks, and finally the sustainable treatment of its spent fuels and ultimate waste. It is with this in mind that EREN Group has chosen to participate in the development of new generation nuclear energy, based on smaller reactors (thus allowing decentralised electricity production) and less or less waste-generating (by using, for example, fast neutron technologies that will make it possible, with Naarea technology, to "close" the fuel cycle). EREN therefore chose in 2022 to partner with the founders of the two most promising companies in this field: Jimmy Energie and Naarea.

**Jimmy** is the largest winner of the "innovative nuclear reactors" call for projects under the France 2030 plan with €32m in support announced in 2023. This record financial support will allow Jimmy to continue its growth and accelerate the industrialisation of its first series, which should be commissioned in 2026 at a first customer. It will also make it possible to create the foundations of the industrial platform (Cruesot project) and thus prepare for the transition to scale, for what will be the first SMR deployed in France.

2023 was marked at **Naarea** by many advances in terms of R&D, the strengthening of teams, as well as the entry of new partners into the company's capital. Naarea was, with Newcleo, the first winning startup of the France 2030 plan. Announced in June 2023, the aid obtained amounts to €10m.

### 1.4 Biomass, Biogas & Water Management

Growing energy biomass will be one of the answers to the challenges of energy supply and the climate crisis. Plants absorb CO2 (and produce oxygen) as they grow. Thus, energy production by biomass combustion is globally neutral in terms of CO2 emissions. But this solution is not enough. Therefore EREN develops energy production solutions allowing a negative CO2 balance in partnership with actors who have developed innovative technologies.

Phytorestore has been using plants since 2004 to become a specialist in the restauration of ressources (water, soil, air, biodiversity). It has developed since 2013 the Bioferme, a multi-sector agricultural operation (composting by reed filters, biomass, organic crops and nurseries). Biomass activity consists in cultivating plants (miscanthus, sorghum, hedges, etc.) in direct collaboration with local farmers on marginal or environmental protection soils for various uses (bio-based molecules, construction, energy, etc.).

2023 was marked by the launch, construction and commissioning of the second project: the Moulin du Bois bio-farm in Lyon.

Half a dozen additional bio-farm projects were also in prospect / development during 2023. The bio-farm network allows the composting and treatment of organic waste or sludge by phytoremediation, as well as the production of biomass.

For its part, **Haffner Energy** has developed an innovative biomass thermolysis technology allowing the production of hydrogen with a negative carbon balance This result is obtained by capturing part of the carbon contained in the biomass in the form of biochar, which is then used in the agricultural world.

EREN intends to develop these two technologies which, combined, will make it possible to go from plant to hydrogen and carbon sequestration in a biochar benefiting agricultural land, in a process of soil enhancement and diversification and support for the agricultural world.

In addition of the recent investment in Phytorestore, EREN is the majority shareholder of Orège, a company listed on the Paris Stock Exchange. Orège has developed a technology involved in the treatment of urban and industrial sludge. SLG is a patented breakthrough technology that optimises the conditioning of sludge by modifying, in particular, their physico-chemical and rheological characteristics. This compact technology easily integrates into wastewater treatment plants within existing equipment to improve thickening and dewatering performance without disrupting the operation of the existing line. In addition, new solutions developed around this technology make it possible to boost the production of methane in the digestion tools of sanitation plants. Thus, through Orège, EREN also aims to increase the production of green gas.

Ultimately, the objective will also be to transform the sludge into energy that could be used to supply thermolysis tools for clean recovery.

**Orège**'s turnover for the 2023 financial year amounted €1.3m, confirming an anticipated decline compared to 2022. Total operating expenses are up 11% compared to the previous year in connection with an increase in depreciation and impairment allowances, in particular to follow up on a restoration and transfer of units of fixed asset stock as part of the evolution towards the provision of services. Also, the deficit widened compared to 2022, reaching €-10.2m at the end of 2023.

Orège has developed innovative solutions to increase the production of biogas and biomethane from sewage treatment plant sludge, with successful trials carried out at the Worcester site in Great Britain in 2023 in collaboration with Severn Trent, one of the leading Water Companies. As previously announced, Severn Trent and Orège presented the results of these trials last November in Manchester at the "European Biosolids & Bioresources Conference" and confirmed the observation of a 38% increase in biogas production during the first phase of the trials.

Orège, which has so far adopted a business model focused on selling equipment to municipalities, faces many challenges related to long sales cycles and complex public procurement tendering procedures.

As a result, Orège intends to develop, in parallel, its service delivery activity by offering mobile thickening and dehydration units with a promise of performance thanks to its SLG technology.

This offer, which consists in renting mobile units with or without an operator to municipalities and manufacturers for flexible periods. These mobile units are already rented in the United Kingdom, in order to meet urgent needs without initial investment for the customer.

To complement this approach, the Group has chosen to develop in the field of **biogas** , as demonstrated by the equity investments at the end of 2023 in **Verdemobil** and **Tryon** (see paragraph 3 of the Group Presentation).

## 1.5 Other activities of the Industry & Energy division

### *1.5.1 Osmos*

Osmos Group continued to provide engineering services specialising in the analysis of the structural behaviour of structures, based on their proprietary systems (sensors, recorders, software, algorithms) or on the integration of commercial systems.

2023 was marked by:

- the implementation of a restructuring plan aimed at reducing costs. It mainly included the dismissal of 7 people for economic reasons and the outsourcing of systems R&D,
- the signatures of a strategic project (instrumentation of 250 bridges over 4 years) and 3 major projects (instrumentation of 38 bridges for 2 years) in Greece by the subsidiary Osmos Hellas,
- the first uses of optical rope new version (named OS 420), including a major sale in Italy of nearly 200 units and a first use for weigh-in-market in France,
- the implementation of a free action plan for all employees present in December 2023.

Turnover, at €2.8m, decreased by 11% vs. 2022. However, the deficit was sharply reduced following the restructuring of Osmos, with €-1.7m at the end of 2023 compared to €-6.7m at the end of 2022.

# 2 Sports & Recreation

With €65.7m in 2023, the division's turnover increased by 15%, i.e. €10.4m, vs. 2022.

This growth was enabled by sustained activity in leisure centres (+15%), a development of all Tennis-related activities (+10%) and the resumption of the UTS tournament with 4 events in 2023.

## 2.1 The Academy

The increase in turnover of the Biot academy, including the hotel, amounted to 16% between 2022 and 2023, with a more marked increase in the academy alone, of the order of +23%, and a stable turnover on the hotel.

The academy is now running at full capacity with about 250 students present at the school (French and international school with tennis studies) and about 5,000 internships (adults and children), with all needed facilities on site such as the medical center, the sports halls, the workshop, in addition to the indoor and outdoor tennis courts.

The Mouratoglou brand launched and developed by Patrick Mouratoglou, the level of excellence of the coaches and teachers recruited, as well as the good placements of students as scholars within American universities in particular, contribute to the growing reputation of the academy.

The development of social networks, the launch and marketing of a clothing line under the Mouratoglou brand resulted in increased awareness.

Regarding the hotel and restaurant, a renovation program was launched in 2023 with the renovation of half of the rooms (about 70 out of 150), the renovation of the meeting rooms and the catering area (breakfast area and lunch/dinner area), the creation of an aesthetic centre and a spa. Work continued on the first half of 2024, with a closure of the hotel for 3 months, in particular to allow the geothermal system to be set up.

Indeed, Eren has chosen to take advantage of this renovation work to decarbonise massively. Thus, the Accenta solution has been implemented for the thermal management of the hotel and the savings on energy expenditure and reductions on greenhouse gas emissions are of the order of 80%.

This renovation to offer high-end services has paid off: corporate seminars have grown and the occupancy rate of the hotel and restaurant are higher, after the reopening of the hotel.

## 2.2 Liberty Country Club

Renovation work on the facilities continued in 2023 with the aim of offering premium services to our customers (around 2500). This made it possible to increase turnover by around 25%.

As part of this renovation, the objective was also to decarbonise the facilities. To do this, the choice of geothermal energy was obvious and the work was carried out with Accenta for part of the Liberty, which reduced the energy bill and the site's emissions by more than 80%. A second phase should start in 2024 to complete the perimeter covered by geothermal energy.

In addition, work on the Golf adjacent to the club intensified in 2023 and was completed in 2024 with an inauguration in September 2024. Prospects are good with many members signing up for open houses.

### 2.3 Mouratoglou International

As specified above, the development of the Mouratoglou brand is structuring for all the activities of this division. For international strategy, this is the key.

The central international team was expanded in 2023 in order to develop existing partnerships and make them profitable, on the one hand, and to identify and then structure new partnerships, on the other hand, with a strategy of developing franchises and opening centres.

A new partnership was established in China in 2023, a centre project began in 2023 in New York and should be finalised in early 2025 for opening and many partnerships were signed in 2024, especially in the United States, a country where tennis is very popular.

### 2.4 Ultimate Tennis Showdown

The 2023 objective was to relaunch UTS development with the organisation of new tournaments. A dedicated central team has been set up to organise all the logistics of the events, the link with the sponsors, the host cities, the ticketing, the media, but also to best support the players.

Three tournaments were held in 2023: Los Angeles in July, Frankfurt in September, and London in December for the grand final that crowned the best UTS player of the year.

The tournaments, which take place over three days, have attracted "top players", players from the top 20.

The objective in the coming years is to continue on a rate of 4 events per year, lasting two or three days.

Tournament after tournament, UTS's reputation is growing, spectators who have come to the sates are conquered, cities and sponsors call directly to propose partnerships to UTS.

### 2.5 Leisure centres

The Group owns 24 parks at the end of 2023, following the purchase of 4 new parks during 2023. These are distributed in most major cities in France, and have become the leader in France in this type of activity.

In 2023, the centres generated a turnover of €20.4m, up 15% or €2.6m, vs. 2022. This growth results from the investments and recruitment made in order to put all the centres at the same level of quality and services. Poor weather conditions have also increased the incentive for customers to come to our *indoor*centres.

The Group wanted to strengthen its position as a leader in France and Europe and acquired centres in Benelux in August 2024. With its experience in France, the Group will focus between the end of 2024 and the beginning of 2025 on homogenising these centres and developing several leisure activities.

# 3. Main risks and uncertainties

## 1 RISKS INHERENT TO THE INDUSTRY & ENERGY DIVISION

In relation to its industrial activities, the Group faces the following main risks and uncertainties:

- **Risk related to technological innovations:**
  The Group continues fighting against the reluctance to implement new innovative solutions in relation to the use of proven historical solutions that are less virtuous in terms of the use and economy of natural resources.
  The Group continues its efforts to explain the benefits of its technologies for its historical customers as well as for new prospects.

- **Risk related to technological developments and alternative solutions;**
  The Group's success in its industrial activities is mainly based on its cutting-edge technologies, their continuous development and the Group's ability to exploit them. As with all technological developments, those developed by the Group are likely to become obsolete due to the rapid changes made by market players and by alternative solutions developed by competitors. This risk of obsolescence and competitiveness could have an impact on the Group's ability to exploit its technologies. To counter this risk, It actively supports the development of new and more innovative technologies and ensures the continuous updating and improvement of existing technologies.
  The Group carefully studies the market in order to detect new technologies that appear there.

- **Risk related to shortcomings of suppliers and subcontractors;**
  The Group does not cover the entire production chain of the technologies produced, which requires very detailed knowledge of all the work carried out by its subcontractors. The Group may suffer the failures or unavailability of its subcontractors and suppliers.
  The Group ensures that the performance of its subcontractors and suppliers remains constant by regularly monitoring the products received and their financial health.

- **Risk related to the customer validation process:**
  The Group's potential customers are regularly large companies or public bodies. These entities have a complex hierarchical structure requiring significant delays in the validation of investments.
  In order to minimise the impact of this risk, the Group is orienting its business model towards the provision of equipment with remuneration on the energy efficiency generated rather than the direct sale of equipment.

- **Risk related to equipment performance:**
  The Group is highly sensitive to the performance of its equipment, which could negatively impact the Group's brand image in the event of a major failure.
  In order to minimise this risk, the Group works with quality partners whose skills are tested regularly. Through its business model, focused on the remuneration of energy efficiency achieved, the Group reduces the risk of inefficiency for its customers. However, the Group must ensure the reliability of the installed equipment in order to maintain all their performance to maintain its level of remuneration.

- **Other Risks:**

  In general, and through its global activities, the Group is confronted with currency risks, for the acquisition of equipment & services and the payment of customers, as well as risks of commodity price volatility.

  The Group may be affected by exogenous factors likely to have global repercussions, for example, in the political, economic, health, etc.

## 2 RISKS INHERENT TO THE SPORTS & LEISURE DIVISION

In relation to its sports and leisure activities, the Group faces the following main risks and uncertainties:

- **Risk related to the reputation of the academy**
  The main asset of the academy is its reputation and its ability to train future talent. Any negative impact on the reputation of the academy would have serious repercussions on the Mouratoglou brand, on the one hand, on the number of students and on the courses / training given. The Group works continuously with its coaches to maintain a very high level of performance.

- **Weather Risk**
  The practice of racket sports is facilitated by mild weather. The Group has also decided to move its tennis academy from the Paris region to the south of France in 2016. The new academy is located on the Côte d 'Azur, a region that benefits from 320 days of sunshine per year. It has additionally built outdoor tennis courts in the shade to allow tennis to be played during the warmest time of the year.

- **Uncertainties related to the improvement of the Biot Academy**
  The Group faces the risk that the improvements made to the Biot Academy will not result in the expected increase in weekly training requests and "scholarships" for young athletes. This would impact profitability and the project. Significant costs have been incurred to achieve these improvements.

- **Risk of fad**
  The Group remains highly attentive to the evolution of trends in terms of leisure activities, in particular, for its trampoline centres. The clientele of leisure activities is mostly young and therefore likely to change very quickly compared to leisure activities preferably.
  The Group regularly monitors new trends in order to incorporate them as much as possible into the services offered.

## 3 RISKS ON OTHER INVESTMENTS

The Group's main risks and uncertainties related to investment activities relate to the valuation of these.

Listed investments are mainly listed on the French stock exchange for which the risks are related to the vagaries of the financial markets and more specifically the French market.

Other investments are valued in correlation with the specific performance of each activity in which they are active. The Group cannot anticipate changes in performance.

In order to limit its risk, the Group pursues a policy of significant diversification of its unlisted investments in order to reduce the possible impacts of loss of value.

# 4. Research and development activities

Research and development activities carried out by the Group are part of its constant objective of saving natural resources through innovative solutions to meet new environmental and industrial requirements. The Group has significant R&D activities with the continuous development of technologies in its different companies.

The Group is pursuing development research on its current technologies and continues to invest heavily in order to identify new technologies that are increasingly efficient in terms of decarbonisation.

# 5. Financial instruments

The Group's financial assets are mainly represented by:

- for financial assets; cash, trade receivables and other receivables and financing, listed and unlisted investments
- for financial liabilities; loans and borrowings, trade payables and other payables and hedging instruments.

The Group has a very limited use of derivative financial instruments, represented mainly by interest rate swaps.

The Group's policy is to invest the available resources, via its "Others" segment, and to maximise the return on its resources with the aim of using them to finance its core activities.

# 6. Treasury shares

As at 31 December 2023, the Company holds own shares for €26,286k (2022: €9,998k) representing 3,006,636 shares (2022: 1,558,640) of an accounting par of €3.80 per share.

During the year, the Company repurchased 1,447,996 treasury shares for €16,287,746.

# 7. Post closure events

In August 2024, the Group acquired all the shares of Jumpsquare Group Holding BV "JSQ" for €23.8m.

The acquisition of JSQ allows the Group to expand its trampoline fleet business by adding 30 fleets in the Netherlands, Belgium and Germany.

## 03 2023 Consolidated Financial Statements

# 1. Consolidated Statement of Financial Position

| | Notes | 2023<br>EUR k | 2022<br>EUR k |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| Tangible fixed assets | 15 | 119,503 | 2,197,952 |
| Intangible fixed assets | 16 | 105,274 | 382,916 |
| Investment in associates and joint ventures | 9-10 | 61,117 | 170,708 |
| Other non-current financial assets | 26.1 | 140,308 | 233,578 |
| Restricted or blocked non-current cash | 19 | 59 | 30,063 |
| Other non-current receivables | 23 | 3,611 | 3,942 |
| Other non-current assets | 18 | 599 | 2,141 |
| Deferred tax assets | 14.3 | 2,956 | 66,159 |
| | | **433,427** | **3,087,459** |
| **Current assets** | | | |
| Other current financial assets | 26.1 | 25,252 | 160,474 |
| Restricted or blocked current cash | 19 | - | 42,626 |
| Trade clients and sources of other receivables | 23 | 69,145 | 167,682 |
| Other current assets | 18 | 18,119 | 33,712 |
| Cash and short-term deposits | 19 | 1,111,494 | 465,441 |
| | | **1,224,010** | **869,935** |
| **Total assets** | | **1,657,437** | **3,957,394** |
| **EQUITY & LIABILITIES** | | | |
| **Shareholders' equity** | 20 | | |
| Share capital | | 561,986 | 561,986 |
| Share premium | | 6,861 | 6,861 |
| Treasury shares | | (26,286) | (9,998) |
| Other Capital Reserves | | 291 | 1,177 |
| Other equity components | | 38,270 | 65,917 |
| Retained earnings | | 848,451 | 258,891 |
| **Equity attributable to Owners of the Parent** | | **1,429,573** | **884,834** |
| Minority interests | 8 | 58,159 | 696,050 |
| **Total shareholders' equity** | | **1,487,732** | **1,580,884** |
| **LIABILITIES** | | | |
| **Non-current liabilities** | | | |
| Non-current loans and borrowings | 26.2 | 51,219 | 1,654,474 |
| Other non-current financial liabilities | 26.3 | 216 | 5,677 |
| Non-current provisions | 21 | 565 | 27,520 |
| Other non-current liabilities | 24 | 3,324 | 8,181 |
| Non-current deferred income | 22 | - | 28,536 |
| Deferred tax liabilities | 14.3 | 4,922 | 181,967 |
| | | **60,246** | **1,906,355** |
| **Current liabilities** | | | |
| Current loans and borrowings | 26.2 | 13,764 | 287,207 |
| Other current financial liabilities | 26.3 | 863 | 8,563 |
| Current provisions | 21 | 920 | 1,892 |
| Suppliers and other creditors | 24 | 88,165 | 163,949 |
| Current deferred income | 22 | 5,747 | 8,544 |
| | | **109,459** | **470,155** |
| **Total liabilities** | | **169,705** | **2,376,510** |
| **Total Equity and liabilities** | | **1,657,437** | **3,957,394** |

# 2. Consolidated Statement of Comprehensive Income

| | Notes | 2023 EUR k | 2022 Retired* EUR k |
|---|---|---|---|
| Turnover | 11 | 120,149 | 96,186 |
| Raw materials and consumables used | | (27,437) | (13,433) |
| Staff costs | 12.1 | (51,868) | (43,553) |
| Other operating charges | 12.3 | (81,844) | (63,781) |
| Other operating income | 12.4 | 6,671 | 5,726 |
| Other operating results | 12.5 | (1,121) | 115 |
| Depreciation, amortisation and impairment of non-financial assets | 12.6 | (27,109) | (27,695) |
| **Operating income** | | **(62,559)** | **(46,435)** |
| Financial expenses | 13 | (2,389) | (2,488) |
| Financial income | 13 | (24,087) | 2,941 |
| Other financial income and expenses | 13 | 23,835 | (7,933) |
| Share of net income of associates and joint ventures | 9-10 | (5,135) | (1,085) |
| **Result before tax** | | **(22,161)** | **(55,000)** |
| Tax on earnings | 14 | (521) | 3,283 |
| **Result for the financial year of continuing activities** | | **(22,682)** | **(51,717)** |
| Result for the year of discontinued operations | | 673,422 | 6,897 |
| **Result for the financial year** | | **650,740** | **(44,820)** |
| **Result for the year attributable to:** | | | |
| Group Share | | 645,992 | (9,300) |
| Minority interests | | 4,748 | (35,520) |
| ***Other comprehensive income recognised directly in recyclable equity in profit or loss:*** | | | |
| Net gains/(losses) from hedging instruments | | 4,141 | 9,074 |
| Translation difference resulting from the conversion of foreign entities | | (2,369) | 1,320 |
| Net gains/(losses) from other comprehensive income of investments accounted for under the equity method | | (18) | 7,323 |
| | | **1,754** | **17,717** |
| ***Other comprehensive income recognised directly in shareholders' equity that is not recyclable in profit or loss:*** | | | |
| Revaluation gains/(losses) on defined benefit plans | | (29) | 81 |
| Net fair value gains/(losses) on investments in equity instruments | | 503 | 32,881 |
| Net gains/(losses) from other comprehensive income of investments accounted for under the equity method | | - | 8,493 |
| | | **474** | **41,455** |
| **Total other comprehensive income for the year, net of tax** | | **2,228** | **59,172** |
| **Total comprehensive income for the year, net of tax** | | **652,968** | **14,352** |
| **Total comprehensive income for the year attributable to:** | | | |
| Group Share | | 647,264 | 45,251 |
| Minority interests | | 5,704 | (30,900) |

*in accordance with IFRS 5, the company restated the 2022 income statement

# 3. Consolidated statement of changes in equity

| | Notes | Assigned to shareholders of the parent company | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | **Share capital** | **Share premium** | **Treasury shares** | **Other Capital Reserves** | **Other equity components** | **Retained earnings** | **Total** | **Minority interests** | **Total shareholders' equity** |
| | | EUR k | EUR k | EUR k | EUR k | EUR k | EUR k | EUR k | EUR k | EUR k |
| **As at 1 January 2022** | | **561,986** | **6,861** | **(12,845)** | **884** | **16,047** | **261,847** | **834,780** | **728,750** | **1,563,530** |
| Result for the financial year | | - | - | - | - | - | (9,299) | **(9,299)** | (35,521) | **(44,820)** |
| Other comprehensive income | | - | - | - | - | 54,552 | - | **54,552** | 4,620 | **59,172** |
| **Total comprehensive income** | | **-** | **-** | **-** | **-** | **54,552** | **(9,299)** | **45,253** | **(30,901)** | **14,352** |
| Derecognition of equity investments | | - | - | 2,847 | - | (4,893) | 4,893 | **2,847** | - | **2,847** |
| Acquisition of minority interests | | - | - | - | (1) | (2) | (150) | **(153)** | 6,926 | **6,773** |
| Changes in the scope of consolidation | | - | - | - | - | 224 | (193) | **31** | (2,677) | **(2,646)** |
| Dividends distributed | | - | - | - | - | - | - | **-** | (6,389) | **(6,389)** |
| Share-based payments | | - | - | - | 1,119 | - | - | **1,119** | 1,298 | **2,417** |
| Transfers | | - | - | - | (825) | (11) | 1,793 | **957** | (957) | **-** |
| **As at 31 December 2022** | | **561,986** | **6,861** | **(9,998)** | **1,177** | **65,917** | **258,891** | **884,834** | **696,050** | **1,580,884** |
| Result for the financial year | | - | - | - | - | - | 645,992 | 645,992 | 4,748 | 650,740 |
| Other comprehensive income | | - | - | - | - | 1,273 | (1) | 1,272 | 956 | 2,228 |
| **Total comprehensive income** | | **-** | **-** | **-** | **-** | **1,273** | **645,991** | **647,264** | **5,704** | **652,968** |
| Acquisition of Own Shares | | - | - | (16,288) | - | - | - | (16,288) | - | (16,288) |
| Derecognition of equity investments | | - | - | - | - | (8,877) | 8,877 | - | - | - |
| Acquisition of minority interests | | - | - | - | - | 34 | (39,451) | (39,417) | 30,172 | (9,245) |
| Business Combination | | - | - | - | - | - | - | - | 34,405 | 34,405 |
| Changes in the scope of consolidation | | - | - | - | (1,402) | (20,077) | - | (21,479) | (707,801) | (729,280) |
| Dividends distributed | | - | - | - | - | - | (25,279) | (25,279) | (949) | (26,228) |
| Loss Absorption | | - | - | - | - | - | (578) | (578) | 578 | - |
| Share-based payments | | - | - | - | 516 | - | - | 516 | - | 516 |
| **As at 31 December 2023** | | **561,986** | **6,861** | **(26,286)** | **291** | **38,270** | **848,451** | **1,429,573** | **58,159** | **1,487,732** |

# 4. Consolidated Statement of Cash Flows

| | Notes | 2023<br>EUR k | 2022<br>EUR k |
|---|---|---|---|
| Profit for the year before tax from continuing activities | | *(22,161)* | *(55,000)* |
| Profit for the year before tax from discontinued operations | | *696,705* | *57,222* |
| Profit for the year before taxes | | **674,544** | **2,222** |
| **Adjustment to reconcile the result to net cash flows:** | | | |
| Depreciation and impairment of tangible fixed assets | 12.6 | *80,652* | *159,373* |
| Depreciation and impairment of intangible assets | 12.6 | *14,225* | *12,024* |
| (Gain)/Loss on Disposal | | *641* | *1,453* |
| Impact of foreign exchange revaluations | | *5,496* | *(3,184)* |
| Share in the (profit)/loss of equity-accounted companies | 9-10 | *1,375* | *(5,954)* |
| Other financial income and expenses | 13 | *4,073* | *222,834* |
| Other adjustments | | *(767,568)* | *(18,736)* |
| | | (661,106) | 367,810 |
| Changes in provisions, advances and grants | | (1,056) | (5,071) |
| Changes in employee benefits | | (1,012) | ((1,013) |
| Change in working capital requirements | | 18,577 | 13,841 |
| Interest paid | | (538) | (319) |
| Interest Received | | 24,094 | 1,879 |
| Income tax paid | | (24,622) | (35,991) |
| **Net cash flow from operating activities** | | ***28,881*** | ***343,358*** |
| **Investment activities** | | | |
| Acquisition of tangible and intangible fixed assets | | (31,103) | (150,960) |
| Proceeds from disposals of intangible and tangible assets | | 5,398 | 11,371 |
| Investment in associates, joint ventures and subsidiaries | | (44,721) | (12,779) |
| Proceeds from disposal of investments in associates, joint ventures and subsidiaries | | 782,771 | 22,469 |
| Dividend received from joint ventures and associates | | 514 | 4,100 |
| Net cash flows related to investments at fair value | | 82,305 | 8,834 |
| Net change in loans granted to third parties | | (15,976) | (74,925) |
| Interest received on loans to third parties | | 5,767 | 731 |
| Net change in restricted or blocked cash | | 72,456 | 10,636 |
| Purchase / Proceeds of other financial instruments (investment) | | (500) | - |
| **Net cash flow from investing activities** | | **856,911** | **(180,523)** |
| **Financing Activities** | | | |
| Net transactions with shareholders of the parent company | | (41,567) | 3,068 |
| Net transactions with minority interest | | (10,192) | 597 |
| Disbursements on finance leases | | (15,052) | (14,829) |
| Bond issues | | - | 14,410 |
| Repayment of bonds | | (11,793) | (32,521) |
| Issuance of bank loans | | 13,299 | 278,963 |
| Repayment of bank loans | | (107,699) | (337,979) |
| Issuance of other loans | | 228 | 1,672 |
| Repayment of other loans | | (1,809) | (17,833) |
| Transaction costs on issuance of loans | | (13) | (7,352) |
| Interest paid on loans | | (63,424) | (116,549) |
| (Purchase)/proceeds of other financial instruments | | (35) | 2,133 |
| **Net cash flow from financing activities** | | **(238,057)** | **(226,220)** |
| Cash and cash equivalents at the beginning of year | 19 | 464,022 | 525,053 |
| Exchange difference of cash and cash equivalents | | (778) | 2,354 |
| **Cash and cash equivalents at the end of the year** | **19** | **1,110,979** | **464,022** |

# 5. Notes to Consolidated Financial Statements

## 1 GENERAL INFORMATION

EREN Groupe SA (the "Company" or "EREN Groupe") was incorporated for an unlimited period on the 23rd of December 1991 in the form of a public limited company under Luxembourg law.

