Mutares SE & Co. KGaA, Munich

Combined management and group management report

for the fiscal year from January 1 to December 31, 2024

1. Foundations of the company and the Group

1.1 Business model and organization

Mutares SE & Co. KGaA, Munich, (hereinafter referred to as "the Company" or "Mutares") is an internationally active and listed company focused on special situations.
Mutares' business model comprises three phases of value creation that portfolio companies[1] usually go through after their acquisition during their affiliation with Mutares: *Realignment, Optimization* and *Harvesting*. The initially identified value enhancement potential of a portfolio company is then realized after transformation (restructuring, optimization and repositioning) and/or further development through its sale.

Mutares thus acts like a typical private equity investor for special situations. However, the stock market listing also enables a broad range of investors to participate directly in the business success of a private equity-oriented business model.

When selecting target companies for acquisitions ("targets"), Mutares focuses primarily on the acquisition of parts of large groups (carve-outs) and medium-sized companies in situations of transition. Mutares' investment focus is on companies with high development potential, which already have an established business model – often combined with a strong brand. Against this backdrop, targets with the following characteristics are of particular interest to Mutares for an initial **acquisition** as so-called "platform investments" – i. e. as targets without direct operational links to a company already in the Mutares portfolio

- Economically challenging situation or upheaval (e.g. pending restructuring) and/or spin-off/carve-outs of groups
- Sales of EUR 100 million to 750 million
- Established market position (products, brand, customer base, technology/know-how)
- Operational improvement potential along the value chain
- Focus of activities in a core region of Mutares

[1] The term "participation" is sometimes used as a synonym in the following.

Mutares' traditional core region is the EU; in addition to its domestic market of Germany, Mutares has many local offices in France, Italy, Sweden and Spain, among other countries. In addition, the Company expanded into China by opening an office in Shanghai in fiscal year 2023; further offices were opened in the US, India and Dubai in fiscal year 2024.

Mutares acts as a responsible and entrepreneurial shareholder during the entire time a portfolio company is part of the Mutares Group, actively supporting the upcoming phases of change based on many years of extensive industrial and restructuring experience. The goal is to further develop the portfolio companies, which were unprofitable or unprofitable at the time of acquisition, through organic and inorganic growth and ultimately to sell them at a profit.

The three phases of value creation that follow the acquisition are characterized in particular by the following features:

(1) Realignment

After acquiring targets through its own acquisition companies, Mutares identifies improvement projects along the entire value chain in the portfolio companies using its own specialists and in close cooperation with the local management, which in total result in a comprehensive optimization or transformation program.

(2) Optimization

- The management and employees of the portfolio company play a key role in managing the change associated with this **operational optimization**. Involving employees and management in the Company's success is an important element of the development strategy for Mutares. Through their close cooperation with Mutares consultants on site, the recovery course of the acquired companies is supported in a targeted manner by bringing in Mutares' extensive restructuring know-how. Even after the successful completion of an initial optimization or transformation program, Mutares continues to actively manage its investments. This includes the continuous improvement of internal processes and the monitoring of further development progress as part of ongoing close support.

- Already during the operational stabilization of a portfolio company, **measures for growth** are examined, developed and implemented. These include initiatives for organic growth such as the broadening of the product portfolio through the development of innovative products or the development of new markets and sales channels, partly by means of investments in sales and (production) facilities. Mutares systematically looks for opportunities to develop its investments inorganically as well: With strategic additions, so-called "add-on acquisitions", the rapid implementation of the planned growth strategy of a focused buy-and-build approach is aimed at**.**

- The optimization of a portfolio company regularly includes the **integration of sustainability aspects** into day-to-day operations to an economically justifiable extent, e. g. through targeted capital investments to reduce energy consumption at suitable portfolio companies, which, in addition to positive cost effects, can also have a positive impact on the efficiency and sustainability of the respective portfolio company.

(3) Harvesting

Mutares generally seeks to **sell** a portfolio company to realize its value within three to five years of its acquisition with the aim of achieving an appropriately high return on invested capital over the holding period. Over the entire life cycle (i.e. the period between acquisition and sale), the return on invested capital (ROIC) for Mutares should be a multiple of 7 to 10.

Mutares' organizational form under Company law is that of an SE & Co. KGaA; the Com- pany's business is managed by Mutares Management SE as the General Partner and its Management Board in accordance with the law and the Articles of Association. The interests of Mutares SE & Co. KGaA vis-à-vis Mutares Management SE are represented by the Shareholders' Committee of Mutares SE & Co. KGaA.