The registered office is located at 4, rue Willy Goergen L-1636 Luxembourg.

The Company is the parent company of EREN Group which includes the Company and its subsidiaries, collectively referred to as the "Group". Information on the Group's structure is provided in Note 5.

The financial year shall begin on January 1 and end on December 31 each year.

The main activity of the Company is the holding and management of direct or indirect interests in companies. The Company manages and controls the operational functioning of its subsidiaries.

### 1.1 Statement of Compliance with IFRSs

The Group's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and approved by the European Union.

The consolidated financial statements of EREN Group for the year ended 31 December 2023 were approved by the Management Board on 17 September 2024.

### 1.2 Basis for drawing up consolidated financial statements

The Group's consolidated financial statements have been prepared in accordance with the accounting principles described in Note 2.

Since the Company does not meet the conditions requiring the application of IFRS 8 *Operating Segments* and IAS 33 *Gain per Share*, the Company has decided not to apply them.

The consolidated financial statements have been prepared in accordance with the historical cost principle, with the exception of investment goods, derivative financial instruments, financial assets of investments in equity instruments which have been measured at fair value. The consolidated financial statements are presented in thousands of euros and all values are rounded to the nearest thousand euros, unless otherwise indicated.

In accordance with the evaluation carried out by the Executive Board, the consolidated financial statements have been prepared on a going concern basis.

The consolidated financial statements provide comparative information compared to the previous period.

### 1.3 Scope of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries.

These subsidiaries are entities over which the Company exercises direct or indirect control, as defined in the accounting principles.

The Group also has investments in associates and joint ventures, which are entities in which the Group has either significant influence or joint control.

The Group's scope and investments in associates and joint ventures are described in Note 5.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES

The significant accounting principles applied in the preparation of the consolidated financial statements are set out below.

### 2.1 Consolidation

#### *2.1.1 Subsidiaries*

The consolidated financial statements include the financial statements of the Group and its subsidiaries as at 31 December 2023. Subsidiaries are entities over which the Company exercises direct or indirect control.

Control is achieved when the Group is exposed to or is entitled to variable returns because of its ties to the investee and has the ability to influence those returns because of its power over the investee. Specifically, the Group controls a investee if and only if the Group:

- Has power over the investee company (i.e. rights that give it a real ability to direct the relevant activities of the investee company);
- Is exposed to or entitled to variable returns due to its relationship with the investee company;
- And has the ability to use its power over the owned business in a way that influences the number of returns it gets.

When the Group assesses whether it controls an investee, the Group considers all relevant facts and circumstances in determining whether it has power over a business, including:

Contractual arrangements with other holders of voting rights in the investee company
Rights arising from other contractual arrangements; and
The Group's voting rights and potential voting rights

The Group reassesses whether it controls an investee when facts and circumstances indicate that there are changes at one or more levels of the three control elements. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. The net income or other comprehensive income of subsidiaries acquired or disposed of during the year is recognised from the effective date of acquisition or until the effective date of disposal.

Earnings and each component of other comprehensive income are attributed to the shareholders of the parent company and minority shareholders, even if this results in minority interests with a loss of balance. If necessary, adjustments are made to the financial statements of the subsidiaries so that their accounting policies are in line with the Group's accounting principles. All intra-Group assets and liabilities, equity, revenues, expenses and cash flows related to transactions between Group companies are fully eliminated in consolidation.

A change in the holding of a subsidiary, without loss of control, is recognised directly in equity. If the Group loses control of a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying number of minority interests
- Derecognises cumulative translation differences recognised in shareholders' equity
- Recognise the fair value of the consideration received
- Recognise the fair value of a retained investment
- Recognise any surplus or deficit in comprehensive income
- Reclassifies the Group's share previously recognised in other comprehensive income in profit or loss or deferred profit or loss, as the case may be, as would be necessary if the Group had directly disposed of the corresponding assets or liabilities.

#### *2.1.2 Investment in an Associate and Joint Venture*

A partner is an entity over which the Group has significant influence. Significant influence means that the Group has the power to participate in the financial and operational policy decisions of the investee, but has no control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties exercising joint control have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control, which exists only when decisions regarding relevant activities require the unanimous consent of the parties sharing control.

The elements taken into account to determine significant influence or joint control are similar to those necessary to determine control over subsidiaries.

The Group's investments in associates and joint ventures are accounted for using the equity method.

Under the equity method, investment in an associate or joint venture is initially accounted for on a cost basis. The carrying amount of the investment is adjusted to reflect changes in the Group's share of the net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not individually amortised or tested for impairment.

The statement of comprehensive income reflects the Group's share of the operating results of the associate or joint venture. Any change in the other comprehensive income of these investee companies is presented as part of the other comprehensive income of the Group. In addition, where there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any change, if any, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated in proportion to the interest in the associate or joint venture.

The total of the Group's share in the income of an associate and a joint venture is disclosed in the statement of comprehensive income outside of operating income and represents income after taxes and minority interests in subsidiaries of the associate or joint venture.

The financial statements of the associate or joint venture are prepared for the same accounting year as the Group. If necessary, adjustments are made to align accounting principles with those of the Group.

After the application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each balance sheet date, the Group determines whether there is objective evidence that the investment in the associate or joint venture has lost value. In the presence of such evidence, the Group calculates the amount of the impairment loss as the difference between the recoverable amount of the associate or joint venture and its carrying amount, and then recognises the loss as' Other financial income and expenses' in the statement of comprehensive income.

On the loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any investment retained at fair value. Any difference between the carrying amount of the associate or joint venture on the loss of significant influence or joint control and the fair value of the investment retained and the proceeds from disposal is recognised in comprehensive income.

### 2.2 Business combinations

The Group applies the acquisition method for accounting for business combinations, The cost of an acquisition is measured as the total of the transferred consideration measured at the date of the acquisition at fair value and the amount of the minority interest in the acquired business. For each business combination, the Group decides whether to measure minority interests in the acquired business at fair value or according to the proportionate share of the identifiable net assets of the acquired business. In the context of an ongoing business combination, the Group decides whether to measure minority interests according to the proportional share of the identifiable net assets of the acquired company. Acquisition costs are recorded as expenses in the year of realisation.

The Group recognises identifiable assets acquired and liabilities assumed in a business combination regardless of whether they were previously recognised in the financial statements of the acquiree prior to the acquisition. Assets acquired and liabilities assumed are measured at the date of acquisition at fair value.

If the business combination is completed in stages, any previously held holding is revalued at its acquisition date at fair value and any resulting gain or loss is recognised in profit or loss.

Any consideration to be transferred by the acquirer will be recorded at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration does not fall within the scope of IFRS 9, it is measured in accordance with the appropriate IFRS. The contingent consideration that is classified as equity is not revalued and the subsequent settlement is recognised as equity.

Goodwill is initially measured at cost. It is calculated as the excess of the sum of (a) the fair value of the consideration transferred, (b) the recognised amount of any minority interest in the acquiree, and (c) the acquisition date at fair value of any existing interest in the acquiree, over the fair value of the identifiable net assets at the acquisition date. If the fair value of the identifiable net assets exceeds the sum calculated above, the excess amount (i.e., the gain realised on an acquisition on favourable terms) is recognised immediately in profit or loss.

After initial recognition, Goodwill is measured at cost net of accumulated impairment losses. For the purposes of impairment tests, the Goodwill acquired in a business combination, from the acquisition date, must be allocated to each of the Group's cash-generating units likely to benefit from the business combination, whether or not other assets or liabilities of the acquired company are allocated to these units.

Where Goodwill has been allocated to a cash-generating unit and all or part of that unit is disposed of, Goodwill allocated to that unit is tested to determine its residual recoverable amount. If an impairment reduction is necessary, it is recognised in profit or loss in order to neutralise the gains recognised on the disposal.

## 2.3 Current versus non-current classification

The Group presents assets and liabilities in the consolidated statement of financial position on the basis of current / non-current classification. An asset is classified as current when it is:

Likely to be made or intended for sale or consumption during the normal operating cycle.
Held for resale.
Likely to be realised within twelve months after the closing period, or
The asset consists of cash or cash equivalents, unless it cannot be exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

- It should be set in the normal operating cycle.
- It is held primarily for trading purposes.
- It is expected to be settled within twelve months after the closing period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the closing period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

## 2.4 Foreign currency translation

### *2.4.1 Functional and presentation currency*

The items included in the financial statements of each of the Group entities are measured using the currency of the main economic environment in which the entity operates (the "functional currency"). The functional currency of the parent company is the euro. The consolidated financial statements are presented in thousands of euros ("k EUR") which is the presentation currency of the Group.

### *2.4.2 Transactions and balances*

Transactions in foreign currencies are translated into the functional currency using the exchange rates prevailing at the transaction dates. Gains and losses in foreign currencies resulting from the settlement of these transactions and the translation at the closing exchange rate of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated into the functional currency using the exchange rates of the dates on which the values were determined.

### 2.4.3 Group Companies

The results and financial position of all Group entities that have a functional currency different from the reporting currency are translated into the Group's functional currency as follows:

The assets and liabilities of each balance sheet presented (including for comparative purposes) are translated at the closing rate at the date of each such balance sheet; and
The income and expenses of each income statement (including for comparative purposes) are translated at the average exchange rate for the period and
All resulting exchange differences are accounted for as a separate component of equity.

When a foreign transaction is sold, these exchange differences are recognised in the statement of comprehensive income as part of the gain or loss on the sale.

Goodwill and fair value adjustments arising from the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

## 2.5 Tangible fixed assets

Tangible fixed assets are accounted for according to the cost model, after deduction of accumulated depreciation and accumulated impairment losses, if any. Tangible fixed assets are composed of items built by the Group and items acquired from third parties.

### 2.5.1 Cost items

The construction of property, plant and equipment requires the capitalisation of directly attributable costs and borrowing costs (refer to note 2.6) incurred to put the asset in the condition necessary for its operation by the Group.

The Group has also included in the cost of property, plant and equipment an estimate of the present value of the costs of dismantling and removing the asset with a view to restoring the site on which it is built, where the entity has a legal or implied obligation to restore the site. This is explained in the note on accounting judgments, estimates and assumptions (refer to Note 3).

The Group has not allocated in the construction cost a specific amount for major inspection. The cost of major inspections will be included in the cost of property, plant and equipment when they are incurred.

### 2.5.2 Depreciation

The Group depreciates property, plant and equipment based on the estimated useful life for each item. The Group determines the residual value of each element at the end of its useful life. Depreciation is calculated on the basis of the cost value less its estimated residual value over the remaining period of the useful life. These points are explained in more detail in the note on significant accounting judgments, estimates and assumptions (refer to Note 3).

The Group depreciates fixed assets on a straight-line basis. The Group considers this method to be the most representative of the rate of consumption of future economic benefits. This judgment is based on the fact that property, plant and equipment will generate similar profits throughout their useful life for the Group.

The Group revalues at each reporting date the estimates for useful life, residual value and depreciation method. Any change is applied prospectively as a change in accounting estimate.

The initial cost of a property, plant and equipment is allocated among various components. These items are depreciated separately using their own useful life and residual value.

Depreciation of property, plant and equipment begins as soon as it is ready to be put into service, that is, the asset is in the place and condition necessary to be able to be operated in the manner intended by management. Depreciation ceases on the earlier of the date the asset is classified as held for sale or the date the asset is derecognised.

Depreciation is calculated on a straight-line basis to reduce the cost of each asset to its residual value over its estimated useful life. On average, the annual depreciation periods are as follows:

| | |
|---|---|
| - Lands | undepreciated |
| - Buildings | 10 to 50 years |
| - Technical systems and machinery: | |
| o Industry | 1 to 10 years |
| o Others | 5 to 20 years |
| - Motor vehicles | 3 to 8 years |
| - Other items | 3 to 25 years |

### *2.5.3 Impairment loss*

When the carrying amount of an asset is greater than its estimated recoverable amount, it is reduced to its recoverable amount.

The Group has tested its key assets to determine if a value adjustment should be applied. At the conclusion of this test, the Group considers that no significant reduction is required on property, plant and equipment.

### *2.5.4 Maintenance costs*

Expenses for repairs and maintenance of property, plant and equipment are charged to the consolidated statement of comprehensive income for the year in which they are incurred. The costs of major renovations are included in the carrying amount when it is likely that future economic benefits beyond the initially estimated performance standard of the existing asset will flow to the Group. Major renovations are amortised over the remaining useful life of the asset.

### *2.5.5 Derecognition*

An item of property, plant and equipment, as well as any component of such an item of property, plant and equipment is derecognised upon disposal or if no future economic benefit is expected from its use. Any gain or loss resulting from derecognition of the asset (calculated as the difference between the net proceeds of disposal and the carrying amount of the asset) is included in the consolidated statement of comprehensive income when the asset is derecognised.

### *2.5.6 Revaluation*

The Group does not apply the revaluation model for any of the property, plant and equipment.

## 2.6 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset are capitalised for the period necessary to complete and prepare the asset for its intended use or sale. Borrowing costs include interest and other costs that an entity incurs in connection with the borrowing of funds.

The Group capitalises the borrowing costs for all eligible assets whose construction began on 1st January 2012. All other borrowing costs are expressed in the period in which they are incurred.

## 2.7 Leases

The Group evaluates at the time of subscription of a contract whether this contract is, or contains, a rental contract. That is, whether the contract confers the right to control the use of an identified asset for a period of time in exchange for consideration.

### *2.7.1 Group as Lessee*

The Group applies a unique approach to recognition and measurement for all leases, with the exception of short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

*a Right-of-use assets.*

The Group recognises right-of-use assets at the start date of the lease (i.e. the date when the underlying asset is available). Rights of use are measured at cost, less accumulated depreciation and impairment losses, and adjusted for any revaluation of lease liabilities. The cost of rights-of-use assets includes the number of lease liabilities recognised, initial direct costs incurred and lease payments made on the start date or before deduction of lease incentive benefits received. Right-of-use assets are amortised on a straight-line basis over the shortest lease term and the estimated useful life of the assets, as follows:

- Land and buildings 1 to 25 years
- Motor vehicles 3 to 4 years

If ownership of the leased asset is transferred to the Group at the end of the lease term or if the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

*b Lease liability*

At the start date of the lease, the Group recognises the lease liabilities measured at the current value of the rents to be made over the term of the lease. Rents include fixed payments (including substantially fixed payments) less any lease incentives to be received, variable lease payments that depend on an index or rate, and amounts that should be paid under residual value guarantees. The lease payment also includes the exercise price of a purchase option reasonably certain to be exercised by the Group and the payment of indemnities for the termination of the lease, if the term of the lease reflects the fact that the Group exercises the termination option. Variable lease payments that do not depend on an index or rate are recognised as an expense (unless incurred to produce inventory) in the period in which the event or condition that triggers the payment occurs.

To calculate the present value of rents, the Group uses the marginal borrowing rate by entity at the start date of the lease because the implicit interest rate of the lease is not always determinable. After the Effective Date the amount of lease liabilities is increased to reflect the increase in interest and reduced by the amount of lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change, a change in the lease term, a change in lease payments (e.g. changes in future payments resulting from a change in an index or rate used to determine them), or a change in the valuation of an option to purchase the underlying assets.

*c Short-term leasing and leasing of low-value assets*

The Group applies the short-term lease recognition exemption to plant and machinery leases (i.e. contracts that have a lease term of 12 months or less from the start date and do not contain a purchase option). The Group also applies the exemption from the recognition of low-value assets to leases of office equipment considered to be of low value. Payments for short-term leases and leases of low-value assets are recognised as expenses on a straight-line basis over the term of the lease.

### *2.7.2 Group as Lessor*

Leases in which the Group does not transfer substantially all of the risks and rewards of ownership of an asset are classified as operating leases. The resulting rental income is recognised on a straight-line basis over the term of the leases and is included in operating income in the statement of comprehensive income due to its operational nature. Initial direct costs incurred in negotiating and entering into an operating lease are added to the carrying amount of the leased asset and recognised over the term of the lease on the same basis as rental income. Conditional rents are recognised as revenue in the period in which they are generated.

## 2.8 Intangible fixed assets

Intangible assets acquired separately are measured at initial recognition at cost. After initial recognition, intangible assets are recognised at cost less accumulated depreciation and accumulated impairment losses, if any.

The useful lives of intangible assets are valued as either determined or indeterminate.

### *2.8.1 Determined life - Depreciation*

For fixed-life intangible assets, the Group amortises intangible asset items in accordance with the estimated useful life.

Depreciation is carried out by considering a zero residual value for each item for which the Group does not have a commitment from a third party to acquire the asset and for which there is no active market.

The Group applies the straight-line method for the depreciation of intangible assets with a fixed life. The Group considers this method to be the most representative of the model in which the future economic benefits of these elements will accrue to the Group. This judgment is based on the fact that the intangible assets of the Energy branch are mainly represented by rights related to the production of electricity, which is considered linear over the life of these rights.

The Group revalues at each reporting date the estimates for useful life, residual value and depreciation method. Any change is applied prospectively as a change in accounting estimate.

Depreciation of fixed-term intangible assets begins when the assets are available for use in the manner intended by Management. Depreciation ceases no earlier than the date the assets are classified as held for sale or the date the assets are derecognised.

Depreciation is calculated on a straight-line basis to reduce the cost of each asset to its residual value over its estimated useful life. The useful life is generally representative of the duration of the rights or the license provided which varies from 5 to 30 years.

### *2.8.2 Indefinite life – Impairment*

Intangible assets with an indefinite useful life are not amortised, but are tested annually for impairment.

### *2.8.3 Derecognition*

An item of intangible assets is derecognised upon its disposal or if no future economic benefit is expected from its use or disposal. Any gain or loss resulting from derecognition of the asset (calculated as the difference between the net proceeds of disposal and the carrying amount of the asset) is included in the statement of comprehensive income when the asset is derecognised.

## 2.9 Investment Property

Investment properties are initially valued at cost plus transaction costs. After initial recognition, investment properties are recognised at fair value, reflecting market conditions at the reporting date. Gains or losses resulting from changes in the fair value of investment properties, as well as their tax impact, are included in profit or loss for the period in which they occur. Fair values are determined on the basis of an annual evaluation carried out by an accredited independent external evaluator applying an evaluation model recommended by the IVSC (International Valuation Standards Committee).

Investment properties are derecognised upon disposal, or when their use permanently ceases and no future economic benefit is expected following their derecognition. The difference between the net proceeds of disposal and the carrying amount of the asset is recognised in the result of the derecognition period.

Transfers are only made to (or from) the investment properties in the event of a change in use. For a transfer from investment property to own-use property, the deemed cost for its subsequent recognition is the fair value at the date of the change in use. If the own-use property becomes investment property, the Group recognises that property in accordance with the accounting policy set out for property, plant and equipment up to the date of the change in use.

## 2.10 Inventories

Inventories are valued at the lower of cost or net realisable value.

The cost is determined using the first in, first out method.

Net realisable value is the estimated selling price in the ordinary course of business, minus completion costs and selling expenses. When the net realisable value of inventory is less than its cost, provisions for impairment are created to reduce the value of the inventory to its net realisable value.

## 2.11 Impairment of non-financial assets

At each stop and in accordance with IAS 36, assets that have an indefinite life are not amortised and are tested annually for impairment.

The value of depreciable assets and other non-financial assets, such as inventory, is reviewed whenever there is any indication of impairment. If such an index exists, the entity shall estimate the recoverable amount of the asset.

The recoverable amount of an asset or a Cash Generating Unit (CGU), is the highest value between its fair value minus costs to sell (using the discounted cash flow method) and its value in use. When the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset must be reduced to its recoverable amount. This reduction is an impairment loss.

For the purpose of assessing impairment, assets are grouped at the lowest levels for which they are separately identifiable as cash flows (cash-generating units).

The Group has not identified any events or changes in circumstances that would indicate that the carrying amount of a financial asset may not be recoverable.

## 2.12 Financial instruments

### *2.12.1 Financial assets*

#### Initial recognition and measurement

Financial assets are classified, upon initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (AERG) and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the contractual cash flow characteristics of the financial asset and the financial management strategy applied by the Group. With the exception of trade receivables that do not contain a significant financing element or for which the Group has applied the practical exemption, the Group initially measures a financial asset at its fair value including, in the case of a financial asset that is not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing element or for which the Group has applied the practical exemption method are valued at the transaction price.

For a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it must give rise to cash flows that are "Solely Payments of Principal and Interest (SPPIs) on the principal amount at the reporting date. This assessment is called "SPPI test" and is performed at the instrument level. Financial assets whose cash flows are not SPPIs are classified and measured at fair value through profit or loss, regardless of the business model.

The Group's financial strategy for the management of financial assets defines how it manages its financial assets in order to generate cash flows. The financial strategy determines whether cash flows will result from the collection of contractual cash flows, the sale of financial assets, or both. Financial assets classified and measured at amortised cost are held within a model whose objective is to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a model whose objective is both holding to collect contractual cash flows and resale.

### Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in three categories:

- Financial assets at amortised cost
- Financial assets at fair value through other comprehensive income
- Financial assets at fair value through profit or loss

a *Financial assets carried at amortised cost*

Financial assets at amortised cost are then measured using the effective interest RATE (EIR) method and are subject to impairment. Gains and losses are recognised in the income statement when the asset is derecognised, modified or impaired.

The Group's financial assets at amortised cost include trade receivables, and loans and receivables included in other financial assets.

b *Financial assets at fair value through other comprehensive income*

At initial recognition, the Group may elect to irrevocably classify its equity investments as equity instruments designated at fair value through other comprehensive income when they meet the definition of equity in IAS 32 Financial Instruments: Presentation, and are not held for trading. Classification is determined on a case-by-case basis.

Gains and losses on these financial assets are never recycled into profit or loss. Dividends are recognised as other income in the statement of comprehensive income when the right to payment has been established, except where the Group benefits from such income as a recovery of part of the cost of the financial asset, in which case such gains are recognised in other comprehensive income. Equity instruments designated at fair value through other comprehensive income are not subject to impairment testing.

The Group has chosen to irrevocably classify its investments in unlisted shares in this category.

c *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss are recognised in the statement of comprehensive income at fair value, with net changes in fair value recognised in the statement of comprehensive income.

This category includes derivatives and listed equity investments that the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on investments in listed shares are recognised as other income in the income statement when the right to payment has been established.

A derivative embedded in a hybrid contract, with a financial liability or a non-financial host, is separated from the host and accounted for as a separate derivative if: the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value, with changes in fair value recognised in profit or loss. Revaluation takes place only if there is either a change in the terms of the contract that significantly changes the cash flows that would otherwise be required, or a reclassification of a financial asset out of the fair value through profit or loss category.

#### Derecognition

A financial asset is derecognised when:

- The rights to receive cash flows from the asset have expired
- The Group has transferred its rights to receive the cash flows from the asset or assumed an obligation to pay the cash flows received in full and without delay to a third party under a so-called retrocession agreement; and either (a) the Group has transferred substantially all of the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all of the risks and rewards of the asset, but has transferred control of the asset.
- Where the Group has transferred its rights to receive the cash flows of an asset or has entered into a retrocession agreement, and has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the asset is recognised to the extent of the interest retained by the Group in the asset. In this case, the Group also recognises an associated liability. Transferred assets and associated liabilities are measured on a basis that reflects the rights and obligations that the Group has retained.

A continuing involvement that takes the form of a guarantee on the transferred asset is measured at the initial carrying amount of the asset or the maximum amount of consideration that the Group may be required to repay if this is less.

#### Impairment of financial assets (Expected Credit Losses - ECL)

The Group recognises a provision for impairment losses (ECL) for all debt instruments that are not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all cash flows that the Group expects to receive, discounted to an approximation of the initial effective interest rate. Expected cash flows will include cash flows from the sale of collateral held or other credit improvements that are an integral part of the contractual terms.

ECLs are accounted for in two steps, For credit exposures for which there has been no significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from possible default events within the following 12 months (a 12-month ECL). For credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for expected credit losses over the remaining life of the exposure, regardless of the time of default (a lifetime ECL).

For trade receivables and contractual assets, the Group applies a simplified approach for the calculation of ECLs. Therefore, the Group does not track changes in credit risk, but recognises a provision for losses based on lifetime ECLs at each reporting date.

The Group considers that a financial asset is in default when information indicates that it is unlikely that the Group will receive all outstanding contractual amounts before taking into account credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovery of contractual cash flows.

### *2.12.2 Financial debts*

#### Initial recognition and measurement

Financial debts are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivative instruments that are designated as hedging instruments, if applicable. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are initially recognised at fair value and in the case of loans and borrowings, the transaction costs directly attributable to them are included.

The Group's financial liabilities include commercial and other debts, interest-bearing borrowings, other financial liabilities at amortised cost and derivative instruments, such as interest rate swaps.

#### Subsequent measurement

For the purposes of subsequent measurement, financial liabilities are classified into two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

*a Financial liabilities at fair value with changes in fair value through profit or loss:*

Financial liabilities at fair value through profit or loss include financial liabilities designated at initial recognition as at fair value through profit or loss and derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedging relationships as defined by IFRS 9, Separate embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the Statement of Operations.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial recognition date, and only if the criteria of IFRS 9 are met. The Group has not designated any financial liabilities as being at fair value through profit or loss at initial recognition.

*b Loans and borrowings:*

This is the most relevant category for the Group. After initial recognition, interest-bearing loans and borrowings are then measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in the income statement when liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or purchase premium and fees or costs that are an integral part of the EIR. Depreciation of EIR is included as financial costs in the income statement.

**Derecognition**

A financial liability is derecognised when the liability obligation is extinguished, cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are subsequently modified, such exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of comprehensive income.

*2.12.3 Offsetting financial instruments*

Financial assets and financial liabilities are offset and the net amount is presented in the Consolidated Statement of Financial Position if, and only if, there is an enforceable legal right to offset the amounts recognised and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

## 2.13 Derivative financial instruments and Hedge Accounting

*2.13.1 Initial recognition and subsequent measurement*

The Group uses derivative financial instruments, such as interest rate swaps to hedge its interest rate risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are recognised as financial assets when fair value is positive and as financial liabilities when fair value is negative.

Gains or losses resulting from changes in the fair value of derivative instruments are recognised directly in the statement of comprehensive income, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and then reclassified in the statement of comprehensive income when the hedging item affects comprehensive income.

For hedge accounting purposes, hedges are classified as follows:

- Fair value hedges when they hedge the exposure to changes in the fair value of an asset or liability recognised, or a firm unrecognised commitment.
- Cash flow hedges when they hedge exposure to changes in cash flow that is either attributable to a particular risk associated with a recognised asset or liability, or a highly probable expected transaction, or foreign exchange risk in an unrecognised firm commitment.
- Hedges of a Net Investment in a Foreign Operation

The Group only has cash flow hedges.

When creating a hedging transaction, the Group formally designates and documents the hedging transaction to which the Group wishes to apply hedge accounting and the risk management and hedging strategy objective. The documentation includes the identification of the hedging instrument, the hedged item or transaction, the nature of the hedged risk, and how the entity will measure the effectiveness of changes in the fair value of the hedging instrument by offsetting the exposure to changes in the fair value of the hedged item or the cash flows attributable to the hedged risk. These hedges are expected to be very effective in offsetting changes in fair value or cash flows and are measured on an ongoing basis to determine whether they have actually been very effective throughout the periods covered by the financial statements for which they have been designated.

Hedges that meet the strict criteria of hedge accounting are accounted for, as described below:

#### Fair value hedges

The Group does not have a fair value hedging instrument.

#### Cash Flow Hedges

The effective portion of the gain or loss on the hedging instrument is recognised in other comprehensive income in the cash flow hedging reserve, while the ineffective portion is recognised immediately in the statement of comprehensive income as other operating expenses.

The Group uses interest rate swaps as a hedge for its exposure to interest rate volatility. The ineffective part relating to interest rate contracts is recorded as financial expenses. Further information is provided in the note on significant judgments, estimates and assumptions (refer to Note 3).

Amounts recognised as other comprehensive income are transferred to the statement of comprehensive income when the hedged transaction affects profit or loss, such as when hedged financial income or financial expense is recognised or when an expected sale occurs. Where the hedged item is the cost of a financial asset or non-financial liability, the amounts recognised in respect of other comprehensive income are transferred to the original carrying amount of the non-financial asset or non-financial liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or reversal (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative loss or gain previously recognised in other comprehensive income remains separately in equity until the expected transaction occurs or the firm commitment of currencies is achieved.

#### Hedges of a Net Investment in a Foreign Operation

The Group does not have a net investment hedging instrument in a foreign operation.

### 2.14 Cash and Cash Equivalents

Cash and cash equivalents in the statement of cash flows include cash at the bank and in cash, short-term deposits, bank overdrafts and financial assets that meet the definition of cash equivalents. These financial assets are easily convertible into cash and with a non-significant change in value, in general, they are investments within money market UCITS. Cash and cash equivalents represent cash usable by the Group for its cash management and subject to negligible risk of change in value.

### 2.15 Equity, reserves and dividend payments

The share capital represents the nominal value of the shares that have been issued.

The share premium includes all premiums received on the issue of the share capital. Transaction costs related to the issue of shares are deducted from the share premium, after deduction of any tax benefit.

Other equity components include:

- The foreign currency translation reserve includes foreign currency translation differences arising from the translation of the financial statements of the Group's foreign entities into the Group's presentation currency.
- The hedge reserve includes the cumulative portion of the gain or loss on the hedging instruments that are considered effective.

- The reserve for the share of other comprehensive income of investments accounted for under the equity method.

Other capital reserves are as follows:

- The share-based payment pool includes expenses incurred in connection with transactions whose payment is based on shares settled in unexercised equity instruments issued by the Group.
- Deferred results include the result of the period and previous periods.

All transactions with the owners of the parent company are recorded separately in equity. Dividend distributions payable to shareholders are included in other liabilities when the dividends have been approved at a general meeting before the relevant date.

### 2.16 Treasury shares

Equity instruments that are redeemed (equity shares) are recognised at cost and deducted from equity. No gain or loss is recognised in the Statement of Comprehensive Income on the purchase, sale, issue or cancellation of the Group's equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised as an issue premium. Stock options exercised during the reporting period are satisfied with treasury shares.

## 2.17 Provisions, contingent assets and contingent liabilities

Provisions are recognised when the Group has an existing or implied legal obligation, resulting from past events, it is likely that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the Group expects a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only where the reimbursement is virtually certain. In cases where the possible outflow of economic resources due to current obligations is considered uncertain, no liabilities are recognised.

The expense relating to a provision is presented net of any refund in the statement of comprehensive income. Provisions for future operating losses are not recognised.

## 2.18 Government grants

Government grants are accounted for when there is a reasonable assurance that the grant will be received and all conditions will be met. When the grant is linked to an item of expenditure, it is recognised in comprehensive income on a systematic basis over the periods during which the costs that are intended to be offset are incurred. Where the grant is linked to an asset, it is recognised in comprehensive income on a straight-line basis over the expected life of the asset.

The Group has decided to present government grants relating to the assets on the balance sheet as a grant. The government grant is recognised in comprehensive income on a linear and rational basis over the useful life of the asset linked by the subsidy.

## 2.19 Pension and other post-employment benefits

The Group records provisions for pension commitments in accordance with the legislation in force in the various geographical areas. The Group has not subscribed to any defined contribution or defined benefit plans. The Group does not have a pension plan or other post-employment benefits in relation to its employees.

A defined benefit plan is a pension plan that defines the amount of pension benefits the employee will receive in retirement, typically based on one or more factors such as age, years of service, and compensation. A defined contribution plan is a pension plan under which the Group makes fixed contributions to a separate entity. The Group has no legal or implied obligation to pay additional contributions if the fund does not hold sufficient assets to pay all employees for employee service benefits in current and prior periods.

## 2.20 Share-based payments

### *2.20.1 Transactions settled in equity instruments*

The Group has carried out transactions with third parties whose payment is based on shares and which are settled in equity instruments.

The cost of equity-settled transactions is determined by the fair value at the date the award is granted using an appropriate valuation model.

This cost is recognised, together with a corresponding increase in other equity capital reserves, over the period during which the acquisition conditions must be met by the Company. The cumulative expenditure recognised for equity-settled transactions at each reporting date up to the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the amount of equity instruments that will ultimately be acquired by the Group. The statement of comprehensive income, for a period represents the movement of the cumulative expense recognised as at the beginning and end of that period and is recognised in other operating expenses.

No expense is recognised for rights that are ultimately not vested, except for transactions settled in equity instruments for which the acquisition is not subject to a market or a non-acquisition condition. These are treated as acquisitions regardless of whether the market or the non-acquisition condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled right are changed, the minimum expenditure recognised is the expenditure if the terms had not been changed, to the extent that the original acquisition conditions are met. An additional expense is recognised for any change that increases the total fair value of the share payment transaction as measured at the change date.

More information on equity-settled share-based payments is provided in Note 28.

## 2.21 Taxation

### *2.21.1 Income tax*

Income tax assets and liabilities for the current period are measured according to the amount that should be recovered or payable to the tax authorities on the basis of each entity's income tax. A provision is made for income tax for the reporting period using the tax rates that have been substantially in effect, at the reporting date in the countries where the Group operates and generates taxable income.

Income tax relating to items recognised directly in shareholders' equity is recognised in shareholders' equity and not in the statement of comprehensive income. Management periodically evaluates positions taken in tax returns against situations in which applicable tax regulations are subject to interpretation and establishes provisions, as appropriate.

### *2.21.2 Deferred taxes*

Deferred tax is calculated using the liability method on all temporary differences arising from the tax base of assets and liabilities and carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all taxable temporary differences, except:

When the deferred tax liability results from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, does not affect accounting profit, loss or taxable profit.
With respect to taxable temporary differences related to investments in subsidiaries, associates and joint ventures, where the timing of the resumption of temporary differences can be controlled and it is likely that the temporary differences will not resolve in the foreseeable future.

Deferred tax assets are recognised on all deductible temporary differences, and in case of carrying forward of unused tax losses and tax credits. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which deductible temporary differences and carry forward of unused tax credits and unused tax losses can be used, with the exception of:

When the deferred tax asset is related to the deductible temporary difference generated by the initial recognition of an asset or liability in a transaction that is not a business combination and which, at the date of the transaction, does not affect either the accounting result or the tax result.
With respect to taxable temporary differences related to investments in subsidiaries, partners and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be used

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit is available to allow the use of all or part of the deferred tax assets. Unrecognised deferred tax assets are revalued at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered, further information on the judgment applied for the recognition of deferred tax assets is provided in the note on accounting judgment, estimates and assumptions (refer to Note 3).

Deferred tax assets and liabilities are measured at tax rates that are expected to be in effect in the year when the asset is realised or the liability settled, based on tax rates (and tax regulations) that have been enacted or substantially enacted as at the reporting date.

Deferred taxes relating to items recognised outside profit or loss are recognised outside profit or loss. Deferred taxes are recognised in correlation with the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and liabilities are offset if a legally enforceable right exists to offset current tax assets and if current tax liabilities and deferred taxes relate to the same taxable entity and tax authority.

## 2.22 Turnover

Turnover is recognised to the extent that it is probable that economic benefits will accrue to the Group and revenue can be measured reliably, regardless of when payment is made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined payment terms and excluding taxes or duties. The Group evaluates its sales contracts against specific criteria to determine whether it is acting as principal or agent. The Group has concluded that it acts as principal in all its sales contracts, as it is the principal debtor in all sales contracts and is also exposed to credit risks.

The following specific recognition criteria must also be met before revenue is recognised:

#### *2.22.1 Sales of goods*

Revenue from the sale of goods is recognised when the risks and rewards of ownership of the goods have passed to the buyer. The transfer of risks and benefits is carried out during production by the Group. The Group does not retain any interest in the quantity produced immediately after its production due to the impossibility of storing electricity.

#### *2.22.2 Provision of services*

Products from sports and industrial activities include the provision of services. Revenue is recognised according to the degree of progress of the services rendered. The stage of progress is measured by reference to the period actually elapsed of the services rendered over the duration of the contract.

#### *2.22.3 Interest income*

For all financial assets at amortised cost, interest income is accounted for using the effective interest method (EIR). The effective interest rate is the rate that exactly discounts future cash receipts over the expected life of the financial asset or over a shorter term, if any, to the net book value of the financial asset. Interest income is included in financial income in the statement of comprehensive income.

#### *2.22.4 Dividend income*

Revenue is recognised when the Group's entitlement to receive payment is established, which is generally the time when shareholders approve the dividend.

#### *2.22.5 Rental income*

Rental income from operating leases of investment properties is recognised on a straight-line basis over the term of the lease and is included in income in the statement of comprehensive income because of its nature of operation.

### 2.23 Valuation at fair value

The Group measures financial instruments, such as derivatives and financial assets of equity investments, at fair value at each balance sheet date. The fair value of financial instruments measured at amortised cost is excluded.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The measure of fair value is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The main market or the most advantageous market must be accessible to the Group.

The fair value of an asset or liability is measured using the assumptions that market participants would use this price to measure the asset or liability, assuming that market participants are acting in their economic interest.

A fair value measurement of a non-financial asset takes into account the ability of a market participant to generate economic benefits by using the asset to best advantage or by selling it to another market participant who would use the asset to best advantage.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient inputs are available to measure fair value, maximise the use of relevant observable inputs and minimise the use of unobservable inputs.

All assets and liabilities whose fair value is measured or presented in the financial statements are accounted for in a fair value hierarchy, described as follows, based on the lowest-level inputs that are material to the fair value measurement as a whole:

Level 1 – (unadjusted quoted prices): prices to which the entity may have access on the measurement date, in active markets, for identical assets or liabilities;
Level 2 – (observable inputs): inputs concerning the asset or liability other than market prices included in the level 1 inputs, which are observable directly (such as a price) or indirectly (i.e. deducted from observable prices);
Level 3 – (unobservable data): unobservable data on a market, including observable data subject to significant adjustments (e.g. extrapolation of the yield curve over unobservable long periods). Certain non-consolidated equity securities are mainly concerned in the Group.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels of the hierarchy by reassessing the categorisation (based on the lowest-level inputs that are material to the fair value measurement as a whole) at the end of each reporting period.

### 2.24 Changes in accounting policies and disclosures

At the reporting date of the consolidated financial statements, certain new standards, amendments and interpretations of existing standards have been issued by the IASB, but are not yet in force, and have not been adopted in advance by the Group.

All necessary adaptations in the Group's accounting policies will be made on their effective date. Information on new standards, amendments and interpretations that may be relevant to the Group's consolidated financial statements is provided below. Some other new standards and interpretations have been issued, but are not expected to have a material impact on the Group's consolidated financial statements.

### 2.24.1 *Standards, amendments and interpretations of existing standards that are not yet in force and have not been adopted in advance by the Group (adopted by the IASB and approved by the European Union)*

| Standard | Nature of change | Effective for the period: | Description of the nature of the change | Description of the expected impact for the Company |
|---|---|---|---|---|
| IFRS 16 | Amendment | 1st January2024 | Amendment IFRS16: "Leaseback obligation". Clarification on how a vendor-taker subsequently measures sale and leaseback transactions that meet the criteria of IFRS 15 to be accounted for as a sale. | Management believes that the application will not affect the Group's financial statements. |
| IAS 1 | Amendment | 1st January 2024 | Amendment IAS 1: 'Non-current liabilities' with restrictive covenants to clarify how the conditions under which an entity must comply during the twelve months following the reporting period affect the classification of the liability. | Management believes that the application will not affect the Group's financial statements. |
| IFRS 7 & IAS 7 | Amendment | 1st January 2024 | Amendments to IAS 7 and IFRS 7: "Supplier Financing Arrangements" to disclose obligations (and indicators of already existing disclosure requirements) to improve the transparency of supplier financing arrangements and their effects on an entity's liabilities, cash flows and liquidation risk exposure. | Management believes that the application will not affect the Group's financial statements. |
| IAS 21 | Amendment | 1st January 2025 | Amendment IAS 21: "Lack of exchangeability"; indication to specify when a currency is exchangeable and determine the exchange rate when the currency is not exchangeable. | Management believes that the application will not affect the Group's financial statements. |

# 3 SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The Group makes estimates and assumptions about the future. The resulting accounting estimates are, by definition, rarely equal to actual results. Estimates and assumptions that present a significant risk of causing a significant adjustment to the carrying amount of assets and liabilities in the next fiscal year are discussed below.

## 3.1 Management's significant judgments in the application of accounting policies

### 3.1.1 *Recognition of deferred tax assets.*

The Group recorded deferred tax assets in subsidiaries where the Group had sufficient assurance that the subsidiary would generate taxable profits in future periods that would allow the use of deferred tax assets. The Group based its analysis on the actual results of the subsidiaries and the expected profits according to the forecasts established for each entity.

Deferred tax assets are mainly generated by tax losses, value adjustments on property, plant and equipment and deferred taxes on hedging instruments.

### 3.1.2 *Taxation*

The Group operates in many tax jurisdictions and management is required to assess the tax risks for the Group. Management primarily applies its judgment to assess the recoverability of tax losses in each jurisdiction and for each entity.

Another important area for management judgment is that of transfer pricing. The Group has adjusted its transfer pricing policies and provisions for tax risks are recognised where appropriate.

### *3.1.3 Application of IFRS 16*

With the implementation of the new IFRS 16 standard on leases, the Group had to apply significant judgment in identifying leases and determining the duration of each lease.

The Group considered that leases of a non-significant amount, less than EUR 10,000, were not significant for the Group and did not apply IFRS 16 on these contracts.

With regard to the duration of the lease agreements, the Group has carefully considered the terms of the lease extension options and the lease early termination options. These options are negotiated by management in order to provide flexibility in the management of the leased asset portfolio and to align with the Group's business needs.

The Group's main leases are related to the land leases where the energy production plants are located. In most cases, the Group considered that the options of extension and early termination would be exercised in order to align the duration of the lease agreements with the existing power purchase agreements, as these are not aligned for all plants.

### *3.1.4 Identification and measurement of acquired assets*

The Group regularly carries out acquisitions of new projects by acquiring the legal shares of the entity carrying out the project. These acquisitions raise the question of whether they constitute a business combination transaction or an asset acquisition. The Group previously considered that these acquisitions did not represent a business combination transaction, as there was no substantial procedure to transform the acquired items into finished products. In addition, these acquisitions were represented by the acquisition of a single asset or a group of similar assets.

However, through the further amendment of IFRS 3, it clarified the definition of a business combination transaction and introduced a new optional test to identify the concentration of the fair value of assets acquired, thereby exempting the application of IFRS 3.

## 3.2 Critical accounting estimates and assumptions

### *3.2.1 Application of IFRS 16*

With the implementation of the new IFRS 16 standard on leases, the Group had to use significant estimates to calculate the initial measurement of the right of use assets and the lease liability.

In order to determine the discount rate, the Group used either the implicit rate of the contract where this rate could be determined, or the marginal borrowing rate of the geographical area where the lease is realised. As the Group has leases in many jurisdictions, the effective discount rate range is highly variable, from 1.83% in France to 12% in India.

# 4 CAPITAL MANAGEMENT

The Company's capital management objectives are to preserve its ability to continue operating in order to provide returns to shareholders and benefits to other stakeholders and to maintain an optimal capital structure.

In order to maintain or adjust the capital structure, the Company may adjust the amount of any dividend paid to the shareholder, return capital to the shareholder, issues new shares, or sell assets to reduce debt.

The Company monitors its capital on a net equity basis, as shown in the consolidated balance sheet.

The Company is not subject to capital requirements imposed by third parties.

# 5 Group Information

## 5.1 Parent company

The ultimate shareholder of the Group is the Mouratoglou family, which holds the majority of the rights within the Group. Several subsidiaries have non-controlling shareholders.

## 5.2 Subsidiaries

### *5.2.1 Inclusions and exclusions from the scope of consolidation*

as at December 31, 2023, the Group comprises 100 companies (2022: 299). During the year, the Group acquired 6 entities through business combinations (refer to Note 6). 12 companies were created during the year.

Following the sale of Total Eren Holding SA (refer to note 7), 216 subsidiaries were removed from the scope of consolidation. The Group also sold another subsidiary, which was not significant.

### *5.2.2 List of subsidiaries*

The Group's consolidated financial statements include the financial information of the following subsidiaries:

| Corporate Name | Main activity | Country of establishment | % of Interest 31/12/2023 | % of Interest 31/12/2022 |
|---|---|---|---|---|
| Orège GmbH | Water treatment | Germany | 80% | 80% |
| Argenter I SA | Project (Solar Power Plant) | Argentina | - | 46% |
| Argenter II SA | Project (Solar Power Plant) | Argentina | - | 46% |
| Central Eolica Pampa de Malaspina SA | Windfarm Area | Argentina | - | 46% |
| Ecosol San Luis SA | Solar plant | Argentina | - | 46% |
| Eren Services Argentina SAU | Services | Argentina | - | 46% |
| Vientos Los Hércules SA | Project (Wind Farm) | Argentina | - | 46% |
| Eren RE Australia Pty Ltd | Holding | Australia | - | 46% |
| KSF Finance Company Pty Ltd | Holding | Australia | - | 27% |
| KSF Holding Nominees Pty Ltd | Holding | Australia | - | 27% |
| KSF Holding Trust | Holding | Australia | - | 27% |
| KSF Project Nominees Pty Ltd | Holding | Australia | - | 27% |
| KSF Project Trust | Holding | Australia | - | 27% |
| KSF Syncon Nominees Pty Ltd | Holding | Australia | - | 27% |
| KSF Syncon Trust | Project (Solar Power Plant) | Australia | - | 27% |
| KSF2 Holding Nominees Pty Ltd | Holding | Australia | - | 46% |
| KSF2 Holding Trust | Holding | Australia | - | 46% |
| KSF2 Project Nominees Pty Ltd | Holding | Australia | - | 46% |
| KSF2 Project Trust | Holding | Australia | - | 46% |
| TE Australia H2 Pty Ltd | Hydrogen | Australia | - | 46% |
| Total Eren Australia Pty Ltd | Holding | Australia | - | 46% |
| Eren Uganda SA | Holding | Belgium | - | 46% |
| Osmos Benelux Sprl | Structural Health Monitoring | Belgium | 100% | 100% |
| Société Belge de Gestion Financière Internationale Srl | Holding | Belgium | 100% | 100% |
| Albedo Geraçao Solar Ltda | Holding | Brazil | - | 46% |
| BJL11 Solar SA | Solar plant | Brazil | - | 42% |
| BJL2 Solar SPE SA | Project (Wind Farm) | Brazil | - | 46% |
| BJL4 Solar SA | Solar plant | Brazil | - | 42% |
| BJL6 Solar SPE SA | Project (Wind Farm) | Brazil | - | 46% |
| Cacimbas 02 SPE SA | Services | Brazil | - | 46% |
| Cacimbas 03 SPE SA | Services | Brazil | - | 46% |
| Cacimbas 04 SPE SA | Services | Brazil | - | 46% |
| Cacimbas 05 SPE SA | Services | Brazil | - | 46% |
| Cacimbas 06 SPE SA | Services | Brazil | - | 46% |
| Cacimbas 07 SPE SA | Services | Brazil | - | 46% |
| Cacimbas 08 SPE SA | Services | Brazil | - | 46% |
| Cacimbas 09 SPE SA | Services | Brazil | - | 46% |
| Cacimbas 10 SPE SA | Services | Brazil | - | 46% |
| Cacimbas 11 SPE SA | Services | Brazil | - | 46% |
| Cacimbas 12 SPE SA | Services | Brazil | - | 46% |
| Cacimbas 13 SPE SA | Services | Brazil | - | 46% |
| Central Eolica Cacimbas 01 Spe SA | Services | Brazil | - | 46% |

| Corporate Name | Main activity | Country of establishment | % of Interest 31/12/2023 | 31/12/2022 |
|---|---|---|---|---|
| Central Eolica Terra Santa SPE I Ltda | Project (Wind Farm) | Brazil | - | 44% |
| Central Eolica Terra Santa SPE II Ltda | Project (Wind Farm) | Brazil | - | 44% |
| Dracena I Parque Solar SA | Solar plant | Brazil | - | 46% |
| Dracena II Parque Solar SA | Solar plant | Brazil | - | 46% |
| Dracena IV Parque Solar SA | Solar plant | Brazil | - | 46% |
| Eol Maral I SPE SA | Project (Wind Farm) | Brazil | - | 46% |
| Eol Maral II SPE SA | Project (Wind Farm) | Brazil | - | 46% |
| Eol Maral III SPE SA | Project (Wind Farm) | Brazil | - | 46% |
| Eren Comercializadora de Energia Eletrica SA | Services | Brazil | - | 46% |
| Eren Do Brasil Participaçoes E Consultoria Em Energia Solar Ltda | Holding | Brazil | - | 46% |
| Eren Dracena Participacoes SA | Holding | Brazil | - | 46% |
| Eren Maral Participacoes SA | Holding | Brazil | - | 46% |
| Eren Mundo Novo Participaçoès SA | Holding | Brazil | - | 46% |
| Eren Renewable Energy do Brasil Participaçoes SA | Holding | Brazil | - | 46% |
| Eren Terra Santa Participacoes Ltda | Project (Solar Power Plant) | Brazil | - | 44% |
| Pajeu 1 SA | Project (Solar Power Plant) | Brazil | - | 46% |
| Pajeu 2 SA | Project (Solar Power Plant) | Brazil | - | 46% |
| Pajeu 3 SA | Project (Solar Power Plant) | Brazil | - | 46% |
| Pajeu 4 SA | Project (Solar Power Plant) | Brazil | - | 46% |
| Pajeu 5 SA | Project (Solar Power Plant) | Brazil | - | 46% |
| Pajéu Energia Solar Spe Ltda | Holding | Brazil | - | 46% |
| Ventos de Santa Marcella 01 SPE SA | Project (Wind Farm) | Brazil | - | 46% |
| Ventos de Santa Marcella 02 SPE SA | Project (Wind Farm) | Brazil | - | 46% |
| Ventos de Santa Marcella 03 SPE SA | Project (Wind Farm) | Brazil | - | 46% |
| Ventos de Santa Marcella 04 SPE SA | Project (Wind Farm) | Brazil | - | 46% |
| Ventos de Santa Marcella 05 SPE SA | Project (Wind Farm) | Brazil | - | 46% |
| Ventos de Santa Marcella 06 SPE SA | Project (Wind Farm) | Brazil | - | 46% |
| Ventos de Santa Marcella Energias Renovaveis SA | Project (Wind Farm) | Brazil | - | 46% |
| Budeshte Agro EOOD | Windfarm Area | Bulgaria | - | 46% |
| Dabovo Energy EOOD | Solar plant | Bulgaria | - | 46% |
| Global Energy EOOD | Solar plant | Bulgaria | - | 46% |
| Novenergia Bulgaria Services EOOD | Holding | Bulgaria | - | 46% |
| Novenergia II Bulgaria OOD | Services | Bulgaria | - | 46% |
| Essakane Solar SAS | Solar plant | Burkina Faso | - | 42% |
| Risen Energy (Cambodia) Battambang Co. Ltd | Solar plant | Cambodia | - | 46% |
| TEC 1 SPA | Holding | Chile | - | 46% |
| TEC H2 MAG SPA | Holding | Chile | - | 46% |
| Total Eren Chile SPA | Holding | Chile | - | 46% |
| Haeparang Energy Co. Ltd | Project (Wind Farm) | South Korea | - | 32% |
| Total Eren Korea Co. Ltd | Project (Wind Farm) | South Korea | - | 46% |
| Access Building Energy Solar One | Solar plant | Egypt | - | 46% |
| Access Egypt Solar One | Solar plant | Egypt | - | 46% |
| Access Egypt Solar Operating and Maintenance Limited | Services | Egypt | - | 46% |
| Accenta Holding SAS | Holding | France | 66% | - |
| Accenta SA | Electrical and thermal energy storage | France | 41% | - |
| Association "Resort Mouratoglou" | Sports complex administration | France | 100% | 100% |
| Avenir Solaire Étoile SAS | Services | France | - | 46% |
| Avenir Solaire Portfolio SAS | Solar plant | France | - | 46% |
| Avenir Solaire Rhéa SAS | Solar plant | France | - | 46% |
| Avenir Solaire Téthys SAS | Holding | France | - | 46% |
| Avenir Solaire Titan SAS | Solar plant | France | - | 46% |
| BidCo 3 SAS | Holding | France | - | 46% |
| BidCo 4 SAS | Holding | France | - | 46% |
| BidCo1 SAS | Holding | France | - | 46% |
| Caen jump Sàrl | Trampoline Room | France | 97% | 90% |
| CP Sports & Health SAS | Trampoline Room | France | 97% | 92% |
| CPL Alsace SAS | Trampoline Room | France | 97% | 90% |
| CPL Amiens SAS | Trampoline Room | France | 97% | 92% |
| CPL Auvergne SAS | Trampoline Room | France | 97% | 90% |
| CPL Avignon SAS | Trampoline Room | France | 97% | 92% |
| CPL Chambly SAS | Trampoline Room | France | 97% | 92% |
| CPL Elancourt SAS | Trampoline Room | France | 97% | - |

| Corporate Name | Main activity | Country of establishment | % of Interest 31/12/2023 | % of Interest 31/12/2022 |
|---|---|---|---|---|
| CPL Lille SAS | Trampoline Room | France | 97% | - |
| CPL Leisure SAS | Trampoline Room | France | 97% | 92% |
| CPL Lorraine SAS | Trampoline Room | France | 97% | 90% |
| CPL Lyon SAS | Trampoline Room | France | 97% | 90% |
| CPL Marseille SAS | Trampoline Room | France | 97% | 92% |
| CPL Merignac SAS | Trampoline Room | France | 97% | 90% |
| CPL Montpellier Odysseum SAS | Trampoline Room | France | 97% | - |
| CPL Montpellier SAS | Trampoline Room | France | 97% | 90% |
| CPL Nantes SAS | Trampoline Room | France | 97% | 90% |
| CPL Nord SAS | Trampoline Room | France | 97% | 90% |
| CPL NYS SAS | Trampoline Room | France | 97% | 90% |
| CPL Paris Sud SAS | Trampoline Room | France | 97% | 90% |
| CPL Reims SAS | Trampoline Room | France | 97% | 90% |
| CPL Strasbourg SAS | Trampoline Room | France | 92% | 88% |
| CPL Toulon SAS | Trampoline Room | France | 97% | 92% |
| CPL Toulouse SAS | Trampoline Room | France | 97% | 90% |
| CPL Valence SAS | Trampoline Room | France | 97% | 92% |
| CPL Valenciennes SAS | Trampoline Room | France | 97% | - |
| Eneryo SAS | Solar plant | France | - | 46% |
| Eren Accenta Energie SAS | Holding | France | 77% | - |
| Eren Gestion SAS | Holding | France | 100% | 100% |
| EREN Industries SAS | Holding | France | 100% | 100% |
| Eren Life SAS | Sports complex administration | France | 97% | 97% |
| Eren TES SAS | Holding | France | 100% | 100% |
| Esmé Solutions SAS | Internet of things | France | 100% | 100% |
| Fafco SAS | Cold management and storage system | France | 100% | 100% |
| Feel life SAS | Fitness centre administration | France | 97% | 97% |
| Foncière Académie Mouratoglou SNC | Property management | France | 100% | 100% |
| Foncière Hotel Country Club SNC | Property management | France | 100% | 100% |
| Foncière Internat Mouratoglou SNC | Property management | France | 100% | 100% |
| Foncière Sophia Résidence SNC | Property management | France | 100% | 100% |
| Futur Portfolio SAS | Solar plant | France | - | 46% |
| Future Stars NFT SAS | Audiovisual production | France | 92% | 92% |
| Global Solar Service SAS | Holding | France | - | 46% |
| Hotel Victoria SAS | Holding | France | 100% | 100% |
| La Pérouse-Evariste SAS | Property management | France | 35% | 35% |
| Le Bois Joli SAS | Holding | France | - | 46% |
| MCE Sophia SAS | Health & Estethics | France | 97% | - |
| M-Communication SAS | Communications agencies | France | 97% | 97% |
| M-Developpement SAS | Tennis Academy | France | 97% | - |
| Meco 8 Sàrl | Windfarm Area | France | - | 46% |
| M-International SAS | Tennis Academy | France | 97% | - |
| M-Media SAS | Audiovisual | France | 97% | - |
| Mouratoglou Academy SA | Tennis Academy | France | 97% | 97% |
| Mouratoglou Digital Coaching SAS | Individual coaching | France | 97% | 97% |
| Mouratoglou International Development SAS | Holding | France | 75% | 92% |
| Mouratoglou International SAS | Tennis Academy | France | 97% | 97% |
| Mouratoglou Merchandise SAS | Sale of sports equipment | France | 97% | 97% |
| Mouratoglou Tennis Etude SNC | Tennis school | France | 96% | 96% |
| Mouratoglou Tennis Group SAS | Tennis Academy | France | 97% | 97% |
| M-Padel SAS | Padel | France | 97% | - |
| M-Prod SAS | Audiovisual production | France | 97% | - |
| MTG Developpement SAS | Tennis Academy | France | 97% | - |
| Musical Trévise SAS | Music | France | 99% | 92% |
| Nebula Technologies SAS | Energy R&D | France | 74% | 74% |
| New Green Energy Services SAS | Holding | France | - | 46% |
| New wind 1 SAS | Holding | France | - | 32% |
| Nour Hydrogen Mauritania Holding SAS | Holding | France | - | 46% |
| Orège SA | Water treatment | France | 80% | 80% |
| Osmos Group SA | Structural Health Monitoring | France | 100% | 100% |
| Parc Photovoltaïque du Puyloubier SAS | Solar plant | France | - | 46% |
| Parc Solaire Du Lorrain SAS | Solar plant | France | - | 46% |
| Société d'exploitation de l'hôtel country club SNC | Hotel Management | France | 97% | 97% |
| Société D'Exploitation Du Soleil Du Haut-Deffens SAS | Solar plant | France | - | 46% |

| Corporate Name | Main activity | Country of establishment | % of Interest 31/12/2023 | 31/12/2022 |
|---|---|---|---|---|
| Société d'investissements immobiliers et financiers SNC | Property management | France | 99% | 99% |
| Solaire Habitat Social SAS | Solar plant | France | - | 46% |
| TE H2 SA | Holding | France | - | 46% |
| Tennis Majors SAS | Tennis Academy | France | 91% | 66% |
| TMW SA | Water treatment | France | - | 100% |
| Total Eren SA | Development of energy activities | France | - | 46% |
| Total Eren Bangladesh 1 SAS | Holding | France | - | 46% |
| Total Eren Holding SA | Holding | France | - | 46% |
| Total Eren Nov SAS | Holding | France | - | 46% |
| Total Eren Telin SAS | Solar plant | France | - | 46% |
| Tryon Assetco SAS | Micro Methanization | France | 55% | - |
| Ujump SAS | Trampoline Room | France | 97% | 90% |
| Ultimate Tennis Showdown SAS | Independent Tennis League | France | 97% | 97% |
| UTS Development SAS | Audiovisual production | France | 97% | 97% |
| YJ Beauvais SAS | Trampoline Room | France | 97% | 60% |
| You Jump Developpement SAS | Trampoline Room | France | 97% | 92% |
| 9th Wind Park Skyrou Ltd | Project (Wind Farm) | Greece | - | 32% |
| Aioliki Notiou Skyrou SA | Project (Wind Farm) | Greece | - | 32% |
| Aiolos Kritis SA | Project (Wind Farm) | Greece | - | 46% |
| Aktina Skalas SA | Solar plant | Greece | - | 46% |
| Ananeosimes Piges Kritis Paragogi Ilektrikis Energeias SA | Project (Hybrid) | Greece | - | 46% |
| Anemopetra SA | Windfarm Area | Greece | - | 46% |
| Bioclimatic Building Construction Galaxidi LLC | Property management | Greece | 100% | 100% |
| East Photovoltaics Energy Production and Exploitation SA | Project (Solar Power Plant) | Greece | - | 46% |
| Elliniki Eoliki Energiaki SA | Windfarm Area | Greece | - | 40% |
| EMV Energy Investments SA | Solar Power Plant/ Wind Farm | Greece | - | 46% |
| Energiaki Ptoon SA | Windfarm Area | Greece | - | 46% |
| Eoliki Agriliou Single Member SA | Project (Wind Farm) | Greece | - | 46% |
| Eren Hellas Energy SA | Administrative office | Greece | - | 46% |
| Eren Hellas SMSA | Development of industrial activities | Greece | 100% | 100% |
| Goritsa Aiolos Energy SA | Windfarm Area | Greece | - | 46% |
| Iliaki Energy Production and Exploitation SA | Windfarm Area | Greece | - | 46% |
| Lekka Energy Production and Trade SA | Project (Solar Power Plant) | Greece | - | 46% |
| Lithos Aiolos Energy SA | Windfarm Area | Greece | - | 46% |
| Notias Energy SA | Project (Solar Power Plant) | Greece | - | 46% |
| Notias-East PV Consortium & CO SA | Project Study | Greece | - | 46% |
| Osmos Hellas - Structural Health Monitoring SA | Structural Health Monitoring | Greece | 90% | 90% |
| Photoeast Single Member SA | Solar plant | Greece | - | 46% |
| Photonotos Energy Single Member SA | Project (Solar Power Plant) | Greece | - | 46% |
| Photovoras Single Member SA | Project (Solar Power Plant) | Greece | - | 46% |
| Renoptipower SA | Energy Trading | Greece | - | 35% |
| Bindookhadak Solar Projects Pvt Ltd | Solar plant | India | - | 23% |
| Bwagwanpur Solar Projects Pvt Ltd | Solar plant | India | - | 23% |
| Eden renewables Vavin Pvt Ltd | Project (Solar Power Plant) | India | - | 46% |
| Ekniti India Pvt Ltd | Cold management and storage system | India | 61% | 51% |
| EREN Cryogel India Pvt Ltd | Cold management and storage system | India | 100% | 100% |
| Haridwar Solar Projects Pvt Ltd | Solar plant | India | - | 23% |
| PT Total Eren Indonesia | Project (Wind Farm) | Indonesia | - | 46% |
| PT. Tala Alam Baru | Project (Wind Farm) | Indonesia | - | 46% |
| Brur Haill Power 2009 Ltd | General Partner | Israel | - | 21% |
| Brur Haill Sun LP | Solar plant | Israel | - | 21% |
| Eren Management Israel Ltd | Holding | Israel | - | 46% |
| Hazeva Green Energies Ltd | Solar plant | Israel | - | 46% |
| Kerem Shalom Power Ltd | General Partner | Israel | - | 21% |
| Kerem Shalom Sun LP | Solar plant | Israel | - | 21% |
| Mishmar Hanegev Power Ltd | General Partner | Israel | - | 21% |
| Mishmar Hanegev Sun LP | Solar plant | Israel | - | 21% |
| SIIF EDF EN Israel Ltd | Holding | Israel | - | 24% |
| Talmei Eliyahu Green Energies Ltd | Solar plant | Israel | - | 22% |
| Castellaneta Solar Srl | Holding | Italy | - | 46% |

| Corporate Name | Main activity | Country of establishment | % of Interest 31/12/2023 | 31/12/2022 |
|---|---|---|---|---|
| Clean Energy 1 Srl | Windfarm Area | Italy | - | 46% |
| Clean Energy Srl | Solar plant | Italy | - | 46% |
| Energia SI Srl | Windfarm Area | Italy | - | 46% |
| E-Vento Cirò Srl | Solar plant | Italy | - | 46% |
| HFV Montenero Srl | Solar plant | Italy | - | 46% |
| INOV Srl | Solar plant | Italy | - | 46% |
| La quercia Solar Srl | Solar plant | Italy | - | 46% |
| Novenergia Holding Italy Srl | Windfarm Area | Italy | - | 46% |
| NovEnergia Italia SPA | Solar plant | Italy | - | 46% |
| Novenergia Solar Italia Srl | Solar plant | Italy | - | 46% |
| Osmos Italia Srl | Structural Health Monitoring | Italy | 100% | 100% |
| Parco Eolico La Guardia Srl | Windfarm Area | Italy | - | 46% |
| Pontenure Solar Srl | Services | Italy | - | 46% |
| SIAP + MICROS HOLDING Srl | Environmental and industrial monitoring | Italy | 51% | 51% |
| SIAP + MICROS SPA | Environmental and industrial monitoring | Italy | 51% | 51% |
| Sistemi Energia Calabria Srl | Solar plant | Italy | - | 46% |
| Solar Barocco Srl | Windfarm Area | Italy | - | 46% |
| Solar Life Energy Srl | Holding | Italy | - | 46% |
| Solenergy Srl | Holding | Italy | - | 46% |
| Aktas LLP | Project (Solar Power Plant) | Kazakhstan | - | 46% |
| M-Kat Green Limited LP | Solar plant | Kazakhstan | - | 46% |
| Nomad Solar LLP | Solar plant | Kazakhstan | - | 46% |
| Total Eren Services Kazakhstan LLP | Services | Kazakhstan | - | 46% |
| Eren Eco Chic Sàrl | Holding | Luxembourg | 100% | 100% |
| Eren Financements SeNC | Holding | Luxembourg | 100% | 100% |
| Eren Grèce Sàrl | Holding | Luxembourg | - | 46% |
| Eren H2 Sàrl | Holding | Luxembourg | 100% | - |
| Eren India Sàrl | Holding | Luxembourg | - | 46% |
| Eren Industries SA | Holding | Luxembourg | 100% | 100% |
| International Sport Mouratoglou and Partners SA | Holding | Luxembourg | 100% | 100% |
| New Eren SA | Holding | Luxembourg | 100% | 100% |
| Novenergia Holding Company Sàrl | Holding | Luxembourg | - | 46% |
| PM Partners Sàrl | Holding | Luxembourg | 75% | 75% |
| Slim SA | Holding | Luxembourg | 77% | 77% |
| VerdEren Sàrl | Projects | Luxembourg | 51% | - |
| Cryogel Its (Malaysia) Sdn Bhd | Cold management and storage system | Malaysia | 100% | 100% |
| Eren TES Maroc Sàrl | Cold management and storage system | Morocco | 51% | 51% |
| Total Eren Maroc Sarl | Hydrogen | Morocco | - | 46% |
| Access Uganda Solar Ltd | Project (Solar Power Plant) | Uganda | - | 46% |
| Access Uganda Solar Operating and Maintenance Limited | Services | Uganda | - | 46% |
| Total Eren Tashkent LLC | Project (Solar Power Plant) | Uzbekistan | - | 46% |
| Tutly Solar Ltd | Project (Solar Power Plant) | Uzbekistan | - | 46% |
| Enwind SP ZOO | Windfarm Area | Poland | - | 45% |
| Novenergia Poland Services SP ZOO | Holding | Poland | - | 46% |
| Novenergia Poland SP ZOO | Services | Poland | - | 46% |
| Generg - Gestão e Projectos de Energia SA | Windfarm Area | Portugal | - | 46% |
| Generg - Serviços de Engenharia e Gestão, Soc. Unipessoal SA | Windfarm Area | Portugal | - | 46% |
| Generg Hibridização SA | Water power installation | Portugal | - | 46% |
| Generg International SA | Water power installation | Portugal | - | 46% |
| Generg Novos Desenvolvimentos SA | Water power installation | Portugal | - | 46% |
| Generg Portfólio, SGPS SA | Water power installation | Portugal | - | 46% |
| Generg SGPS SA | Water power installation | Portugal | - | 46% |
| Generg Sol & Vento SA | Windfarm Area | Portugal | - | 46% |
| Generg Sol da Beira-Baixa Energias Renováveis SA | Solar plant | Portugal | - | 46% |
| Generg Sol do Alentejo - Energias Renováveis, Soc. Unipessoal Lda | Windfarm Area | Portugal | - | 46% |
| Generg Sol do Alentejo 2 - Energias Renováveis, Soc. Unipessoal Lda | Windfarm Area | Portugal | - | 46% |
| Generg Ventos da Gardunha - Energias Renováveis SA | Water power installation | Portugal | - | 46% |

| Corporate Name | Main activity | Country of establishment | % of Interest 31/12/2023 | 31/12/2022 |
|---|---|---|---|---|
| Generg Ventos da Gardunha Sobre Equipamento SA | Windfarm Area | Portugal | - | 46% |
| Generg Ventos de Proença-a-Nova - Energias Renováveis SA | Services | Portugal | - | 46% |
| Generg Ventos de Sines - Energias Renováveis SA | Holding | Portugal | - | 46% |
| Generg Ventos de Trancoso - Energias Renováveis SA | Holding | Portugal | - | 46% |
| Generg Ventos de Trancoso – Sobre Equipamento SA | Holding | Portugal | - | 46% |
| Generg Ventos de Viana do Castelo - Energias Renováveis SA | Holding | Portugal | - | 46% |
| Generg Ventos de Viana do Castelo – Sobre Equipamento SA | Windfarm Area | Portugal | - | 46% |
| Generg Ventos do Caramulo - Energias Renováveis SA | Holding | Portugal | - | 46% |
| Generg Ventos do Caramulo Sobre Equipamento SA | Windfarm Area | Portugal | - | 46% |
| Generg Ventos do Pinhal Interior Sobre Equipamento SA | Windfarm Area | Portugal | - | 46% |
| Genergreen SGPS SA | Windfarm Area | Portugal | - | 46% |
| Generventos do Pinhal Interior - Energias Renováveis SA | Holding | Portugal | - | 46% |
| Hidrinveste - Investimentos Energéticos Lda | Windfarm Area | Portugal | - | 46% |
| Hidroeléctrica de Manteigas Lda | Windfarm Area | Portugal | - | 42% |
| Hidroeléctrica do Monte Lda | Windfarm Area | Portugal | - | 46% |
| Megavento - Produção de Electricidade SA | Solar plant | Portugal | - | 46% |
| Sociedade Exploradora de Recursos Energéticos Lda | Windfarm Area | Portugal | - | 46% |
| Sociedade Hidroeléctrica da Grela Lda | Solar plant | Portugal | - | 46% |
| Ventos do Seixo Amarelo - Energias Renováveis SA | Solar plant | Portugal | - | 42% |
| Orège UK Ltd | Water treatment | United Kingdom | 80% | 80% |
| Total Eren West Africa Sàrl | Holding | Senegal | - | 46% |
| Eren Asia Pte Ltd | Holding | Singapore | - | 46% |
| Eren Development Asia Pte Ltd | Administrative office | Singapore | - | 46% |
| Pace Energy Pte Ltd | Project (Wind Farm) | Singapore | - | 46% |
| Risen Bangladesh Sks Pte Ltd | Holding | Singapore | - | 46% |
| East Renewable Energy AB | Holding | Sweden | - | 17% |
| East Renewable Ukraine AB | Holding | Sweden | - | 17% |
| Delroc SA | Cold management and storage system | Switzerland | 97% | 97% |
| Fafco SA | Cold management and storage system | Switzerland | 97% | 97% |
| Innovative Climatic Technologies Corp | Manufacture, marketing and distribution of thermostats | USA | 61% | - |
| Orege North America Inc | Water treatment | USA | 80% | 80% |
| UTS Inc | Independent Tennis League | USA | 97% | 97% |

## 5.3 Associates and joint ventures

### *5.3.1 Inclusions and exclusions from the scope of consolidation*

as at 31 December 2023, the Group holds 23 (2022: 69) interests in associates and joint ventures. During the year, the Group acquired 3 new shareholdings.

Following the sale of Total Eren Holding SA (refer to note 7), 46 subsidiaries were removed from the scope of consolidation. The Group also sold another stake and two stakes were transferred to subsidiaries through business combinations (see note 6).

### *5.3.2 List of Associates and Joint Ventures*

The Group holds an interest in the following associates and joint ventures:

| Corporate Name | Abbreviated | Main activity | Country of establishment | % control 31/12/2023 | % control 31/12/2022 |
|---|---|---|---|---|---|
| TSGF SPA | TSGF | Solar plant | Chile | - | 50% |
| AdenEren Energy Efficiency Management Co. Ltd | AdenEren EEM | Holding | China | 50% | 50% |
| TERA Energy Co Ltd | TERA Energy | Services | China | 50% | 50% |
| E-Quator Energy SA | E-Quator | Project (Solar Power Plant) | Ecuador | - | 50% |
| Accenta SA | Accenta | Electrical and thermal energy storage | France | - | 21% |
| Aïden SAS | Aiden | Cold management and storage system | France | 50% | 45% |
| BeeBryte SAS | BeeBryte | Energy optimisation | France | 38% | 20% |
| Bélise 2 Solar Services SAS | Bélise 2 | Solar plant | France | - | 50% |
| Bélise 3 Solar Services SAS | Bélise 3 | Solar plant | France | - | 50% |
| Biopherme phytorestore SAS | Phytorestore | Sludge treatment | France | 40% | 40% |
| Bois fleuri SAS | Bois Fleuri | Hotel Management | France | 50% | 50% |
| Chain of Events SAS | Chain of Events | Events | France | 20% | 20% |
| DG Finance SA | DG Finance | Fitness room | France | - | 27% |
| Drillheat SAS | Drilheat | Geothermal drilling | France | 25% | 25% |
| Energy Solaire Services SAS | Energy Solaire | Solar plant | France | - | 50% |
| French Riviera Open SAS | French Riviera | Sporting events | France | 25% | 25% |
| Grand Rivière Eolien Stockage Services SAS | GRESS | Windfarm Area | France | - | 33% |
| Infralion PPP SAS | Infralion DGGN | Property management | France | 50% | 50% |
| Montjoly Solaires Services SAS | Montjoly | Solar plant | France | - | 33% |
| Mouratoglou Retail SAS | Mouratoglou Retail | Sale of sports equipment | France | 50% | 50% |
| Museec SAS | Museec | Music | France | 50% | 50% |
| Ophelia Sensors SAS | Ophelia | Structural Health Monitoring | France | 20% | 20% |
| Saint François 3 Solaire Services SAS | Saint François 3 | Solar plant | France | - | 50% |
| TE H2 SA | TE H2 SA | Holding | France | 20% | - |
| Tryon SAS | Tryon | Micro Methanization | France | 28% | - |
| Ultimate Pro Cart SAS | UPC | Sale of sports equipment | France | 25% | 25% |
| Verdemobil Biogaz SAS | Verdemobil | Biogas | France | 10% | - |
| Aioliki Energiaki Gkoura SA | Gkoura | Project (Wind Farm) | Greece | - | 50% |
| Voreas Technical, Commercial, Manufacturing and Construction SA | Voreas | Windfarm Area | Greece | - | 50% |
| Avengers Solar Pvt Ltd | Avenger | Solar plant | India | - | 50% |
| Ballupur Solar Power Projects Pvt Ltd | Ballupur | Solar plant | India | - | 50% |
| Bastille Solar Pvt Ltd | Bastille | Project (Solar Power Plant) | India | - | 51% |
| Cambronne Solar Pvt Ltd | Cambronne | Project (Solar Power Plant) | India | - | 50% |
| Chudiala Solar Power Projects Pvt Ltd | Chudiala | Solar plant | India | - | 50% |
| Duroc Solar Pvt Ltd | Duroc | Project (Solar Power Plant) | India | - | 50% |
| Eden Mumbai Solar Pvt Ltd | Mumbai | Project (Solar Power Plant) | India | - | 50% |
| Eden Renewable Alesia Pvt Ltd | Alesia | Project (Solar Power Plant) | India | - | 50% |
| Eden Renewable Anvers Pvt Ltd | Anvers | Project (Solar Power Plant) | India | - | 50% |
| Eden Renewable Blanche Pvt Ltd | Blanche | Project (Solar Power Plant) | India | - | 50% |
| Eden Renewable Cadet Pvt Ltd | Cadet | Project (Solar Power Plant) | India | - | 50% |
| Eden Renewable Cite Pvt Ltd | Cite | Project (Solar Power Plant) | India | - | 50% |

| Corporate Name | Abbreviated | Main activity | Country of establishment | % control 31/12/2023 | % control 31/12/2022 |
|---|---|---|---|---|---|
| Eden Renewable Concorde Pvt Ltd | Concorde | Project (Solar Power Plant) | India | - | 50% |
| Eden Renewable Iena Pvt Ltd | Iena | Project (Solar Power Plant) | India | - | 50% |
| Eden Renewable Jasmin Pvt Ltd | Jasmin | Project (Solar Power Plant) | India | - | 50% |
| Eden Renewable Lourmel Pvt Ltd | Lourmel | Project (Solar Power Plant) | India | - | 50% |
| Eden Renewable Odeon Pvt Ltd | Odeon | Project (Solar Power Plant) | India | - | 50% |
| Eden Renewable Ranji Pvt Ltd | Ranji Solar | Project (Solar Power Plant) | India | - | 50% |
| Eden Renewable Simplon Pvt Ltd | Simplon | Project (Solar Power Plant) | India | - | 50% |
| Eden Renewable Varenne Pvt Ltd | Varenne | Project (Solar Power Plant) | India | - | 50% |
| Eden Renewable Villiers Pvt Ltd | Villiers | Project (Solar Power Plant) | India | - | 50% |
| Eden renewables Alma Pvt Ltd | Alma | Project (Solar Power Plant) | India | - | 50% |
| Eden renewables Bercy Pvt Ltd | Bercy | Project (Solar Power Plant) | India | - | 50% |
| Eden Renewables India LLP | EDEN RE India | Holding | India | - | 50% |
| Eden renewables Passy Pvt Ltd | Passy | Project (Solar Power Plant) | India | - | 50% |
| Eden renewables Sully Pvt Ltd | Sully | Project (Solar Power Plant) | India | - | 50% |
| Eden renewables Ternes Pvt Ltd | Ternes | Project (Solar Power Plant) | India | - | 50% |
| Eden Solar Gurgaon Pvt Ltd | Gurgaon | Project (Solar Power Plant) | India | - | 50% |
| Eden Solar Rajdhani Pvt Ltd | Rajdhani | Project (Solar Power Plant) | India | - | 50% |
| Eden Solar Raspail Pvt Ltd | Raspail | Project (Solar Power Plant) | India | - | 50% |
| Medha Energy Pvt Ltd | Medha | Project (Solar Power Plant) | India | - | 50% |
| Segur Solar Pvt Ltd | Segur | Project (Solar Power Plant) | India | - | 51% |
| Shakumbhari Solar Power Project Pvt Ltd | Shakumbhari | Solar plant | India | - | 50% |
| HFV Salentina | HFV Salentina | Solar plant | Italy | - | 50% |
| Esmé Solutions Inc | Esmé Solutions INC | Internet of things | Philippines | 40% | 40% |
| Eólica da Boneca - Empreendimentos Eólicos SA | Boneca | Windfarm Area | Portugal | - | 50% |
| Metropolis Partenaires SA | Metropolis | Property management | Romania | 45% | 45% |
| SC Maison de Vignon Srl | Maison Vignon | Property management | Romania | 50% | 50% |
| Soreli Investment Pte Ltd | Soreli | Holding | Singapore | - | 50% |
| Neos Health Sàrl | Neos | Sports equipment manufacturer | Switzerland | 35% | 35% |
| Eco Chic LLC | Eco Chic | Beauty care | USA | 18% | 18% |
| Innovative Climatic Technologies Corp | ICT Corp | Manufacture, marketing and distribution of thermostats | USA | - | 42% |
| Moonstarz Inc | Moonstarz | Sports | USA | 10% | 10% |

* This investment was transferred to subsidiaries during the year.

## 5.4 Interests in unconsolidated structured entities

The Group has no interests in unconsolidated structured entities.

# 6 Business Combination

## 6.1 Acquisition in 2023

### *6.1.1 Summary of Business Combinations*

At the time of acquisition, the fair value of the identifiable assets acquired and liabilities assumed from these three activities are as follows:

| | Accenta | ICT | CPL |
|---|---|---|---|
| | EUR k | EUR k | EUR k |
| **Assets** | | | |
| Tangible fixed assets | 286 | 1,419 | 2,431 |
| Intangible fixed assets | 925 | - | 3,178 |
| Trade clients and sources of other receivables | 7,627 | 13,405 | 265 |
| Other assets | 1,070 | 1,881 | 376 |
| Cash and short term | 60,213 | 475 | 842 |
| | **70,121** | **17,180** | **7,092** |
| **Liabilities** | | | |
| Loans and borrowings | 3,127 | 2,583 | 2,723 |
| Suppliers and other creditors | 9,300 | 12,887 | 952 |
| Other debts | 393 | 635 | 823 |
| | **12,820** | **16,105** | **4,498** |
| **Total Net Assets Identifiable at Fair Value** | **57,301** | **1,075** | **2,594** |
| Fair value of previous investment | (35,635) | (10,131) | - |
| Minority interests (% of net assets) | (33,990) | (415) | - |
| Goodwill realisation on acquisition (gain) | 70,672 | 9,471 | (47) |
| **Transferred acquisition consideration** | **58,348** | **-** | **2,547** |

The financial statements of these subsidiaries have been consolidated in the Group's accounts from the date of acquisition.

The Group has chosen the option of valuing minority interests on the basis of its share in the net assets of the acquired entities.

The acquisition consideration was exclusively transferred in the form of cash by the acquisition of shares from existing shareholders and by capital increase.

The fair value of receivables is equivalent to their carrying amount. None of the receivables have been written off, it is expected that the full contractual amounts can be recovered.

From the acquisition date, the acquired entities generated turnover and pre-tax income detailed in the table below. If the acquisitions had been made on 1st January, the turnover and profit before tax would be as follows. The amounts below have been determined on the basis of the accounts of the subsidiaries and adjusted for differences in accounting principles between the Group and the subsidiaries.

| | Accenta | ICT | CPL |
|---|---|---|---|
| **Amount from date of acquisition** | EUR k | EUR k | EUR k |
| Turnover | 4,317 | - | 1,451 |
| Result before tax | **(8,912)** | **-** | **(130)** |
| **Amount from 1st January** | | | |
| Turnover | 10,475 | 24,348 | 1,451 |
| Result before tax | **(14,980)** | **(3,484)** | **(130)** |

The Group incurred a net cash change of EUR 397k detailed as follows:

| | Accenta<br>EUR k | ICT<br>EUR k | CPL<br>EUR k |
|---|---|---|---|
| Transaction costs of the acquisition (included in cash flow from operating activities) | (213) | (25) | - |
| Net cash acquired with subsidiary (included in cash flow from investing activities) | 60,213 | 475 | 842 |
| Cash-settled transferred consideration (included in cash flow from investing activities) | (58,348) | - | (2,547) |
| **Net cash flow from acquisition** | **1,652** | **450** | **(1,705)** |

Transaction costs of acquisitions are included in other operating expenses.

#### *6.1.2 Accenta*

In July 2023, the Group acquired control of Accenta SA through a capital increase and acquisition of minority shareholders. As a result of these transactions, the Group increased its ownership of the company from 21% to 41% and the Group obtained a majority of the company's board of directors. The Group estimates that it will obtain control of Accenta SA during July 2023, even if holding less than a majority.

In September 2023, the operation continued with the creation of a new intermediate holding company 65.5% owned by the Group and 34.5% by a minority shareholder. As at 31 December 2023, the Group controls 62% of Accenta SA.

This acquisition expands and diversifies the Group's thermal energy activities. Significant goodwill of EUR 70.7m mainly represents existing synergy opportunities with the Group's other thermal energy activities.

The Group generated a revaluation gain of EUR 18.1m on Accenta securities previously held. This gain is included in other financial income and expenses.

#### *6.1.3 Innovative Climatic Technologies*

On The 28th of December 2023, the Group obtained a majority of the Board of Directors of Innovative Climatic Technologies Corporation (“ICT”) resulting from the conversion of its convertible bonds. As a result of this operation, the Group's holding increased from 42% to 61%.

The takeover of ICT by the Group was carried out without additional contribution from the Group and allows the group to expand its activities in the field of thermal energies.

Goodwill of EUR 9.5m mainly represents existing synergy opportunities with the Group's other thermal energy activities.

#### *6.1.4 CPL*

The Group acquired four new trampoline centres in 2023 through four separate entities. These acquisitions were made at different dates during the year.

The takeover was made through the direct acquisition of 100% of the entities' shares and makes it possible to expand the Group's activity in the sports field and more particularly in leisure centres.

### 6.2 Transactions with minority interests

During 2023, the Group carried out several acquisitions of minority interests for a total acquisition amount of EUR 9.4m. As a result of these transactions, the Group acquired minority interests for a value of EUR 30m and recorded an impact in the deferred results for EUR -39.4m.

### 6.3 Assets held for sale

In accordance with IFRS 5, "assets held for sale" are reclassified on a specific line of the balance sheet.

In 2022 and 2023, the Group has no assets to sell.

# 7 DISCONTINUED OPERATIONS

## 7.1 Total Eren Holding

On the 13th of July 2023 the Group completed the sale to TotalEnergies SE of all of its shares held in its subsidiary Total Eren Holding SA ("TEH") representing 66.10% of the capital of TEH. The sale results from the exercise by TotalEnergies of its purchase option on TEH securities granted by the Group in December 2017.

The Group's Energy business was exclusively grouped into the TEH subsidiary. Following this sale, the Group abandoned a major branch of its activities.

The assignment was finalised on the 24th of July 2023.

The Group considers that it has lost control of Total Eren Holding on the date of sale, i.e. 13th of July 2023. For the sake of simplification, the Group has retained the 30th of June 2023 for the reporting of the financial information of the subsidiaries of TEH.

The results of the Energies activity of Total Eren Holding SA are presented below:

| | 2023<br>EUR k | 2022<br>EUR k |
|---|---|---|
| Turnover | 232,539 | 545,861 |
| Expenses | (76,731) | (196,366) |
| Other operating income | 5,268 | 43,863 |
| Other operating results | (16,690) | 14,297 |
| Gain on disposal | 669,648 | - |
| Depreciation, amortisation and impairment of non-financial assets | (68,945) | (143,915) |
| Financial result | (52,826) | (213,557) |
| Share of net income of associates and joint ventures | 3,760 | 7,039 |
| **Result for the year of discontinued operations** | **696,023** | **57,222** |
| | | |
| Tax on earnings | (23,283) | (50,325) |
| **Result for the year of discontinued operations** | **672,740** | **6,897** |

The net cash flows of Total Eren Holding SA are presented below:

| | 2023<br>EUR k | 2022<br>EUR k |
|---|---|---|
| Operating Activities | 29,295 | 339,358 |
| Investing activities | 1,267,417 | (144,169) |
| Financing activities | (128,273) | (233,380) |
| **Net impact** | **(1,168,439)** | **(38,191)** |

## 7.2 TMW

On th 31st of March 2023, the Group sold its investment in the subsidiary TMW SA generating a disposal gain of EUR 682k.

## 8 SUBSIDIARIES WITH MATERIAL MINORITY INTERESTS

The Group includes subsidiaries with material minority interests:

| 2023 | In abbreviated form | Share of ownership held by minority shareholders | Results Allocated to Minorities EUR k | Cumulation of minority interests EUR k |
|---|---|---|---|---|
| Orège SA | Orège | 20% | (2,095) | (8,236) |
| SIAP + MICRO Holding Srl | SIAP | 49% | 574 | 4,436 |
| Accenta* | Accenta | 59% | (83) | 63,374 |
| | | | **(1,604)** | **59,574** |

| 2022 | In abbreviated form | Share of ownership held by minority shareholders | Results Allocated to Minorities EUR k | Cumulation of minority interests EUR k |
|---|---|---|---|---|
| Orège SA | Orège | 20% | (1,252) | (6,187) |
| SIAP + MICRO Holding Srl | SIAP | 49% | 692 | 4,124 |
| Total Eren Holding SA (subgroup) | Total Eren (Subgroup) | 34% | (33,985) | 700,094 |
| | | | **(34,545)** | **698,031** |

*Accenta includes Accenta SA and Accenta Holding SAS

The Group has decided to present the minority interests at the level of the Total Eren Holding subgroup, as it represents a sub-level at the level of EREN Group.

The summarised financial information of these subsidiaries is provided below. This information is based on amounts before intra-group elimination.

| 2023 Consolidated Statement of Comprehensive Income: | Orège EUR k | SIAP EUR k | Accenta EUR k |
|---|---|---|---|
| Turnover | 1,259 | 11,938 | 4,317 |
| Raw materials and consumables used | (849) | (2,951) | 22 |
| Other operating costs | (8,098) | (6,930) | (11,577) |
| Depreciation, amortisation and impairment of non-financial assets | (1,464) | (318) | (1,813) |
| Other operating income | 981 | 67 | 15,823 |
| Financial result | (2,049) | (136) | (838) |
| **Profit/(loss) before tax** | **(10,220)** | **1,670** | **5,934** |
| Tax on earnings | - | (506) | 251 |
| **Profit/(loss) for the year from continuing operations** | **(10,220)** | **1,164** | **6,185** |
| Other elements of the comprehensive income | 193 | (34) | - |
| **Total comprehensive income** | **(10,027)** | **1,130** | **6,185** |
| Income attributable to minority interests | (2,095) | 574 | (83) |
| Dividend paid to minority interests | - | (245) | - |

| Summary statement of consolidated financial position as at 31 December 2023: | Orège EUR k | SIAP EUR k | Accenta* EUR k |
|---|---|---|---|
| Tangible fixed assets | 1,863 | 2,549 | 5,802 |
| Other non-current assets | 1,899 | 1,777 | 156,115 |
| Current assets | 4,510 | 13,481 | 45,354 |
| Cash and short term | 627 | 3,241 | 3,350 |
| Non-current financial liabilities | (44,125) | (770) | (7,567) |
| Other non-current liabilities | (126) | (1,081) | (72) |
| Current financial liabilities | (2,665) | (705) | (764) |
| Other current liabilities | ( 2,157) | (9,440) | 5,849 |
| **Total shareholders' equity** | **(40,174)** | **9,052** | **196,369** |
| Amount attributable to minority interests | (8,236) | 4,436 | 63,374 |

* Accenta includes Accenta Holding and Accenta S.A.

| 2022 Consolidated Statement of Comprehensive Income: | Orège | SIAP | Total Eren (Subgroup) |
|---|---|---|---|
| | EUR k | EUR k | EUR k |
| Turnover | 3,468 | 10,962 | 545,861 |
| Raw materials and consumables used | (4,451) | (5,715) | (109,306) |
| Other operating costs | (3,047) | (3,482) | (73,245) |
| Depreciation, amortisation and impairment of non-financial assets | (521) | (288) | (143,915) |
| Other operating income | 51 | 375 | 44,345 |
| Financial result | (1,608) | 73 | (206,518) |
| **Profit/(loss) before tax** | **(6,108)** | **1,925** | **57,222** |
| Tax on earnings | - | (514) | (50,325) |
| **Profit/(loss) for the year from continuing operations** | **(6,108)** | **1,411** | **6,897** |
| Other elements of the comprehensive income | (140) | 84 | 24,148 |
| **Total comprehensive income** | **6,248** | **1,495** | **31,045** |
| Income attributable to minority interests | (1,252) | 692 | (33,985) |
| Dividend paid to minority interests | - | - | (6,389) |

| Summary statement of consolidated financial position as at 31 December 2022: | Orège | SIAP | Total Eren (Subgroup) |
|---|---|---|---|
| | EUR k | EUR k | EUR k |
| Tangible fixed assets | 1,951 | 2,585 | 2,094,588 |
| Other non-current assets | 2,076 | 1,783 | 671,278 |
| Current assets | 6,749 | 11,753 | 223,624 |
| Cash and short term | 449 | 2,502 | 427,931 |
| Non-current financial liabilities | (36,050) | (1,408) | (1,595,828) |
| Other non-current liabilities | (127) | (813) | (238,346) |
| Current financial liabilities | (2,426) | (523) | (246,425) |
| Other current liabilities | (2,804) | (7,464) | (95,995) |
| **Total shareholders' equity** | **(30,182)** | **8,415** | **1,240,827** |
| Amount attributable to minority interests | (6,187) | 4,124 | 700,094 |

## 9 INVESTMENTS IN JOINT VENTURES

The Group's share of joint ventures is accounted for using the equity method in the consolidated financial statements. The Group has investments in the following joint ventures.

| Name | | Acquisition cost as at 31 December 2023 | Share of income for the year 2023 | Share of income for the year 2022 Retired | Book value as at 31 December 2023 | 31 December 2022 |
|---|---|---|---|---|---|---|
| | | EUR k | EUR k | EUR k | EUR k | EUR k |
| **Joint Ventures** | | | | | | |
| France ZNI | (1) | - | - | - | - | 12,309 |
| France (mainland) | (2) | 5,518 | (77) | 515 | 4,265 | 5,765 |
| Greece | Voreas | - | - | - | - | 39,990 |
| India | (3) | - | - | - | - | 34,066 |
| Other | (4) | 2,440 | 53 | 464 | 1,899 | 36,243 |
| | | **7,958** | **(24)** | **979** | **6,164** | **128,373** |

(1) The entities included under the "France ZNI" group were Energy Solaire, Bélise 2, Bélise 3 and Saint François 3.

(2) The entities included in the "France (mainland)" group are Infralion, Mouratoglou Retail, Ultimate Pro Cart, Aïden and Bioferme Phytorestore. The Chain of Events entity has been reclassified as an associated company.

(3) The entities included in the India joint venture group were EDEN RE India, Ranji Solar, Medha, Mumbai, Rajdhani, Gurgaon, Ballupur, Chudiala, Shakumbhari, Bastille, Cambronne, Duroc, Opera, Raspail, Segur, Avengers, Anvers, Concorde, Villiers, Lourmel, Iena, Simplon, Jasmin, Blanche, Varenne, Cite, Ternes, Sully, Passy, Bercy, Alma, Odeon, Cadet, Alesia.

(4) The entities included in the "Others" group are Winch Energy, Soreli, TSGF, E-Quator, HFV Salentina, Delta Dore Inc., Aden Eren EEM and Tera Energy Co.

All entities of the France ZNI Greece and India subgroups as well as some entities of Others were sold through the sale of Total Eren Holding. The share of income has been reclassified to the result of discontinued operations.

The summary financial information of the joint ventures based on their IFRS financial statements, and the reconciliation to the carrying amount of the investment in the consolidated financial statements are presented below.

The Group does not consider that there is a significant individual investment in investments in joint ventures. For all investments, the Group has presented summary information by country of establishment in order to provide more relevant information.

| **2023 Consolidated Statement of Comprehensive Income:** | **France** EUR k | **Other** EUR k | **Total** EUR k |
|---|---|---|---|
| Turnover | 18,746 | 5,490 | 24,236 |
| Raw materials and consumables used | (1,014) | (1,636) | (2,650) |
| Other operating charges | (6,998) | (3,319) | (10,317) |
| Depreciation, amortisation and impairment of non-financial assets | (1,022) | (332) | (1,354) |
| Other operating income | 202 | (14) | 188 |
| Change in fair value of investment properties | (6,193) | - | (6,193) |
| Financial result | (5,474) | (4) | (5,478) |
| **Profit/(loss) before tax** | **(1,753)** | **185** | **(1,568)** |
| Tax on earnings | (28) | (21) | (49) |
| **Profit/(loss) for the year from continuing operations** | **(1,781)** | **164** | **(1,617)** |
| Other elements of the comprehensive income | - | (951) | (951) |
| **Total comprehensive income** | **(1,781)** | **(787)** | **(2,568)** |
| Group share in the result for the year | (77) | 53 | (24) |
| Group share in other comprehensive income | - | - | - |

| **Summary statement of the consolidated balance sheet as at 31 December 2023:** | **France** EUR k | **Other** EUR k | **Total** EUR k |
|---|---|---|---|
| Tangible fixed assets | 2,155 | 2,163 | 4,318 |
| Other assets | 142,225 | 6,838 | 149,063 |
| Liabilities | (139,654) | (8,869) | (148,523) |
| **Total shareholders' equity** | **4,726** | **132** | **4,858** |
| **Book value of the Group's investment** | **4.265** | **1.899** | **6.164** |

| **Summary statement of consolidated comprehensive income for 2022 (not restated):** | **France** EUR k | **Greece** EUR k | **India** EUR k | **Other** EUR k | **Total** EUR k |
|---|---|---|---|---|---|
| Turnover | 35,219 | 9,848 | 44,583 | 41,082 | 130,732 |
| Raw materials and consumables used | (999) | - | (16) | (19,572) | (20,587) |
| Other operating charges | (10,272) | (1,467) | (8,973) | (13,005) | (33,717) |
| Depreciation, amortisation and impairment of non-financial assets | (4,356) | (1,842) | (12,299) | (10,737) | (29,234) |
| Other operating income | 905 | 140 | 2,042 | 13,871 | 16,958 |
| Change in fair value of investment properties | (5,819) | | | | (5,819) |
| Financial result | (6,702) | (795) | (19,381) | (11,902) | (38,780) |
| **Profit/(loss) before tax** | **7,976** | **5,884** | **5,956** | **(263)** | **19,553** |
| Tax on earnings | (2,311) | (1,305) | (1,814) | (4,688) | (10,118) |
| **Profit/(loss) for the year from continuing operations** | **5,665** | **4,579** | **4,142** | **(4,951)** | **9,435** |
| Other elements of the comprehensive income | 1,312 | 1,636 | 5,088 | 21,492 | 29,528 |
| **Total comprehensive income** | **6,977** | **6,215** | **9,230** | **16,541** | **38,963** |
| Group share in the result for the year | 2,346 | 2,290 | 3,145 | (1,628) | 6,153 |
| Group share in other comprehensive income | 656 | 818 | 4,123 | 9,818 | 15,415 |

| **Summary statement of the consolidated balance sheet as at 31 December 2022:** | **France** EUR k | **Greece** EUR k | **India** EUR k | **Other** EUR k | **Total** EUR k |
|---|---|---|---|---|---|
| Tangible fixed assets | 34,521 | 43,600 | 244,148 | 253,064 | **575,333** |
| Other assets | 159,238 | 7,026 | 104,166 | 63,473 | **333,903** |
| Liabilities | (164,891) | (33,572) | (284,108) | (256,726) | **(739,297)** |
| **Total shareholders' equity** | **28,868** | **17,054** | **64,206** | **59,811** | **169,939** |
| **Book value of the Group's investment** | **18,074** | **39,990** | **34,066** | **36,243** | **128,373** |

## 10 INVESTMENTS IN ASSOCIATES

The Group's share of associates is accounted for using the equity method in the consolidated financial statements. The Group has investments in the following associated companies:

| | **Name** | **Acquisition cost as at 31 December 2023** EUR k | **Share of income for the year 2023** EUR k | **Share of income for the year 2022** EUR k | **Book value as at 31 December 2023** EUR k | **31 December 2022** EUR k |
|---|---|---|---|---|---|---|
| **Associates** | | | | | | |
| Energies | (1) | 18,411 | (258) | 1,865 | 18,110 | 6,119 |
| Industries | (2) | 30,616 | (3,608) | (2,974) | 30,498 | 27,909 |
| Sports | (3) | 501 | 23 | 876 | 607 | 2,350 |
| Other | (4) | 10,443 | (1,268) | 34 | 5,738 | 5,957 |
| | | **59,971** | **(5,111)** | **(199)** | **54,953** | **(42,335)** |

(1) The entities included in the Energies group were Montjoly, gras and Eolica da Boneca as well as the TE H2 entity which was acquired during 2023.

(2) The entities included in the Industries group are: Ophelia Sensors, Drillheat and BeeBryte. The ICT Corporation and Accenta entities were fully consolidated in 2023 by business combination.

(3) The entities included in the Sport group are: French Riviera Open, Neos and Moonstars. The DG Finance entity was divested in 2023.

(4) The group of partners Others are: Metropolis, Chain of events, Bois Fleuri, Maison de Vignon, Metropolis, Eco Chic, Museec.

The summary financial information of the associated companies based on their IFRS financial statements, and the reconciliation to the carrying amount of the investment in the consolidated financial statements are presented below.

The Group does not consider that there is a significant individual investment in investments in associated companies. For all investments, the Group has presented summarised information by business line in order to provide more relevant information.

| **2023 Consolidated Statement of Comprehensive Income:** | **Energy** EUR k | **Industry** EUR k | **Sport & Leisure** EUR k | **Other** EUR k | **Total** EUR k |
|---|---|---|---|---|---|
| Turnover | (61) | 8,951 | 615 | 57,320 | 66,825 |
| Raw materials and consumables used | - | (209) | - | (18,652) | (18,861) |
| Other operating charges | 1,045 | (13,050) | (564) | (42,005) | (54,574) |
| Depreciation, amortisation and impairment of non-financial assets | 2,615 | (1,299) | (1) | (2,023) | (708) |
| Other operating income | (24) | 2,663 | 26 | 2,973 | 5,638 |
| Financial result | 288 | (466) | - | (636) | (814) |
| **Profit/(loss) before tax** | **3,863** | **(3,410)** | **76** | **(3,023)** | **(2,494)** |
| Tax on earnings | (652) | 13 | (5) | (657) | (1,301) |
| **Profit/(loss) for the year from continuing operations** | **3,211** | **(3,397)** | **71** | **(3,680)** | **(3,795)** |
| Other elements of the comprehensive income | 506 | (5) | 105 | (241) | 365 |
| **Total comprehensive income** | **3,717** | **(3,402)** | **176** | **(3,921)** | **(3,430)** |
| Group share in the result for the year | (258) | (3,608) | 23 | (1,268) | (5,111) |
| Group share in other comprehensive income | (42) | (2) | - | - | (44) |

| Summary statement of the consolidated balance sheet as at 31 December 2023: | Energy | Industry | Sport & Leisure | Other | Total |
|---|---|---|---|---|---|
| | EUR k | EUR k | EUR k | EUR k | EUR k |
| Tangible fixed assets | 9,832 | 11,426 | 8,279 | 18,855 | 48,392 |
| Other assets | 60,546 | 49,995 | 3,378 | 25,429 | 139,348 |
| Liabilities | (29,670) | (40,198) | (14,720) | (36,981) | (121,569) |
| **Total shareholders' equity** | **40,708** | **21,223** | **(3,063)** | **7,303** | **66,171** |
| **Book value of the Group's investment** | **18,110** | **30,498** | **607** | **5,738** | **54,953** |

| Summary statement of consolidated comprehensive income for 2022 (not restated): | Energy | Industry | Sport & Leisure | Other | Total |
|---|---|---|---|---|---|
| | EUR k | EUR k | EUR k | EUR k | EUR k |
| Turnover | 13,056 | 22,867 | 43,470 | 49,404 | 128,797 |
| Raw materials and consumables used | - | (747) | (1,284) | (18,320) | (20,351) |
| Other operating charges | (2,553) | (35,851) | (42,705) | (33,818) | (114,927) |
| Depreciation, amortisation and impairment of non-financial assets | (2,877) | (1,128) | 3,665 | ( 2,157) | (2,497) |
| Other operating income | 1,052 | 2,433 | 2,763 | 1,375 | 7,623 |
| Financial result | (1,076) | (205) | (1,324) | (545) | (3,150) |
| **Profit/(loss) before tax** | **7,602** | **(12,631)** | **4,585** | **(4,061)** | **(4,505)** |
| Tax on earnings | (1,878) | 1,189 | (1,554) | (142) | (2,385) |
| **Profit/(loss) for the year from continuing operations** | **5,724** | **(11,442)** | **3,031** | **(4,203)** | **(6,890)** |
| Other elements of the comprehensive income | 1,218 | 14 | - | - | 1,232 |
| **Total comprehensive income** | 6,942 | (11,428) | 3,031 | (4,203) | **(5,658)** |
| Group share in the result for the year | 1,865 | (2,974) | 876 | 34 | (199) |
| Group share in other comprehensive income | 402 | - | - | - | 402 |

| Summary statement of the consolidated balance sheet as at 31 December 2022: | Energy | Industry | Sport & Leisure | Other | Total |
|---|---|---|---|---|---|
| | EUR k | EUR k | EUR k | EUR k | EUR k |
| Tangible fixed assets | 50,459 | 3,365 | 17,231 | 15,990 | 87,045 |
| Other assets | 10,333 | 41,369 | 73,788 | 22,753 | 148,243 |
| Liabilities | (44,417) | (30,458) | (75,262) | (33,234) | (183,371) |
| **Total shareholders' equity** | **16,375** | **14,276** | **15,757** | **5,509** | **51,917** |
| **Book value of the Group's investment** | **6,119** | **27,909** | **2,350** | **5,957** | **42,335** |

## 11 TURNOVER

The Group achieves the following turnover restated for the impacts of the sale of Total Eren Holding:

| 2023 | Rest of Europe | Africa and Middle East | Asia Pacific | Other | TOTAL |
|---|---|---|---|---|---|
| | EUR k | EUR k | EUR k | EUR k | EUR k |
| Sales of goods | 30,546 | - | - | 1 | **30,547** |
| Provision of services | 85,734 | 52 | 10 | 135 | **85,931** |
| Rental income | 3,671 | - | - | - | **3,671** |
| **TOTAL** | **119,951** | **52** | **10** | **136** | **120,149** |

| | Rest of Europe | Africa and Middle East | Asia Pacific | Other | TOTAL |
|---|---|---|---|---|---|
| | EUR k | EUR k | EUR k | EUR k | EUR k |
| Goods and services transferred at a given time | 30,546 | - | - | 1 | **30,547** |
| Goods and services transferred over time | 89,405 | 52 | 10 | 135 | **89,602** |
| **TOTAL** | **119,951** | **52** | **10** | **136** | **120,149** |

| 2022 Retired | Rest of Europe | Africa and Middle East | Asia Pacific | Other | TOTAL |
|---|---|---|---|---|---|
| | EUR k | EUR k | EUR k | EUR k | EUR k |
| Sales of goods | 19,359 | - | 59 | 354 | **19,772** |
| Provision of services | 73,925 | - | 187 | 393 | **74,505** |
| Rental income | 1,909 | - | - | - | **1,909** |
| **TOTAL** | **95,193** | **-** | **246** | **747** | **96,186** |

| | Rest of Europe | Africa and Middle East | Asia Pacific | Other | TOTAL |
|---|---|---|---|---|---|
| | EUR k | EUR k | EUR k | EUR k | EUR k |
| Goods and services transferred at a given time | 19,360 | - | 59 | 354 | **19,773** |
| Goods and services transferred over time | 75,833 | - | 187 | 393 | **76,413** |
| **TOTAL** | **95,193** | **-** | **246** | **747** | **96,186** |

### 11.1 Performance Obligations

The performance obligation is satisfied over time and payment is usually due upon completion of services to the client.

## 12 OTHER OPERATING INCOME AND EXPENSES

### 12.1 Staff costs

The expenses recorded for staff costs are analysed below:

| | 2023 | 2022 Retired |
|---|---|---|
| | EUR k | EUR k |
| Wages and salaries | 37,187 | 30,819 |
| Social security contributions | 11,963 | 10,787 |
| Other short-term employee benefits | 1,818 | 1,451 |
| Expenses arising from post-employment benefits | 131 | 83 |
| Other long-term employee benefits | 414 | 3 |
| Termination benefits | 355 | 410 |
| **Total staff costs** | **51,868** | **43,553** |

## 12.2 Headcount

During the year, the Group had an average full-time equivalent workforce as follows:

| | 2023 | 2022 Retired |
|---|---|---|
| Department | 40 | 171 |
| Employees and workers | 636 | 446 |
| **Total average FTE** | **676** | **617** |

At the end of the financial year, the Group had a total workforce of:

| | 31/12/2023 | 31/12/2022 Retired |
|---|---|---|
| Department | 43 | 181 |
| Employees and workers | 704 | 504 |
| **FTE End of period** | **747** | **685** |

## 12.3 Other operating charges

The Group's other operating expenses are detailed by nature as follows:

| | 2023 EUR k | 2022 Retired EUR k |
|---|---|---|
| ***Administrative expenditure*** | ***33,584*** | ***26,311*** |
| Office Operating Expenses | 1,282 | 1,053 |
| Administrative expenditure | 4,757 | 4,885 |
| Audit fee | 366 | 400 |
| Fees for tax services and other consultancy fees | 17,606 | 13,648 |
| Travel and Entertainment Expenses | 4,178 | 3,487 |
| Other | 5,395 | 2,838 |
| ***Industry & Energy*** | ***10,869*** | ***8,891*** |
| Research and development costs | 2,404 | 63 |
| Other production costs | 1,391 | 1,500 |
| Third party assistance | 1,756 | 1,943 |
| Repair and maintenance costs | 229 | 180 |
| Rental charges for land and operational buildings | 711 | 741 |
| External staff costs | 582 | 684 |
| Other specific expenses | 1,159 | 1,242 |
| Other | 2,637 | 2,538 |
| ***Sport and Leisure*** | ***25,797*** | ***16,727*** |
| Third party assistance | 2,954 | 2,180 |
| Professional fees | 2,328 | 1,903 |
| Rental expenses | 689 | 712 |
| Consultants and experts | 1,649 | 999 |
| Other repairs and maintenance | 2,684 | 2,170 |
| Staff subcontracting | 704 | 572 |
| Other general sports centre expenses | 2,032 | 2,979 |
| Other specific expenses | 12,757 | 5,212 |
| ***Other expenses*** | ***11,594*** | ***11,852*** |
| Other taxes | 2,678 | 4,317 |
| Provision for doubtful customers | 204 | 446 |
| Bank charges and other related expenses | 1,809 | 1,588 |
| Other | 6,903 | 5,501 |
| **Total other operating expenses** | **81,844** | **63,781** |

The audit fee for 2023 is EUR 260k (2022 restated: EUR 400k).

Audit fees represent the fees incurred for legal and contractual audits. The Group incurred fees with independent auditors in relation to services other than audit services, detailed as follows:

| | 2023<br>EUR k | 2022<br>Retired<br>EUR k |
|---|---|---|
| Audit fee | 260 | 259 |
| Fees for assignments related to the audit | - | 141 |

## 12.4 Other operating income

The Group's other operating income is detailed by nature as follows:

| | 2023<br>EUR k | 2022<br>Retired<br>EUR k |
|---|---|---|
| Investment grants | - | - |
| Operational subsidies | 1,037 | 897 |
| Reversal of provisions for risks and disputes | 997 | 568 |
| Reversal of the provision for doubtful customers | 485 | 448 |
| Gain on purchase for trading purposes | 50 | - |
| Compensation for business interruption | 6 | - |
| Compensation for damage to parks | - | - |
| Other | 4,096 | 3,813 |
| | **6,671** | **5,726** |

## 12.5 Other operating results

The Group's other operating results are detailed by nature as follows:

| | 2023<br>EUR k | 2022<br>EUR k |
|---|---|---|
| Net gain/(loss) on disposal of tangible and intangible assets | (632) | (589) |
| Net gain/(loss) on loss of control of a strategic subsidiary | - | 58 |
| Net gain/(loss) on foreign exchange difference | (489) | 646 |
| | **(1,121)** | **115** |

The net gain realised on the loss of control of a strategic subsidiary is mainly realised by the sale of Total Eren Holding, refer to Note 7.

## 12.6 Depreciation, amortisation and impairment of non-financial assets

Depreciation, amortisation and impairment of non-financial assets are as follows:

| | 2023<br>EUR k | 2022<br>Retired<br>EUR k |
|---|---|---|
| Depreciation on property, plant and equipment | 16,461 | 19,130 |
| Amortization of intangible assets | 8,302 | 7,923 |
| Impairment of property, plant and equipment | 408 | 429 |
| Impairment on intangible assets and goodwill | 2,767 | - |
| Reversal of depreciation of tangible fixed assets | (829) | - |
| Inventory write-downs | - | 213 |
| | **27,109** | **27,695** |

## 13 FINANCIAL INCOME AND EXPENSES

The Group's other financial expenses and income are detailed by nature as follows:

| | 2023<br>EUR k | 2022<br>Retired<br>EUR k |
|---|---|---|
| **Financial expenses** | ***(2,389)*** | ***(2,488)*** |
| Interest expense on loans and borrowings | (1,256) | (1,274) |
| Interest expense on other financial liabilities at amortised cost | (389) | (747) |
| Interest expense on other debts | (2) | (1) |
| Financial expenses on finance leases | (742) | (466) |
| **Financial income** | ***(24,087)*** | ***2,941*** |
| Interest income on cash and cash equivalents | 20,751 | 11 |
| Interest income on financial assets recognised at amortised cost | 2,201 | 956 |
| Interest income on products | 576 | 360 |
| Dividend income | 559 | 1,614 |
| **Other financial gains/(losses)** | ***23,835*** | ***(7,933)*** |
| Gain/(loss) on financial instruments classified as held for trading | 3,134 | (12,939) |
| Impairment on financial instruments of investments in equity instruments | (2,152) | 12,939 |
| Discounting and effect of changes in discount rate | (92) | (9,685) |
| Gain/(loss) on disposal of equity-accounted investments | 5,113 | - |
| Gain/(loss) on hedging instruments | (234) | - |
| Value adjustment on investments accounted for by the equity method | 18,057 | 1,860 |
| Gain/(loss) on assignment of receivables/financial debts | (1,549) | - |
| Value adjustment on loans from/to related parties | 116 | 141 |
| Value adjustment on loans with third parties | 49 | 91 |
| Gain/(loss) from other financial instruments | 719 | 28 |
| Net gain/(loss) on foreign exchange difference | (578) | (355) |
| Withholding tax on loans and dividends | (272) | - |
| Tax withheld at source from interest | (51) | - |
| Other expense Financial income | 325 | (13) |
| Group companies - financial result | 601 | |
| **Financial income and expenses** | **45,533** | **(7,480)** |

The Group recorded a gain of EUR 18.1m in value adjustments on equity-accounted investments made in subsidiaries.

The gain and loss from other financial instruments mainly result from the disposal of investments classified as equity investments.

## 14 INCOME TAXES

### 14.1 Income taxes

The main components of the tax expense or income for the year ended 31 December 2023 and 2022 are as follows:

| **Consolidated statement of comprehensive income** | 2023<br>EUR k | 2022<br>Retired<br>EUR k |
|---|---|---|
| **Income taxes** | ***1,365*** | ***1,110*** |
| (Expenses) / income tax income | 1,365 | 1,110 |
| **Deferred taxes** | ***(844)*** | ***(4,393)*** |
| Related to the creation and extinction of temporal differences | 747 | *(4,393)* |
| Related to changes in tax rates or new taxes | (716) | - |
| Related to impairment and reversal of impairment of deferred taxes | (875) | - |
| **Income tax expenses reported in the comprehensive income statement** | **521** | **(3,283)** |

| | 2023<br>EUR k | 2022<br>EUR k |
|---|---|---|
| **Deferred taxes on items recognised in the statement of other comprehensive income during the year** | | |
| Net (gains)/losses on revaluation of hedging instruments | (541) | (5,165) |
| Net (gains)/losses on actuarial gains and losses | (11) | 32 |
| **Deferred taxes reported in the statement of other comprehensive income** | **(552)** | **(5,133)** |

There are no tax consequences related to the payment of dividends in 2023 or 2022 by the Group to its shareholders.

## 14.2 Reconciliation of theoretical tax expense and actual tax expense

The reconciliation between tax expense and accounting profit multiplied by the average effective tax rate for the years ended 31 December 2023 and 2022 is as follows:

| | 2023<br>EUR k | 2022<br>EUR k |
|---|---|---|
| Profit/(loss) before tax | 648,170 | (55,000) |
| Average effective tax rate * | 23% | 25% |
| Theoretical tax expense / (income) | (149,442) | 13,627 |
| | | |
| Income tax expense / (income) present in the statement of comprehensive income | **(521)** | **3,283** |
| **Reconciliation** | | |
| Adjustment for prior years' current income tax | (4) | (300) |
| Use of tax credits | 7 | 17 |
| Adjustment for changes in accounting policies and errors | - | (1,481) |
| Taxes not related to profit or loss before taxes | (10) | - |
| Tax at reduced rate and single flat-rate levy | - | 23 |
| Tax expense borne by minority shareholders | 196 | - |
| **Assets and deferred tax liabilities** | | |
| Use of previously unrecognized tax losses and temporary differences | 171 | (860) |
| Recognized deferred tax assets on tax losses and temporary differences from the previous year | 941 | 18 |
| Unrecognised deferred tax assets on tax losses and temporary differences | 2,315 | (7,016) |
| Impairment (Withdrawal) of deferred tax on temporary differences and tax losses | (1,225) | - |
| **Non-taxable income** | | |
| Share of investment results accounted for by the equity method | 39 | 34 |
| Other permanent differences | (6,654) | (2,456) |
| **Non-deductible expenses and non-taxable income** | | |
| Exempt investment income | 153,949 | 2,237 |
| Non-deductible expenses and non-taxable income | (804) | (560) |
| | **148,921** | **(10,344)** |

* The theoretical tax expense is the sum of the theoretical tax expense calculated for each subsidiary using its local effective tax rate. The average effective tax rate represents the tax rate applied to the pre-tax result to correspond to the theoretical tax expense.

## 14.3 Deferred tax

Deferred tax assets and liabilities consist of the following:

| 2023 | As at 1 January EUR k | Recognised in profit or loss for the year EUR k | Recognized in other comprehensive income EUR k | Acquired as part of new business acquisitions EUR K | Reclassifications and transfers EUR k | Exchange difference EUR k | Output units EUR k | As at 31 December EUR K |
|---|---|---|---|---|---|---|---|---|
| Accelerated depreciation | (46,793) | (1,559) | - | - | - | 833 | 47,464 | (55) |
| Capitalised costs within tangible and intangible assets | (15,223) | 237 | - | - | - | (101) | 16,437 | 1,350 |
| Valuation of investments at fair value | (1,584) | 151 | 12 | - | 977 | (2) | (262) | (708) |
| Revaluation of hedging instruments at fair value | (14,512) | 33 | 216 | - | - | 245 | 13,793 | (225) |
| Net income from companies accounted for by the equity method | 397 | (397) | - | - | - | - | - | - |
| Leasing | 1,174 | 236 | - | 31 | - | (3) | (834) | 604 |
| Adjustments on bank loans | 2,121 | (4) | - | - | - | (27) | (2,123) | (33) |
| Contingent liabilities | 500 | - | - | - | - | - | (500) | - |
| Deferred income | 1,592 | (8) | - | - | - | (12) | (1,572) | - |
| Other temporary differences | (3,103) | (7,976) | 324 | - | - | 71 | 10,756 | 72 |
| Tax losses, tax credits | 16,379 | 3,676 | - | 155 | (47) | (287) | (19,008) | 868 |
| Revaluation due to business combinations | (57,541) | 2,932 | - | (794) | (930) | - | 52,494 | (3,839) |
| Revaluation from the acquisition of assets | (29) | 3 | - | - | - | - | 26 | - |
| Disallowance of interest deductions | 814 | (29) | - | - | - | 3 | (788) | - |
| | **(115,808)** | **(2,705)** | **552** | **(608)** | **-** | **720** | **115,883** | **(1,966)** |
| Deferred tax assets | 66,159 | | | | | | | 2,956 |
| Deferred tax liabilities | (181,967) | | | | | | | (4,922) |

| 2022 | As at 1 January EUR k | Recognised in profit or loss for the year EUR k | Recognized in other comprehensive income EUR k | Acquired as part of new business acquisitions EUR K | Reclassifications and transfers EUR k | Exchange difference EUR k | Output units EUR k | As at 31 December EUR K |
|---|---|---|---|---|---|---|---|---|
| Accelerated depreciation | - | (7) | - | - | - | - | - | (7) |
| Capitalised costs within tangible and intangible assets | (60) | 2,596 | - | - | - | - | - | 2,536 |
| Valuation of investments at fair value | - | - | - | - | - | - | - | - |
| Revaluation of hedging instruments at fair value | (637) | (1,282) | - | - | - | (1) | - | (1,920) |
| Leasing | 56 | - | (140) | - | - | - | - | 84 |
| Adjustments on bank loans | - | 397 | - | - | - | - | - | 397 |
| Contingent liabilities | 338 | 53 | - | 50 | - | - | - | 441 |
| Deferred income | - | - | - | - | - | - | - | - |
| Other temporary differences | 33 | (62) | - | - | - | - | - | (29) |
| Tax losses, tax credits | - | - | - | - | - | - | - | - |
| Grants | - | - | - | - | - | - | - | - |
| Revaluation due to business combinations | - | - | - | - | - | - | - | - |
| Revaluation from the acquisition of assets | 146 | 1,328 | 1 | - | - | 1 | - | 1,476 |
| Disallowance of interest deductions | (112) | 96 | (32) | - | - | - | (13) | (61) |
| Other | - | - | - | - | - | - | - | - |
| | **(5,077)** | **4,394** | **(171)** | **50** | **-** | **-** | **(13)** | **(817)** |
| Deferred tax assets | 573 | | | | | | | 6,370 |
| Deferred tax liabilities | (5,650) | | | | | | | (7,187) |

The Group has tax losses and deductible temporary differences for which deferred tax assets have not been recognised, in the amount of EUR 802,799k.

## 15 TANGIBLE ASSETS

| 2023 | Constructions in progress | Land and buildings | Facility and equipment | Installations and fittings | Motor Vehicles | Improvements on leased property | TOTAL |
|---|---|---|---|---|---|---|---|
| | EUR k | EUR k | EUR k | EUR k | EUR k | EUR k | EUR k |
| **Gross values as at 1 January** | **36,051** | **219,528** | **2,528,861** | **22,695** | **3,429** | **4,479** | **2,815,043** |
| Acquisitions | 12,249 | 14,242 | 5,897 | 5,087 | 691 | 723 | 38,889 |
| Capitalised interest | - | - | - | - | - | - | - |
| Acquisition under new business acquisitions | - | 4,337 | 1,931 | 2,380 | 205 | 257 | 9,110 |
| Disposals | (2,750) | (2,465) | (2,391) | (320) | (368) | - | (8,294) |
| Correction of the year | - | - | - | - | 3 | - | 3 |
| Impact of scope exits | (55) | 65 | 1,127 | 122 | - | 457 | 1,716 |
| Exchange differences | (33,660) | (91,465) | (2,501,517) | (5,430) | (2,646) | (369) | (2,635,087) |
| **Gross values as at 31 December** | **11,475** | **143,450** | **24,948** | **24,543** | **1,309** | **5,541** | **211,266** |
| **Depreciation as at 1 January** | **(829)** | **(72,323)** | **(527,982)** | **(12,214)** | **(2,237)** | **(1,506)** | **(617,091)** |
| Depreciation allocations of the fiscal year | - | (13,247) | (64,479) | (2,441) | (458) | (447) | (81,072) |
| Allowances for depreciation for the year | (408) | - | - | - | - | - | (408) |
| Reversal of the impairment charge for the year | 829 | - | - | - | - | - | 829 |
| Increase in business combinations | - | (2,235) | (1,283) | (1,301) | (55) | (100) | (4,974) |
| Correction of the year | - | 1,334 | 776 | 306 | 343 | - | 2,759 |
| Exchange differences | - | 252 | (1,856) | (77) | - | (35) | (1,716) |
| Impact of scope exits | - | 159 | 2,192 | (2) | 3 | 2 | 2,354 |
| **Depreciation as at 31 December** | **(408)** | **(58,043)** | **(18,021)** | **(12,682)** | **(705)** | **(1,902)** | **(91,761)** |
| Carrying amount as at 1 January | 35,222 | 147,205 | 2,000,879 | 10,481 | 1,192 | 2,973 | 2,197,952 |
| **Net book value as at 31 December** | **11,067** | **85,407** | **6,927** | **11,861** | **604** | **3,639** | **119,505** |

| 2022 | Constructions in progress | Land and buildings | Facility and equipment | Installations and fittings | Motor Vehicles | Improvements on leased property | TOTAL |
|---|---|---|---|---|---|---|---|
| | EUR k | EUR k | EUR k | EUR k | EUR k | EUR k | EUR k |
| **Gross values as at 1 January** | **131,021** | **210,928** | **2,720,846** | **20,317** | **3,411** | **4,292** | **3,090,815** |
| Acquisitions | 42,837 | 10,191 | 27,486 | 4,575 | 360 | 162 | 85,611 |
| Capitalised interest | 497 | - | - | - | - | - | 497 |
| Acquisition under new business acquisitions | (1,951) | 4,833 | 2,130 | 113 | - | 1,694 | 6,819 |
| Change in consolidation method | 1,951 | - | 46 | 1 | - | - | 1,998 |
| Disposals | (3,791) | (1,947) | (6,811) | (261) | (330) | (11) | (13,151) |
| Transfers of assets held for sale | - | (2,473) | - | - | - | - | (2,473) |
| Transfers | (105,354) | 8 | 112,168 | 226 | - | (36) | 7,012 |
| Impact of scope exits | (38,089) | (2,739) | (364,068) | (2,288) | (20) | (1,623) | (408,827) |
| Exchange differences | 8,929 | 728 | 36,827 | 13 | 8 | - | 46,505 |
| **Gross values as at 31 December** | **36,050** | **219,529** | **2,528,624** | **22,696** | **3,429** | **4,478** | **2,814,806** |
| | | | | | | | |
| **Depreciation as at 1 January** | **(401)** | **(53,817)** | **(408,235)** | **(9,512)** | **(1,933)** | **(1,218)** | **(475,116)** |
| Depreciation allocations of the fiscal year | - | (19,247) | (135,269) | (3,040) | (609) | (457) | (158,622) |
| Allowances for depreciation for the year | (429) | - | (2,668) | - | - | - | (3,097) |
| Increase in business combinations | - | (1,514) | (1,027) | (48) | - | (403) | (2,992) |
| Change in the Group's scope | - | 1,633 | 2,539 | 233 | 295 | 7 | 4,707 |
| Disposals | - | 305 | - | - | - | - | 305 |
| Transfer to assets held for sale | - | - | 772 | 33 | 2 | 19 | 826 |
| Transfers | 2 | (8) | (2,516) | 32 | - | 36 | (2,454) |
| Exchange differences | - | (12) | 478 | - | (3) | - | 463 |
| Impact of scope exits | - | 335 | 18,956 | 119 | 12 | 529 | 19,951 |
| **Depreciation as at 31 December** | **(828)** | **(72,325)** | **(527,743)** | **(12,216)** | **(2,236)** | **(1,506)** | **(616,854)** |
| | | | | | | | |
| Carrying amount as at 1 January | 130,620 | 157,111 | 2,312,611 | 10,805 | 1,478 | 3,074 | 2,615,699 |
| **Net book value as at 31 December** | **35,222** | **147,204** | **2,000,881** | **10,480** | **1,193** | **2,972** | **2,197,952** |

## 16 INTANGIBLE FIXED ASSETS

| 2023 | Goodwill | Internally developed intangible assets | Other intangible fixed assets | TOTAL |
|---|---|---|---|---|
| | EUR k | EUR k | EUR k | EUR k |
| **Gross values as at 1 January** | **238,348** | **177,894** | **111,741** | **527,983** |
| Acquisitions | 80,143 | 928 | 932 | 82,003 |
| Increases in new business acquisitions | - | (15) | 6,633 | 6,618 |
| Disposals | - | - | 580 | 580 |
| Transfers | - | 188 | 1,236 | 1,424 |
| Impact of scope exits | (214,902) | (126,199) | (64,569) | (405,670) |
| Exchange differences | - | (14) | 83 | 69 |
| **Gross values as at 31 December** | **103,589** | **52,782** | **56,636** | **213,007** |
| **Depreciation as at 1 January** | **(36,467)** | **(74,913)** | **(33,687)** | **(145,067)** |
| Depreciation allocations of the fiscal year | - | (2,459) | (8,999) | (11,458) |
| Depreciation for the financial year | - | - | (2,767) | (2,767) |
| Increases in new business acquisitions | - | - | (2,515) | (2,515) |
| Disposals | - | - | (581) | (581) |
| Transfers | - | - | (1,424) | (1,424) |
| Impact of scope exits | 14,552 | 27,135 | 14,418 | 56,105 |
| Exchange differences | - | (10) | (16) | (26) |
| **Depreciation as at 31 December** | **(21,915)** | **(50,247)** | **(35,571)** | **(107,733)** |
| **Carrying amount as at 1 January** | 201,881 | 102,981 | 78,054 | 382,916 |
| **Net book value as at 31 December** | **81,674** | **2,535** | **21,065** | **105,274** |

| 2022 | Goodwill | Internally developed intangible assets | Other intangible fixed assets | TOTAL |
|---|---|---|---|---|
| | EUR k | EUR k | EUR k | EUR k |
| **Gross values as at 1 January** | **238,348** | **134,226** | **110,976** | **483,550** |
| Acquisitions | - | 40,707 | 14,974 | 55,681 |
| Increases in new business acquisitions | - | - | 3,713 | 3,713 |
| Disposals | - | (1,249) | (3,947) | (5,196) |
| Transfers | - | 4,523 | (14,252) | (9,729) |
| Impact of scope exits | - | - | (31) | (31) |
| Exchange differences | - | (313) | 308 | (5) |
| **Gross values as at 31 December** | **238,348** | **177,894** | **111,741** | **527,983** |
| **Depreciation as at 1 January** | **(36,467)** | **(73,173)** | **(29,398)** | **(139,038)** |
| Depreciation allocations of the fiscal year | - | (2,496) | (9,528) | (12,024) |
| Disposals | - | 749 | 67 | 816 |
| Transfers | - | - | 5,171 | 5,171 |
| Impact of scope exits | - | - | 24 | 24 |
| Exchange differences | - | 7 | (23) | (16) |
| **Depreciation as at 31 December** | **(36,467)** | **(74,913)** | **(33,687)** | **(145,067)** |
| **Carrying amount as at 1 January** | 201,881 | 61,053 | 81,578 | 344,512 |
| **Net book value as at 31 December** | **201,881** | **102,981** | **78,054** | **382,916** |

In 2023, the Group did not record any impairment losses on intangible assets (same as in 2022).

## 17 GOODWILL IMPAIRMENT TEST

Goodwill was generated through the acquisition of the companies Orège, Cryogel, SIAP+Micros, You Jump Amiens, YJ Chambly and Novenergia.

| | Gross value | Net value 2023 | Net value 2022 |
|---|---|---|---|
| | EUR k | EUR k | EUR k |
| Accenta | 70,672 | 70,672 | - |
| Orège | 19,066 | - | - |
| ICT Corporation | 9,471 | 9,471 | - |
| Cryogel | 1,233 | - | - |
| Nebula | 1,302 | - | - |
| SIAP+Micros | 1,531 | 1,531 | 1,531 |
| You jump Amiens | 154 | - | - |
| YJ Chambly | 160 | - | - |

Goodwill is allocated to each cash-generating unit (Accenta CGU, ICT Corp, Orège, Cryogel, SIAP, You Jump Amiens and YJ Chambly). These units represent the lowest level within the Group, in which they are monitored for internal management purposes.

## 18 OTHER ASSETS

| | 31/12/2023 | 31/12/2022 |
|---|---|---|
| | EUR k | EUR k |
| Investment Property | 599 | 1,660 |
| Stock | 13,752 | 24,736 |
| Deferred charges | 4,367 | 9,457 |
| **TOTAL** | **18,718** | **35,853** |
| Current | 18,119 | 33,712 |
| Non-current | 599 | 2,141 |

## 19 CASH AND DEPOSITS

| | 31/12/2023 | 31/12/2022 |
|---|---|---|
| | EUR k | EUR k |
| *Cash and short term* | *1,111,494* | *465,441* |
| Cash at bank and in cash | 68,153 | 368,540 |
| Short-term deposits | 1,043,135 | 96,901 |
| Other cash items | 206 | - |
| *Other cash and deposits* | *108* | *122,735* |
| Long-Term Bank Deposits | 49 | 50,046 |
| Restricted or blocked current cash | 59 | 72,689 |
| | **1,111,602** | **588,176** |

### 19.1 Restricted or blocked current cash

Limited or blocked cash represents the amounts on secure escrow accounts in connection with grants and bank financing received.

### 19.2 Reconciliation to Statement of Cash Flow

| | 31/12/2023 | 31/12/2022 |
|---|---|---|
| | EUR k | EUR k |
| Cash and Cash Equivalents | 1,111,494 | 465,441 |
| Bank overdrafts | (515) | (1,419) |
| **Cash and Cash Equivalents** | **1,110,979** | **464,022** |

# 20 CAPITAL AND RESERVES

## 20.1 Share capital

The Company's subscribed and fully paid-up capital as at 31 December 2023 amounts to EUR 561,986k (2022: EUR 561,986k) and is divided into 147,898,651 ordinary shares (2022: 147,898,651 ordinary shares) without par value.

There was no change in share capital during the year.

## 20.2 Share premium

As at 31 December 2023, the Company has an issue premium of EUR 6,861k.

There was no change in the share premium during the year.

## 20.3 Treasury shares

As at 31 December 2023, the Company holds own shares for EUR 26,286k (2022: EUR 9,998k) representing 3,006,636 shares (2022: 1,558,640) of an accounting par of EUR 3.80 per share.

## 20.4 Nature and purpose of reserves:

### *20.4.1 Other Capital Reserves*

**Share-based payments**

The share-based payment reserve is used to account for expenses related to share-based payment transactions settled by issues of equity instruments.

As at 31 December 2023, the Group recognised EUR 291k (2022: EUR 1,177k) in the stock-based payment reserve corresponding to the value of the acquired equity instruments.

### *20.4.2 Foreign Currency Translation reserve*

The foreign currency translation reserve is used to record exchange differences resulting from the translation of subsidiaries' financial statements into foreign currencies.

This reserve cannot be distributed.

As at 31 December 2023, the reserve reached EUR 555k compared to EUR -7,596k in 2022.

### *20.4.3 Reserve for fair value of investments in equity instruments*

The reserve for fair value of investments in equity instruments is used to recognise the change in the fair value of investments in financial assets classified as investments in equity instruments.

As at 31 December 2023, the reserve reached EUR 37,106k compared to EUR -45,371k in 2022.

### *20.4.4 Hedge reserve*

The hedge reserve is used to recognise the cumulative portion of gains and losses on hedging instruments that are determined to be effective hedges.

As at 31 December 2023, the reserve reached EUR 667k compared to EUR 21,397k in 2022.

### *20.4.5 Reserve for defined benefit plans*

The defined benefit plan reserve is used to recognise the cumulative cost of share-based payment transactions.

As at 31 December 2023, the reserve reached -14k EUR compared to -1k EUR in 2022.

### *20.4.6 Reserve for the share of other comprehensive income of investments accounted for under the equity method.*

The reserve for the share of other comprehensive income of investments accounted for under the equity method is used to recognise the share of other comprehensive income of investments accounted for under the equity method.

As at 31 December 2023, the reserve reached -44k EUR compared to -6,745k EUR in 2022.

### *20.4.7 Other elements of the comprehensive income*

| | Revaluation reserve | Reserve for defined benefit plans | Hedge reserve | Reserve for fair value of investments in equity instruments | Foreign Currency Translation reserve | Reserve for the share of other comprehensive income of investments accounted for under the equity method. | TOTAL |
|---|---|---|---|---|---|---|---|
| | EUR k | EUR k | EUR k | EUR k | EUR k | EUR k | EUR k |
| **As at 1 January 2022** | **2** | **(31)** | **12,498** | **17,382** | **(13,225)** | **(579)** | **16,047** |
| Reclassifications and Transfers | (1) | (11) | 1 | - | - | - | (11) |
| Fair value gains / (losses) | - | 41 | 7,413 | 32,881 | - | - | 40,335 |
| Foreign exchange differences on the conversion of foreign operations | - | - | - | - | 5,629 | - | 5,629 |
| Share of other comprehensive income from associates and joint ventures | - | - | - | - | - | 7,324 | 7,324 |
| Reclassified to the income statement | - | - | 1,293 | (4,893) | - | - | (3,600) |
| Disposal of subsidiaries | - | - | 193 | - | - | - | 193 |
| **as at 31 December 2022** | **1** | **(1)** | **21,398** | **45,370** | **(7,596)** | **6,745** | **65,917** |
| Fair value gains / (losses) | - | (13) | 891 | 503 | - | - | 1,381 |
| Foreign exchange differences on the conversion of foreign operations | - | - | - | - | 1,863 | - | 1,863 |
| Share of other comprehensive income from associates and joint ventures | - | - | - | - | - | (18) | (18) |
| Reclassified to the income statement | - | - | (1,920) | (8,877) | - | - | (10,797) |
| Disposal of subsidiaries | (1) | - | (19,702) | 110 | 6,288 | (6,771) | (20,076) |
| **As at 31 December 2023** | **-** | **(14)** | **667** | **37,106** | **555** | **(44)** | **38,270** |

## 21 PROVISIONS

| 2023 | Guarantees provided | Restructuring | Decommissioning | Contingent liabilities | Other | TOTAL |
|---|---|---|---|---|---|---|
| | EUR k | EUR k | EUR k | EUR k | EUR k | EUR k |
| **As at 1 January** | **166** | **958** | **24,140** | **1,600** | **2,548** | **29,412** |
| Additional provision | 125 | - | - | 14 | 380 | **519** |
| Used | - | - | - | - | (10) | **(10)** |
| Unused amount reversed | (166) | (620) | (5) | (97) | (109) | **(997)** |
| Discount effect and change in discount rate | - | - | 92 | - | - | **92** |
| Business Combinations Increases | - | - | - | - | 65 | **65** |
| Exchange differences | - | - | 147 | - | 15 | **162** |
| Impact of scope exits | - | - | (24,374) | (1,428) | (1,956) | **(27,758)** |
| **As at 31 December** | **125** | **338** | **-** | **89** | **933** | **1,485** |
| Current | 125 | 338 | - | 89 | 368 | **920** |
| Non-current | - | - | - | - | 565 | **565** |

| 2022 | Guarantees provided | Restructuring | Decommissioning | Contingent liabilities | Other | TOTAL |
|---|---|---|---|---|---|---|
| | EUR k | EUR k | EUR k | EUR k | EUR k | EUR k |
| **As at 1 January** | **228** | **-** | **21,649** | **1,649** | **4,276** | **27,802** |
| Additional provision | 166 | 958 | 1,886 | 30 | 1,542 | 4,582 |
| Used | (58) | - | (1,080) | - | (2,694) | (3,832) |
| Unused amount reversed | (170) | - | (6) | (79) | (734) | (989) |
| Discount effect and change in discount rate | - | - | 1,545 | - | - | 1,545 |
| Transfers | - | - | - | - | 225 | 225 |
| Exchange differences | - | - | Interest | - | (14) | 185 |
| Impact of scope exits | - | - | (53) | - | (53) | (106) |
| **As at 31 December** | **166** | **958** | **24,140** | **1,600** | **2,548** | **29,412** |
| Current | 166 | 958 | - | 172 | 596 | 1,892 |
| Non-current | **-** | - | 24,140 | 1,428 | 1,952 | 27,520 |

### 21.1 Decommissioning

The Group recorded a provision for the costs of decommissioning photovoltaic plants and wind farms. Decommissioning costs were accrued at the present value of the costs expected to settle the obligation and accounted for as part of the cost of the asset.

The estimated decommissioning costs were discounted using the risk-free interest rate for the period up to the asset decommissioning date.

As a result of the divestiture of Total Eren Holding, all decommissioning costs have been waived.

### 21.2 Contingent liabilities

The Group recognised contingent liabilities on the acquisition of EEE representing potential liabilities related to the reimbursement to be made to the seller for the amounts received by EEE in relation to the subsidies received, the subcontracting of the substation and the solidarity tax. As a result of the sale of Total Eren Holding, the contingent liabilities were cancelled.

## 22 Government Grants and Deferred Revenue

| | 2023<br>EUR k | 2022<br>EUR k |
|---|---|---|
| **1 January** | **37,080** | **58,253** |
| Grants received during the year | 357 | 7,579 |
| Reclassified to the Statement of Comprehensive Income | 19,908 | (11,444) |
| Reclassifications and transfers | (20,468) | 7 |
| Exchange differences | (41) | 189 |
| Impact of scope exits | (31,091) | (17,504) |
| **31 December** | **5,745** | **37,080** |
| Current | 5,743 | 8,544 |
| Non-current | 2 | 28,536 |

Government grants were received for the purchase of certain property, plant and equipment. No unfulfilled or unplanned grants are attached to these grants.

Deferred income mainly represents income from sports courses in the tennis business.

## 23 Trade Clients and Sources of Other Receivables

| | 31/12/2023<br>EUR k | 31/12/2022<br>EUR k |
|---|---|---|
| Trade receivables | 41,488 | 112,835 |
| Tax receivables | 3,713 | 11,173 |
| Other receivables | 27,555 | 47,616 |
| | **72,756** | **171,624** |
| Current | 69,145 | 167,682 |
| Non-current | 3,611 | 3,942 |

Trade receivables do not bear interest and are generally based on 35-day terms (as in 2022).

Customers and other debtors owed by related parties are detailed as follows:

| | 31/12/2023<br>EUR k | 31/12/2022<br>EUR k |
|---|---|---|
| Trade clients and sources of other receivables | | |
| Due from joint ventures | - | - |
| Due from other related parties | - | 650 |
| **Total** | **-** | **650** |

The Group recorded a provision for doubtful accounts as follows:

| | 2023<br>EUR k | 2022<br>EUR k |
|---|---|---|
| **1 January** | **2,866** | **4,406** |
| Acquisitions | 290 | - |
| Allocations of the year | 204 | 586 |
| Used | (155) | (816) |
| Unused | (330) | (637) |
| Transfers | 1,569 | 443 |
| Impact of scope exits | (1,081) | (1,127) |
| Exchange differences | (6) | 11 |
| **31 December** | **3,357** | **2,866** |
| Nominal value of impaired receivables | 3,357 | 2,866 |

| | | 31/12/2023<br>EUR k | 31/12/2022<br>EUR k |
|---|---|---|---|
| Neither overdue nor impaired | | 26,569 | 100,481 |
| Late payment but not depreciated | Less than 30 days | 3,086 | 3,761 |
| | Between 31 and 60 days | 2,889 | 3,012 |
| | Between 61 and 90 days | 1,034 | 1,427 |
| | Between 90 and 180 days | 2,487 | 2,645 |
| | More than 180 days | 5,423 | 1,509 |
| | | **41,488** | **112,835** |

## 24 SUPPLIERS AND OTHER CREDITORS

| | 31/12/2023<br>k EUR | 31/12/2022<br>k EUR |
|---|---|---|
| Trade payables | 26,201 | 61,163 |
| Advances received from customers | 34,714 | 8,601 |
| Debts to fixed asset suppliers | 5 | 10,716 |
| Social expenses | 9,871 | 17,683 |
| Taxes due | 605 | 22,307 |
| Other payables | 20,093 | 51,660 |
| | **91,489** | **172,130** |
| Current | 88,165 | 163,949 |
| Non-current | 3,324 | 8,181 |

Commercial debts do not bear interest and are generally settled within 36 days (as in 2022).

Other debts do not bear interest.

Suppliers and other payables due to related parties are detailed as follows:

| | 31/12/2023<br>EUR k | 31/12/2022<br>EUR k |
|---|---|---|
| Suppliers and other creditors | | |
| Due to other related parties | 10,803 | 4,273 |
| **Total** | **10,803** | **4,273** |

## 25 LEASES

### *The Group as Lessee*

The Group has leases for various land, buildings and motor vehicles used in its operations. Leases of land and buildings typically have lease terms between 1 and 25 years. The Group's obligations under these leases are guaranteed by the lessor's right to the leased assets. As a general rule, the Group is not allowed to sell and sublet the leased assets and some contracts require the Group to maintain certain financial ratios. There are several lease agreements that include extension and termination options and variable lease payments, which are described in more detail below.

The book values of the rights of use recorded and the changes for the year are detailed as follows:

| **2023** | **Land and buildings** | **Machines** | **Equipment** | **Motor vehicles** | **Intangible fixed assets** | **Total** |
|---|---|---|---|---|---|---|
| | EUR k | EUR k | EUR k | EUR k | EUR k | **EUR k** |
| **Gross values as at 1 January** | **123,053** | **3,606** | **-** | **924** | **-** | **127,583** |
| Acquisitions | 11,245 | - | - | 380 | - | **11,625** |
| Business Combination Acquisitions | 4,337 | - | 264 | 67 | - | **4,668** |
| Decrease/Elimination | (2,152) | (119) | - | (94) | - | **(2,365)** |
| Year corrections | - | - | - | - | - | **-** |
| Transfer | - | - | - | 483 | 474 | **957** |
| Impact of scope exits | (88,946) | (1,379) | - | (1,397) | - | **(91,722)** |
| Exchange differences | (792) | (51) | (6) | (1) | - | **(850)** |
| **Gross values as at 31 December** | **46,745** | **2,057** | **258** | **362** | **474** | **49,896** |
| | | | | | | |
| **Depreciation as at 1 January** | **(42,431)** | **(1,818)** | **-** | **(392)** | **-** | **(44,641)** |
| Depreciation allocations of the fiscal year | (9,005) | (332) | - | (279) | (75) | **(9,691)** |
| Business combination increases | (2,235) | - | - | - | - | **(2,235)** |
| Eliminations | 1,038 | 119 | - | 145 | - | **1,302** |
| Correction of the year | - | - | - | - | - | **-** |
| Transfers | - | - | - | (360) | (192) | **(552)** |
| Exchange differences | 158 | (2) | - | - | - | **156** |
| Impact of scope exits | 27,975 | 117 | - | 730 | - | **28,822** |
| **Depreciation as at 31 December** | **(24,500)** | **(1,916)** | **-** | **(156)** | **(267)** | **(26,839)** |
| Carrying amount as at 1 January | 80,622 | 1,788 | - | 532 | - | 82,942 |
| **Net book value as at 31 December** | **22,245** | **141** | **258** | **206** | **207** | **23,057** |

| 2022 | Land and buildings | Machines | Equipment | Motor vehicles | Leasehold improvements | Total |
|---|---|---|---|---|---|---|
| | EUR k | EUR k | EUR k | EUR k | EUR k | **EUR k** |
| **Gross values as at 1 January** | **115,337** | **1,022** | **-** | **749** | **599** | **117,707** |
| Acquisitions | 7,982 | 1,330 | - | 280 | - | 9,592 |
| Business Combination Acquisitions | 4,833 | 1,238 | - | - | - | 6,071 |
| Entry into the perimeter following changes in the consolidation methods | (730) | - | - | (105) | - | (835) |
| Decrease/Elimination | (2,476) | - | - | - | - | (2,476) |
| Transfer | 8 | - | - | - | - | 8 |
| Impact of scope exits | (2,654) | - | - | - | (599) | (3,253) |
| Exchange differences | 751 | 16 | - | - | - | 767 |
| **Gross values as at 31 December** | **123,051** | **3,606** | **-** | **924** | **-** | **127,581** |
| **Depreciation as at 1 January** | **(30,303)** | **(671)** | **-** | **(263)** | **(304)** | **(31,541)** |
| Depreciation allocations of the fiscal year | (11,792) | (484) | - | (233) | - | (12,509) |
| Business combination increases | (1,514) | (659) | - | - | - | (2,173) |
| Increases in respect of scope movements | 558 | - | - | 105 | - | 663 |
| Eliminations | 305 | - | - | - | - | 305 |
| Transfers | (6) | - | - | - | - | (6) |
| Exchange differences | (14) | (5) | - | - | - | (19) |
| Impact of scope exits | 335 | - | - | - | 304 | 639 |
| **Depreciation as at 31 December** | **(42,431)** | **(1,819)** | **-** | **(391)** | **-** | **(44,641)** |
| Carrying amount as at 1 January | 85,034 | 351 | - | 486 | 295 | 86,166 |
| **Net book value as at 31 December** | **80,620** | **1,787** | **-** | **533** | **-** | **82,940** |

The carrying numbers of lease liabilities and movements during the year are detailed as follows:

| | 2023 | 2022 |
|---|---|---|
| | EUR k | EUR k |
| **As at 1 January** | **98,030** | **99,743** |
| Increase | 10,070 | 14,893 |
| Accrued interest | 117 | (1,472) |
| Repayments | (15,052) | (14,829) |
| Increases in new business acquisitions | 2,464 | 4,098 |
| Change in fair value | (969) | (20) |
| Other changes | 2 | (2,335) |
| Transfers | - | - |
| Exchange difference | (583) | 559 |
| Changes in the scope of consolidation | (68,828) | (2,607) |
| **As at 31 December** | **25,251** | **98,030** |
| Current | 4,951 | 11,431 |
| Non-current | 20,300 | 86,599 |

The following amounts are recognised in profit or loss:

| | 2023 | 2022 |
|---|---|---|
| | EUR k | EUR k |
| Depreciation charges for rights to use assets | 9,691 | 10,164 |
| Interest expense on lease liabilities | 2,057 | 4,163 |
| Expenses related to low-value asset leases | 624 | 565 |
| Short-term rental expenses | 139 | 124 |
| Variable lease payments | 3,547 | 724 |
| | **16,058** | **15,740** |

## 26 Financial Assets and Financial Liabilities

| Financial assets | 31/12/2023 EUR k | 31/12/2022 EUR k |
|---|---|---|
| Cash and short term | 1,111,494 | 465,441 |
| Trade clients and sources of other receivables | 72,756 | 171,630 |
| Restricted or blocked current cash | 59 | 72,689 |
| Other financial assets | 165,560 | 394,046 |
| | **1,349,869** | **1,103,806** |

| Financial debts | 31/12/2023 EUR k | 31/12/2022 EUR k |
|---|---|---|
| Loans and borrowings | 64,983 | 1,941,681 |
| Other financial liabilities | 1,079 | 14,240 |
| Provision | 1,485 | 29,412 |
| Suppliers and other creditors | 91,489 | 172,131 |
| | **159,036** | **2,157,464** |

### 26.1 Other financial assets

| | 31/12/2023 EUR k | 31/12/2022 EUR k |
|---|---|---|
| **Financial instruments at fair value with change in fair value through profit or loss** | | |
| Held for trading | 14,211 | 95,715 |
| *Portfolio of investments in listed securities* | *14,211* | *95,715* |
| Derivatives not designated as hedging instruments | 500 | |
| Other non-derivative instruments | - | 606 |
| Designated upon initial recognition | - | 36 |
| **Total instruments at fair value with change in fair value through profit or loss** | **14,711** | **96,357** |
| **Financial instruments at fair value through other comprehensive income** | | |
| Cash Flow Hedges | 889 | 82,042 |
| *Interest swap* | *889* | *69,264* |
| *PPA* | - | *12,772* |
| Other | 45 | - |
| Unlisted equity shares | 107,614 | 106,514 |
| Unlisted equity shares | 680 | 1,830 |
| **Total instruments at fair value through other comprehensive income** | **109,238** | **190,386** |
| **Total instruments at fair value** | **123,949** | **286,743** |
| **Loans and receivables at amortised cost** | | |
| Loan for associated companies and Joint Ventures | 20,184 | 35,702 |
| Loan to key executives | 3,999 | 3,176 |
| Loan to other related parties | 6,392 | 4,723 |
| Other loans | 11,587 | 13,662 |
| Bank deposits | 49 | 50,046 |
| **Total instruments at amortised cost** | **41,611** | **107,309** |
| **Total other financial assets** | **165,560** | **394,052** |
| Current | 25,252 | 160,474 |
| Non-current | 140,308 | 233,578 |

## 26.2 Loans and borrowings

| | 31/12/2023<br>EUR k | 31/12/2022<br>EUR k |
|---|---|---|
| Bank loans | 33,885 | 1,510,855 |
| Payables to related parties | 3,085 | 48,156 |
| Convertible bonds and preference shares | 218 | - |
| Non-convertible bonds and preference shares | - | 278,019 |
| Finance lease debts | 25,251 | 98,030 |
| Bank Overdrafts / Lines of Credit | 515 | 1,419 |
| Other borrowings | 2,029 | 5,202 |
| | **64,983** | **1,941,681** |
| Current | 13,764 | 287,207 |
| Non-current | 51,219 | 1,654,474 |

| Bank loans | Due date | 31/12/2023<br>EUR k | 31/12/2022<br>EUR k |
|---|---|---|---|
| Argentina (USD 235,443,834) | From 15/01/2035 to 31/08/2035 | - | 194,025 |
| Australia (AUD 212.778.865) | 30/06/2026 | - | 124,534 |
| Brazil (BRL 865.313.790) | From 05/12/2033 to 15/01/2042 | - | 150,219 |
| Bulgaria (EUR 15,118,697) | 30/06/2032 | - | 13,587 |
| Burkina Faso (CFA 9,178,876,333) | From 29/09/2023 to 31/12/2026 | - | 7,008 |
| Cambodia (USD 44,823,000) | 15/08/2035 | - | 41,535 |
| South Korea (KRW 9,141,000,000) | 31/03/2042 | - | 6,438 |
| Egypt (USD 106,392,686) | 14/08/2035 | - | 86,357 |
| France (EUR 153,472,636) | From 03/01/2023 to 30/06/2038 | 32,780 | 248,234 |
| India (INR 1,175,000,000) | 30/09/2034 | - | 11,922 |
| Israel (ILS 367,080,000) | From 30/11/2031 to 31/12/2034 | - | 53,915 |
| Italy (EUR 135,452,586) | From 31/10/2024 to 29/12/2035 | 1,105 | 99,785 |
| Kazakhstan (KZT 42,027,604,902) | From 20/07/2031 to 15/10/2031 | - | 75,626 |
| Luxembourg (EUR 50,000,000) | From 14/10/2023 to 31/12/2023 | - | 50,229 |
| Uganda (USD 10,009,048) | 20/10/2032 | - | 6,880 |
| Uzbekistan (USD 86,187,313) | 21/03/2040 | - | 72,908 |
| Poland (EUR 51,000,000) | 31/12/2029 | - | 4,500 |
| Portugal (EUR 382,055,295) | From 15/06/2025 to 15/12/2040 | - | 263,153 |
| Ukraine (EUR 262,638,037) | 17/01/2029 | - | - |
| | | **33,885** | **1,510,855** |
| Current | | 4,904 | 232,632 |
| Non-current | | 28,981 | 1,278,223 |

| Bond issues | Due date | 31/12/2023<br>EUR k | 31/12/2022<br>EUR k |
|---|---|---|---|
| Greece (EUR 347,545,265) | From 31/12/2027 to 30/12/2038 | - | 261,584 |
| India (INR 170,932,613) | 14/06/2042 | - | 1,671 |
| Portugal (EUR 25,000,000) | 20/09/2024 | - | 14,764 |
| | | **-** | **278,019** |
| Current | | - | 29,450 |
| Non-current | | - | 248,569 |

## 26.3 Other financial liabilities

| | 31/12/2023<br>EUR k | 31/12/2022<br>EUR k |
|---|---|---|
| **Financial liabilities at fair value with change in fair value through comprehensive income** | | |
| Forward exchange contracts | - | 1,205 |
| Contingent liabilities (arising from a business combination) | - | - |
| Others at initial recognition | - | 1,800 |
| **Total financial liabilities at fair value with change in fair value through comprehensive income** | **-** | **3,005** |
| **Financial liabilities at fair value with change in fair value in other comprehensive income** | | |
| Cash Flow Hedges | - | 10,764 |
| Other | 239 | 205 |
| **Total financial liabilities at fair value with change in fair value through comprehensive income** | **239** | **10,969** |
| **Financial liabilities at amortised cost** | | |
| Guarantees | 840 | 256 |
| Other | - | 10 |
| **Total financial liabilities at amortised cost** | **840** | **266** |
| **Total other financial liabilities** | **1,079** | **14,240** |
| Current | 863 | 8,563 |
| Non-current | 216 | 5,677 |

As at 31 December 2023, most of the cash flow hedge comes from the valuation of collateral contracts in the United States.

## 26.4 Derivatives designated as hedging instruments

### *26.4.1 Currency risk*

Forward foreign exchange contracts are designated as hedging instruments in the cash flow hedges of expected sales and purchases of various currencies. These forecast transactions are highly likely as they are underwritten to hedge the Group against specific forecast transactions.

### *26.4.2 Commodities price risk*

For the Group's project in Australia, the Group entered into Power Purchase Agreements (PPAs) to hedge its exposure to income variability resulting from changes in electricity prices. The fair value of the hedge is calculated by reference to the present value of the cumulative gain or loss of income if the PPA had not been put in place. To determine fair value, the Group has estimated future electricity prices.

### 26.4.3 Hedged instruments

As at 31 December 2023, the Group has several hedging instruments, mainly interest rate swaps (IRS). In most cases, these IRSs have been underwritten with the loans they cover. These swaps are used to hedge the Group's exposure to changes in variable interest rates.

The impact of hedging instruments in the statement of financial position is as follows:

| | Notional amount | Accounting value<br>EUR k | Item in the statement of financial position | Change in fair value for the period<br>EUR k |
|---|---|---|---|---|
| **As at 31 December 2023** | | | | |
| Interest-rate swap | EUR 2,421,066 | 889 | Other non-current financial assets | 889 |
| Other Derivative Assets | EUR 44,699 | 45 | Other non-current financial assets | 45 |
| Other derivative liabilities | EUR 238,925 | (239) | Other non-current financial liabilities | (239) |
| | | | | |
| **As at 31 December 2022** | | | | |
| Forward exchange contracts | USD 64,930,000 | (1,079) | Other current financial liabilities | (1,079) |
| Forward exchange contracts | EUR 734,152 | (126) | Other current financial liabilities | (126) |
| Commodity Futures Contracts | MWh 4,625,262 | 12,773 | Other non-current financial assets | (61,827) |
| Interest-rate swap | AUD 194,248,314 | 18,346 | Other non-current financial assets | 18,855 |
| Interest-rate swap | EUR 626,887,005 | 46,973 | Other non-current financial assets | 46,130 |
| Interest-rate swap | EUR 389,119,218 | 3,950 | Other current financial assets | 3,949 |
| Interest-rate swap | EUR 337,269,218 | (1,437) | Other non-current financial liabilities | 19,241 |
| Commodity Futures Contracts | MWh 4,625,262 | (2,884) | Other non-current financial liabilities | (2,963) |
| Commodity Futures Contracts | EUR 888,564 | (889) | Other current financial liabilities | (889) |
| Interest-rate swap | EUR 337,269,218 | (66) | Other current financial liabilities | (67) |
| Commodity Futures Contracts | MWh 4,625,262 | (4,487) | Other current financial liabilities | (5,640) |

| **Book value as at 31 December 2023** | **Assets**<br>EUR k | **Liabilities**<br>EUR k |
|---|---|---|
| Interest-rate swap | 889 | - |
| Other profit or loss | 45 | 239 |
| | **943** | **239** |

| **Book value as at 31 December 2022** | **Assets**<br>EUR k | **Liabilities**<br>EUR k |
|---|---|---|
| Forward exchange contracts | - | (1,205) |
| Commodity Futures Contracts | 12,773 | (9,261) |
| Interest-rate swap | 69,269 | (1,503) |
| | **82,042** | **(10,969)** |

### 26.5 Changes in liabilities resulting from financing activities

| | 31/12/2022 | Cash flow | Increases in new business acquisitions | Changes in fair value | Other changes | Reclassification and transfers | Exchange differences | Changes resulting from gaining or losing control of subsidiaries | 31/12/2023 |
|---|---|---|---|---|---|---|---|---|---|
| | kEUR | kEUR | kEUR | kEUR | kEUR | kEUR | kEUR | kEUR | kEUR |
| Loans and borrowings | | | | | | | | | |
| Bonds | 282,359 | (11,793) | 223 | - | 55 | - | (26) | (270,600) | 218 |
| Bank loans | 1,551,810 | (94,400) | 2,626 | - | (527) | - | (5,847) | (1,419,686) | 33,976 |
| Other borrowings | 53,358 | (4,701) | 3,120 | - | 3,646 | 2,920 | (63) | (53,166) | 5,114 |
| Lease liabilities | 98,030 | (15,052) | 2,464 | (969) | 10,187 | - | (581) | (68,828) | 25,251 |
| Transaction Costs | (45,295) | (13) | - | - | 1,453 | - | 334 | 43,430 | (91) |
| Other financial liabilities | 14,240 | (35) | 635 | 710 | 164 | (10) | (235) | (14,390) | 1,079 |
| **Total liabilities of financing activities** | **1,954,502** | **(125,994)** | **9,068** | **(259)** | **14,978** | **2,910** | **(6,418)** | **(1,783,240)** | **65,547** |

| | 31/12/2021 | Cash flow | Increases in new business acquisitions | Changes in fair value | Other changes | Reclassification and transfers | Exchange differences | Changes resulting from gaining or losing control of subsidiaries | 31/12/2022 |
|---|---|---|---|---|---|---|---|---|---|
| | kEUR | kEUR | kEUR | kEUR | kEUR | kEUR | kEUR | kEUR | kEUR |
| Loans and borrowings | | | | | | | | | |
| Bonds | 334,446 | (18,111) | - | - | 77,196 | - | (79) | (34,093) | 282,359 |
| Bank loans | 1,792,590 | (59,016) | 1,614 | - | 300 | 968 | 32,974 | (217,620) | 1,551,810 |
| Other borrowings | 72,057 | (16,161) | - | 4,861 | (5,952) | - | 1,825 | (3,272) | 53,358 |
| Lease liabilities | 99,743 | (14,829) | 4,098 | - | 11,067 | - | 558 | (2,607) | 98,030 |
| Transaction Costs | (52,662) | (7,352) | - | - | 9,297 | (968) | (2,005) | 8,395 | (45,295) |
| Other financial liabilities | 34,199 | 2,133 | - | (21,073) | (207) | - | (251) | (561) | 14,240 |
| **Total liabilities of financing activities** | **2,280,373** | **(113,336)** | **5,712** | **(16,212)** | **14,701** | **-** | **33,022** | **(249,758)** | **1,954,502** |

The "Other financial liabilities" line includes changes in accrued interest.

### 26.6 Fair value

The Group considers that the carrying amount of financial assets and liabilities measured at amortised cost approximates their fair value.

### 26.7 Reconciliation of Level 3 fair value measures

| Investments in equity instruments | 2023<br>EUR k | 2022<br>EUR k |
|---|---|---|
| **1 January** | 106,514 | 97,191 |
| Change in unrealised gain/(loss) recognised in profit or loss | 779 | (143,330) |
| Gain/(loss) recognised in other comprehensive income | (171) | 32,881 |
| Purchases | 26,190 | 13,392 |
| Sales | (25,355) | (29,029) |
| Transfers (inputs / (outputs)) | (10) | 133,523 |
| Exchange differences | (333) | 1,886 |
| **31 December** | **107,614** | **106,514** |

### 26.8 Description of unobservable inputs material to the evaluation

Investments in equity instruments measured at fair value and classified as Level 3 represent investments made by the Group in unlisted equity investments. The Group has 69 investments (2022: 98) of which 15 are significant and represent 81% of all investments (2022: 15 represented 85%). Investments are separated into two different types: investment funds (Funds) and private equity (PE) investments.

#### *26.8.1 Funds*

Where applicable, the Group has determined the valuation of the funds using the net asset value (NAV) attributed by the fund manager to the Group. There are 31 investments, representing EUR 49,897k (2022: 27 investments, representing EUR 49,090k), whose valuation was determined on the basis of NAV, of which 9 are significant, representing EUR 36,074k (2022: 9 investments for EUR 41,855k).

The net asset value of the fund is determined by the valuation of the investments held by the fund. These valuations are carried out using several valuation techniques including discounted cash flows or the multiple method.

The funds record their investments at fair value in their financial statements, which are certified by approved auditors.

The Group considers that due to the nature of the investments held by the Group, it is not relevant or practical to provide further information about the valuation carried out by the Funds.

#### *26.8.2 Private Equity*

The Group does not have the capacity to reliably determine the fair value of other private equity investments. The Group has recognised these investments at their cost adjusted to the equity value of the investments. There are 38 investments representing EUR 57,716k (2022: 70 investments EUR 57,424k) whose valuation was determined on the basis of costs adjusted with equity, of which 6 are significant representing EUR 52,007k (2022: 6 investments for EUR 49,804k).

## 27 Fair Value Measurement

### 27.1 Fair Value Measurement Hierarchy

| 31 December 2023 | Rating date | Quoted prices in active markets Level 1 EUR k | Significant observable entries Level 2 EUR k | Significant unobservable entries Level 3 EUR k | Total EUR k |
|---|---|---|---|---|---|
| **Assets measured at fair value** | | | | | |
| **Recurring fair value measurement** | | **14,936** | **708** | **108,904** | **124,548** |
| Investment Property | | - | - | 599 | 599 |
| *Residential buildings* | 31 December 2023 | - | - | *564* | *564* |
| *Unassigned land* | 31 December 2023 | - | - | *35* | *35* |
| Financial assets at fair value | | 14,936 | 708 | 108,305 | 123,949 |
| *Listed securities* | 31 December 2023 | *14,211* | - | - | *14,211* |
| *Derivative financial assets* | 31 December 2023 | - | 708 | 691 | 1,399 |
| *Investments in equity instruments* | 31 December 2023 | 680 | - | 107,614 | 108,294 |
| *Other* | 31 December 2023 | *45* | - | - | 45 |
| **Liabilities measured at fair value** | | | | | |
| **Recurring fair value measurement** | | **239** | **-** | **-** | **239** |
| Financial liabilities at fair value | | 239 | - | - | 239 |
| *Derivative financial assets* | 31 December 2023 | 239 | - | - | 239 |

| 31 December 2022 | Rating date | Quoted prices in active markets Level 1 EUR k | Significant observable entries Level 2 EUR k | Significant unobservable entries Level 3 EUR k | Total EUR k |
|---|---|---|---|---|---|
| **Assets measured at fair value** | | | | | |
| **Recurring fair value measurement** | | **97,545** | **69,715** | **121,143** | **288,403** |
| Investment Property | | - | - | 1,660 | 1,660 |
| Residential buildings | 31 December 2022 | - | - | *1,616* | *1,616* |
| Unassigned land | 31 December 2022 | - | - | *44* | *44* |
| Financial assets at fair value | | 97,545 | 69,715 | 119,483 | 286,743 |
| Listed securities | 31 December 2022 | *95,715* | - | - | *95,715* |
| Derivative financial assets | 31 December 2022 | - | *69,679* | *12,969* | *82,648* |
| Investments in equity instruments | 31 December 2022 | *1,830* | - | *106,514* | *108,344* |
| Other | 31 December 2022 | - | 36 | - | 36 |
| **Liabilities measured at fair value** | | | | | |
| **Recurring fair value measurement** | | **-** | **3,597** | **10,377** | **13,974** |
| Derivative financial liabilities | | - | 3,597 | 8,577 | 12,174 |
| Interest rate swaps | 31 December 2022 | - | *1,503* | - | *1,503* |
| Other derivatives | 31 December 2022 | - | - | *8,372* | *8,372* |
| Contingent Counterparty Liabilities | 31 December 2022 | - | *889* | - | *889* |

There were no transfers between Levels 1 and 2 during FY2023 and FY22.

### 27.2 Level 2 Fair Value

Interest rate swaps are valued using valuation techniques that employ observable market inputs. The most frequently applied valuation techniques include swap models, using current value calculations. The models incorporate various data, including counterparty credit quality, spot foreign exchange transactions, yield curves of the respective currencies, deviations between the respective currencies, interest rate curves of the underlying commodity.

Financial instruments at fair value through profit or loss classified as level 2 represent investments made by the Group in an unlisted portfolio. The Group has determined the valuation of the funds using net asset value. Funds record their investments at fair value in their financial statements. The main investment of the fund is a listed equity investment (level 1).

## 28 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's main financial liabilities, other than derivatives, include loans and borrowings, receivables and other payables, provisions and financial guarantee contracts. The main purpose of these financial liabilities is to finance the Group's activities.

The Group's main financial assets include loans, receivables and other receivables, as well as cash and short-term deposits that arise directly from its activities. The Group also holds investments in equity instruments and an investment portfolio held for trading purposes.

The Group is exposed to market, credit and liquidity risks. The Group selects instruments on a case-by-case basis to mitigate risks.

### 28.1 Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk includes three types of risk: interest rate risk, currency risk, and other price risks.

The market risk sensitivity analyses detailed below relate to the position as at 31 December 2023.

#### *28.1.1 Risk of share price change*

The Group's listed and unlisted equity securities are sensitive to market price risk arising from uncertainties about the future values of these securities. The Group manages the risk of changes in equity prices by diversifying its investment portfolio. The Group manages equity investment through direct investment decisions for unlisted equity securities and through discretionary and non-discretionary agreements with specialised investment portfolio management banks for the majority of listed equity securities, some of which are managed through direct investment decisions. Reports on the portfolio of listed shares are submitted to Group management on a regular basis. The Supervisory Board and the Group Executive Board review and approve investment decisions in unlisted shares in accordance with the statutory provisions.

At the reporting date, exposure to unlisted equity securities at fair value was EUR 107,614k (2022: EUR 106,514k).

At the reporting date, exposure to equity securities listed at fair value was EUR 14,211k (2022: EUR 97,545k) consisting of investments classified as held for trading and financial assets of equity investments. The increase and decrease in the market price on investments held for trading purposes would have an impact on the overall result. The decrease in the value of financial assets from investments in equity instruments would have an impact on overall income, or on equity depending on whether the decrease is significant or prolonged. An increase in financial assets from investments in equity instruments would have no effect on comprehensive income.

#### *28.1.2 Risk of interest rate changes on financing*

Interest rate risk is the risk that the fair value or cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Group's exposure to the risk of changes in market interest rates mainly concerns the Group's long-term debt securities with variable interest rates.

The Group has entered into several variable interest rate financings to support the development of its activities. Several of these financings involve the obligation to enter into an interest rate swap agreement in which it is appropriate to exchange, at specified intervals, the difference between the floating and fixed interest amounts.

As at 31 December 2023, the Group's exposure to variable interest rate financing amounts to EUR 10,135k (2022: EUR 1,060,499k). All of these financings are covered by an interest rate swap agreement (2022: EUR 740,091k). The net exposure of variable interest rate financing amounts to EUR 0 (2022: EUR 320,408k).

### Sensitivity Analysis

The Group believes that it is not exposed to interest rate risks for funding hedged by interest rate swaps, for which the interest rate is set by the swap agreement. Due to the fact that all floating rate financing contracts are covered by interest rate swap contracts, the Group is not exposed to changes in interest rates on its financing.

The following table shows the sensitivity to a reasonably possible change in interest rates on the portion of loans and borrowings. As other variables remain constant, the Group's comprehensive income and shareholders' equity are affected by the impact of variable interest rates, as follows:

| | | Interest rate increase / decrease | Effect on profit or loss and equity EUR k |
|---|---|---|---|
| Euribor 3M | **2023** | **-** | **-** |
| | 2022 | +/-477.35% | +/-287 |
| Euribor 6M | **2023** | **-** | **-** |
| | 2022 | +/-599.63% | +/-518 |
| Wibor 3M | **2023** | - | - |
| | 2022 | +/-176.38% | +/-0 |
| IPCA | **2023** | - | - |
| | 2022 | +/-197.67% | +/-823 |

The Group has estimated the change in interest rates compared to the actual changes observed in the previous period, based on observable market data. As a result, there was almost no change in the 3M and 6M Euribor rates. There is no effect on the Group's results.

Even taking into account a significant change in interest rates on variable rate financings, the Group has very limited exposure to changes in interest expense.

### *28.1.3 Currency risk*

Currency risk is the risk that the fair value or cash flows of a financial instrument will fluctuate due to changes in exchange rates. The Group's exposure to the risk of exchange rate fluctuations is mainly related to operating activities denominated in foreign currencies and the Group's net investments in foreign subsidiaries.

The Group considers its exposure to the currency risk of its net investments in foreign subsidiaries to be negligible given that a large majority of its investments in subsidiaries are made in the euro area.

Following the sale of Total Eren Holding, whose operations were geographically very diversified, the Group's exposure to foreign exchange risk decreased significantly. The majority of transactions carried out by the Group are now within the euro zone.

The Group maintains a negligible exposure to the US dollar through its activities in the United States.

Depending on its activities, the Group's exposure to foreign exchange fluctuations is determined as follows:

| | Foreign currency exchange rate increase / decrease | Effect on profit or loss and equity EUR k |
|---|---|---|
| **2023** | | |
| USD | +/-3% | +/-181 |
| | | |
| **2022** | | |
| USD | +/-6% | +/-19.994 |
| ILS | +/-6% | +/-3,728 |
| INR | +/-4% | +/-657 |
| BRL | +/-13% | +/-20,390 |
| AUD | +/-1% | +/-685 |
| KZT | +/-1% | +/-779 |
| IDR | +/-2% | +/-34 |
| KRW | +/-0% | +/-10 |

#### *28.1.4 Liquidity investment risk*

Following the sale of Total Eren Holding, the Group has very significant liquidity.

In order to optimise the return on this cash, it is placed in term deposits with several financial institutions. In order to be able to maintain available liquidity quickly, the Group has contracted deposits of 3 and 6 months.

Each deposit benefits from a fixed and defined interest rate for the period, however, at each renewal, the Group is exposed to the variation in rates offered by financial institutions, themselves highly dependent on the key interest rates issued by the European Central Bank.

At 31 December 2023, the Group had EUR 715m in term deposits at an average rate of 4.28%, of which EUR 515m with a 3-month maturity at an average rate of 4.29% and EUR 200m with a 6-month maturity at an average rate of 4.24%.

In order to reduce its exposure to the counterparty's credit risk, deposits are distributed among 5 banking institutions for an average deposit of EUR 143m.

### 28.2 Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or contract, leading to a financial loss. The Group is exposed to the credit risk of its operating activities (mainly trade receivables) and financing activities (including deposits with banks and financial institutions, investments held for trading and loans to third parties).

The maximum exposure to credit risk at the balance sheet date is the carrying amount of each class of financial assets presented in Note 26. The Group does not hold collateral as collateral.

#### *28.2.1 Customers & Deposits*

Credit risks arising from trade receivables and deposits with banks and financial institutions are managed by each business unit. Each business unit is responsible for analysing and determining the degree of credit risk for its customers. The Group assesses the credit risk for customers as low. The Group has not implemented policies to mitigate risks related to customers or deposits, such as a factoring company to collect receivables, trade receivables, or deposits.

The risk assessment of customers in other industries is done on a case-by-case basis.

The Group's subsidiaries have deposits in several major banks and financial institutions. This diversification makes it possible to significantly reduce the corresponding credit risks.

### *28.2.2 Loans to third parties*

The Group has no overdue receivables due to loans to third parties. The Group has provided other financing to various parties, including associates, joint ventures and equity investments.

The Group recorded an impairment loss on these loans to third parties for EUR 19,672k as at 31 December 2023 (2022: EUR 5,484k). As at 31 December 2023, the nominal value of these loans amounts to EUR 24,202k (2022: EUR 19,146k).

The Group examined the financial situation of third parties to determine their ability to meet their financial obligations to the Group. The Group recognised an impairment loss when the analysis showed that the third party was in financial difficulty due to negative equity, or inability to generate profits or due to a liquidation process.

## 28.3 Liquidity risk

Liquidity risk is managed by each Group subsidiary for its obligations. Long-term financing is put in place based on revenue schedules, which significantly reduces the risk of a lack of liquidity to meet the Group's financial obligations.

The Company, as the parent company of the Group, manages the overall liquidity risk of the subsidiaries by providing funding to its subsidiaries, where appropriate, to meet their obligation. The Company holds significant investments in listed securities, classified as equity instruments at fair value that could be used to fund subsidiaries.

| | On the contractual basis of undiscounted cash outflows | | | | | | |
|---|---|---|---|---|---|---|---|
| **31 December 2023** | On-demand | Less than three months | Between 3 - 12 months | Between 1 and 5 | After 5 years | Unknown | **Total** |
| | EUR k | EUR k | EUR k | EUR k | EUR k | EUR k | EUR k |
| Loans and borrowings | - | *6,007* | *14,713* | *42,267* | *19,508* | *2,424* | **84,919** |
| Other financial liabilities | - | *67* | *809* | - | *252* | *150* | **1,278** |
| Non-derivatives (at amortised cost) | - | *67* | *809* | - | - | *150* | **1,026** |
| Derivatives and embedded derivatives (at fair value) | - | - | - | - | *252* | - | **252** |
| Provision | - | *680* | *934* | *100* | - | *129* | **1,843** |
| Trade and other payables | - | *75,964* | *8,951* | *3,107* | *2,181* | *2,447* | **92,650** |
| | **-** | **81,745** | **65,421** | **45,501** | **21,941** | **5,150** | **219,758** |

| | On the contractual basis of undiscounted cash outflows | | | | | | |
|---|---|---|---|---|---|---|---|
| **31 December 2022** | On-demand | Less than three months | Between 3 - 12 months | Between 1 and 5 | After 5 years | Unknown | **Total** |
| | EUR k | EUR k | EUR k | EUR k | EUR k | EUR k | EUR k |
| Loans and borrowings | 1,671 | 106,370 | 203,476 | 834,461 | 851,723 | 10,023 | **2,007,724** |
| Other financial liabilities | - | 126 | 4,665 | 1,961 | - | 8,372 | **15,124** |
| Non-derivatives (at amortised cost) | - | - | 831 | 190 | - | - | **1,021** |
| Derivatives and embedded derivatives (at fair value) | - | 126 | 3,834 | 1,771 | - | 8,372 | **14,103** |
| Provision | - | 749 | 1,653 | 397 | 4,533 | 29,041 | **36,373** |
| Trade and other payables | 2,582 | 82,839 | 69,312 | 4,307 | 2,968 | 10,277 | **172,285** |
| | **4,253** | **190,084** | **279,106** | **841,126** | **859,224** | **57,713** | **2,231,506** |

Amounts included in loans and borrowings include interest accrued at the balance sheet date and principal repayments to be made in future periods based on their expected maturity.

# 29 SHARE-BASED PAYMENT TRANSACTIONS

As at 31 December 2022, the Group was engaged in several share-based payment transactions. All of these transactions resulted from a bonus share allocation plan issued by Total Eren SA.

Following the sale of Total Eren Holding, see note 7, the Group no longer has any transactions in force whose payment is based on shares.

### 29.1 Movements of the year

The following table shows the number and movements of share-based payment plans during the year:

| | November 2021 Agenda Amount | November 2022 Agenda Amount | Total Amount |
|---|---|---|---|
| **Outstanding on 1st January** | **995,400** | **966,095** | **1,961,495** |
| Assigned during the year | (995,400) | (966,095) | **(1,961,495)** |
| **Outstanding as at 31 December** | **995,400** | **966,095** | **1,961,495** |

## 30 COMMITMENTS AND CONTINGENCIES

### 30.1 Commitments granted by the group

The Group has no significant commitments granted to third parties.

### 30.2 Undertakings received

The Group benefits from multiple borrowing capacities from several credit institutions in order to allow the Group to carry out business consolidation operations quickly.

### 30.3 Assets pledged

The Group has pledged collateral assets as part of the loans received, as follows:

| | 31/12/2023 EUR k | 31/12/2022 EUR k |
|---|---|---|
| Land & Buildings | 76,300 | 73,976 |
| Tangible fixed assets | 29,742 | 1,120,138 |
| Restricted cash flow | 59 | 72,689 |
| Securities | 48,211 | 95,715 |

The land and buildings were mainly put as collateral in favour of the bank financing the construction of the Tennis Academy. In addition, the financing and legal structure of the Tennis Academy have been defined as part of the loan agreements. The agreements prohibit the transfer of the titles of the entities forming part of the Academy during the funding period. In addition, the turnover generated by the assets was provided as collateral for borrowings.

Fixed assets in progress and tangible fixed assets have been assigned as collateral in favour of the bank financing the construction of the plants. The shares of the entity holding the power plant are also given as collateral for borrowings. In addition, the turnover generated by the assets was provided as collateral for borrowings.

Portfolios of transferable securities represent investments in listed stocks and bonds. These portfolios are given in return for guarantees given to third parties as well as in return for certain financing granted to the Group.

Finally, the Group has blocked cash on escrow accounts in relation to loans and grants received.

### 30.4 Legal Action

The Group is not engaged in any legal action against the Group.

### 30.5 Contingent liabilities

The Company has granted a liability guarantee to DG Finance for a maximum amount of EUR 3m.

### 30.6 Contingent assets

The Group has no contingent assets.

# 31 Related Party Information

## 31.1 Balances and related party transactions

| 31 December 2023 | Amounts due from related parties<br>EUR k | Amounts due to related parties<br>EUR k | Purchases from related parties<br>EUR k | Sales to related parties<br>EUR k | Interest received from related parties<br>EUR k |
|---|---|---|---|---|---|
| Affiliated Companies | 20,184 | - | - | - | - |
| Joint ventures in which the Group is a joint venture | - | - | - | - | - |
| Key Group Leaders | 3,399 | - | - | - | - |
| *Other Related Parties* | 6,394 | 13,888 | - | - | - |
| Persons with joint control or control in Eren Groupe SA | - | 560 | - | - | - |
| Persons or entities with significant influence over consolidated subsidiaries | - | 12,805 | - | - | - |
| Close family member | - | - | - | - | - |
| Entities for which the above persons have control, joint control, significant influence or are members of Management | 6,394 | 523 | - | - | - |
| | **29,977** | **13,888** | **-** | **-** | **-** |

| 31 December 2022 | Amounts due from related parties<br>EUR k | Amounts due to related parties<br>EUR k | Purchases from related parties<br>EUR k | Sales to related parties<br>EUR k |
|---|---|---|---|---|
| Affiliated Companies | 35,702 | - | - | - |
| Joint ventures in which the Group is a joint venture | - | - | - | (10) |
| Key Group Leaders | 3,176 | - | - | - |
| *Other Related Parties* | 5,374 | 52,434 | (15,011) | (1,907) |
| Persons with joint control or control in Eren Groupe SA | 566 | 797 | (860) | (1,733) |
| Persons or entities with significant influence over consolidated subsidiaries | - | 50,981 | - | - |
| Close family member | - | - | - | - |
| Entities for which the above persons have control, joint control, significant influence or are members of Management | 4,808 | 655 | (14,151) | (174) |
| | **44,252** | **52,434** | **(15,011)** | **(1,917)** |

## 31.2 Terms and Conditions of Related Party Transactions

Sales and purchases from related parties are made on terms equivalent to those prevailing in arm's length transactions. Unpaid balances at the end of the year are not guaranteed and interest-free.

### 31.3 Transactions with members of Management

#### *31.3.1 Remuneration of key management staff*

| | 2023<br>EUR k | 2022<br>Retired<br>EUR k |
|---|---|---|
| Short-term employee benefits | 2,095 | 2,137 |
| Post-employment benefits | - | - |
| Other long-term benefits | - | - |
| Dismissal compensation | - | - |
| Share-based payment transactions | - | - |
| | **2,095** | **2,137** |

## 32 POST CLOSING EVENTS

The main post-closing events are as follows:

### 32.1 Sport Sector

In August 2024, the Group acquired all the shares of Jumpsquare Group Holding BV "JSQ" for EUR 23.8m.

The acquisition of JSQ allows the Group to expand its trampoline fleet business by adding 30 fleets in the Netherlands, Belgium and Germany.

# Report on the audit of the 2023 Consolidated Financial Statements

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To the Shareholders of

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## Report on the audit of the Consolidated Financial Statements

### *Opinion*

We have audited the consolidated financial statements of Eren Groupe S.A. (the “Group”) comprising the statement of consolidated financial position as at 31 December 2023 and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and the notes to the consolidated financial statements, including significant information on accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and consolidated cash flows for the year then ended, in accordance with IFRS Accounting Standards as adopted by the European Union.

### Basis for our opinion

We conducted our audit in accordance with the law of 23 July 2016 relating to the audit profession (the law of July 23, 2016) and the international auditing standards (ISAs) as adopted for Luxembourg by the *Commission de Surveillance du Secteur Financier (CSSF)*. Our responsibilities under the Law of 23 July 2016 and the ISAs as adopted for Luxembourg by the CSSF are further described in the section "Responsibilities of the Chartered Auditors for the audit of the consolidated financial statements" of this report. We are also independent from the Group in accordance with the International Code of Ethics for Professional Accountants, including the International Standards of Independence, issued by the Committee on International Standards of Ethics for Accountants (IESBA Code) as adopted for Luxembourg by the CSSF as well as the rules of ethics that apply to the audit of consolidated financial statements and we have discharged our other ethical responsibilities under these rules. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our audit opinion.

## Other Matter

We draw attention to Note 7, the Group has restated the previous year's figures in the consolidated statement of comprehensive income which is in line with IFRS 5.

## Other information

Responsibility for other information rests with the Management Board. Other information consists of the information presented in the Consolidated Annual Report including the Consolidated MD&A but does not include the Consolidated Financial Statements and our Chartered Auditors' Report on those Consolidated Financial Statements.
Our opinion about the consolidated financial statements does not extend to other information and we do not express any form of insurance on this information.
In respect our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, enjoy if there is a significant discrepancy between them and the consolidated financial statements or the knowledge that we have gained during the audit, or even if the other information seems to otherwise be a significant anomaly. If, in the light of the work that we have done, we conclude to the presence of a significant anomaly in the other information, we are required to report this fact. We have nothing to report in this regard.

## Responsibilities of the Management Board and Corporate Governance Officers for the Consolidated Financial Statements

The Management Board is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards as adopted by the European Union, as well as for such internal control as it considers necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, it is the responsibility of the Management Board to assess the Group's ability to continue as a going concern, to communicate, as the case may be, issues related to the continuity of operations and to apply the accounting principle of going concern, unless the Management Board intends to liquidate the Group or cease its activity or if no other realistic solution is available to it.

Corporate governance officers are responsible for overseeing the Group's financial reporting process.

## Responsibilities of the chartered auditors for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance that the consolidated financial statements taken as a whole are free from material misstatement, whether due to fraud or error, and to issue an Independent Chartered Auditor's report containing our opinion.

Reasonable assurance corresponds to a high level of assurance, which, however, does not guarantee that an audit carried out in accordance with the law of 23 July 2016 and with the ISAs as adopted for Luxembourg by the CSSF will always make it possible to detect any significant anomaly that could exist. Anomalies may arise from fraud or error and are considered material when it is reasonable to expect that, individually or collectively, they could affect the economic decisions taken by that the users of the consolidated financial statements while basing upon them.

As part of an audit conducted in accordance with the law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF, we exercise our professional judgment and exercise critical thinking throughout this audit. Furthermore:

- We identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, the design and implementation of audit procedures in response to such risks, and the collection of sufficient and appropriate evidence to base our opinion. The risk of non-detection of a material misstatement resulting from fraud is greater than that of a material misstatement resulting from an error, as fraud may involve collusion, forgery, voluntary omissions, misrepresentation or circumventing internal control;
- We acquire an understanding of the internal control elements relevant to the audit in order to design audit procedures appropriate to the circumstances and not to express an opinion on the effectiveness of the Group's internal control;
- We evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management Board, as well as the related information provided by the Management Board;
- We conclude on the appropriateness of the Management Board's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a 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 find material uncertainty, we are required to draw the attention of readers of our report to the information provided in the consolidated financial statements about this uncertainty or, if this information is not adequate, to express an amended opinion. Our conclusions are based on the evidence obtained up to the date of our report. However, future events or situations could cause the Group to cease operations;
- We evaluate the overall presentation, the form and content of the consolidated financial statements, including the information provided in the notes, and assess whether the consolidated financial statements represent the underlying transactions and events in a manner that reflects a fair presentation;
- We obtain sufficient and appropriate audit evidence regarding the financial reporting of the Group's entities and activities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and conduct of the Group audit, and take full responsibility for our audit opinion.

We communicate to the Management Board, in particular, the expected scope and timing of the audit work and our significant findings, including any significant internal control deficiencies that we may have identified during our audit.

**Report on other legal and regulatory requirements**

The consolidated management report is consistent with the consolidated financial statements and has been prepared in accordance with applicable legal requirements.

RSM Audit Luxembourg
*Chartered Auditors*

Pierre LEROY
*Partner*

Luxembourg, 26 September 2024