Mutares pursues the private equity-typical strategy of allowing shareholders to participate directly and continuously in the Company's success. Against this backdrop, a sustainable and attractive **dividend policy** is one of the main elements of the Mutares business model. The net income of Mutares SE & Co. KGaA relevant for a dividend distribution, is essentially derived from three different sources of income: from the internal consulting business, from dividends from portfolio companies and from exit proceeds from the sale of investments; revenues and dividends (essentially income from investments received in the same period) make up the so-called "portfolio income". Due to this diversified revenue structure, Mutares believes that it is generally in a position to generate a sufficiently high net profit for the year to continue its long-term sustainable dividend policy, even in a difficult year for various investments. Based on this, Mutares has been pursuing a dividend strategy since fiscal year 2023 that provides for an annual minimum dividend of EUR 2.00 per dividend-bearing share; in exceptionally successful fiscal years, the Company also considers in its proposal for the appropriation of profits to what extent the remaining net profit will also be distributed in the form of a possible bonus dividend.

As of December 31, 2024, the portfolio of Mutares SE & Co. KGaA comprises 32 **operating investments** or investment groups (previous year: 30), which are divided into the **four segments** Automotive & Mobility, Engineering & Technology, Goods & Services and Retail & Food.

- Automotive & Mobility:

  The portfolio companies in the Automotive & Mobility segment operate worldwide and supply renowned international original equipment manufacturers ("OEMs") for passenger cars and commercial vehicles.

  (1) Amaneos
  (2) FerrAl United Group
  (3) HILO Group
  (4) Matikon Group
  (5) Peugeot Motocycles Group

- Engineering & Technology:

  The portfolio companies in the Engineering & Technology segment use their expertise in the field of engineering to serve customers from various sectors, including the energy and chemical industries, public infrastructure and the rail sector.

  (6) Byldis
  (7) Clecim
  (8) Donges
  (9) Efacec Group
  (10) Gemini Rail Group and ADComms Group
  (11) Guascor Energy
  (12) La Rochette Cartonboard
  (13) NEM Energy Group
  (14) Sofinter Group
  (15) Steyr Motors

- Goods & Services

  The portfolio companies in the Goods & Services segment offer specialized products and services for customers from various industries.

  (16)
  (17) Alterga (formerly: Eltel Networks)
  (18) Conexus
  (19) Ganter Group
  (20) GoCollective and ReloBus Group[2]
  (21) Greenview
  (22) Palmia[3]
  (23) REDO
  (24) Stuart (SRT Group)
  (25) Terranor Group

- Retail & Food

  The portfolio companies in the Retail & Food segment are manufacturers and distributors in various sectors, including household products and food processing.

  (26) FASANA
  (27) Transparent dairy
  (28) keeeper Group
  (29) Lapeyre Group
  (30) Natura
  (31) Prénatal
  (32) Temakinho

1.2 Research and development

Research and development within the Group is pursued exclusively in Mutares' operating portfolio companies; however, this does not generally include basic research. Product-related development activities are conducted in particular in the technology-driven investments of the Mutares Group, especially in the Goods & Services and Automotive & Mobility segments.

In fiscal year 2024, expenses for research and development in the Group amounted to EUR 7.1 million (previous year: EUR 8.7 million); in addition, development costs of EUR 18.6 million (previous year: EUR 3.3 million) were capitalized in the Group.

[2] The Serbian unit MobiLitas, which was previously part of the Group, was sold in fiscal year 2024.
[3] At the end of the 2024 fiscal year, Mutares sold Asteri Facility Solutions ("Asteri") following a successful repositioning.

2. Economic report

2.1 Macroeconomic and sector-specific framework conditions

World

The global economy showed a moderate recovery in 2024 with forecast growth of around 3.2 %.[4] This recovery is supported by a growing demand for services and a gradual stabilization of supply chains. However, the manufacturing industry remains under pressure, particularly in advanced economies. Inflation is falling faster than expected worldwide, yet remains above central bank targets in many countries. Geopolitical tensions and ongoing problems in the Chinese real estate sector also continue to pose risks. The US economy continues to prove robust, supported by strong consumer spending and a stable job market. Nevertheless, growth is being dampened by restrictive monetary policy and growth of around 2.5 % is expected.[5] China has benefited from government stimulus measures, which are supporting economic growth. Demand for semiconductors and electronics is driving growth in the Asian emerging markets.[6]

Eurozone

Economic output in the eurozone increased by 0.4 % in the third quarter of 2024 compared to the previous quarter and 0.9 % compared to the previous year. Spain and France showed particularly dynamic developments with robust growth in gross domes- tic product. Despite these positive figures, growth in Europe remains weak overall, as high prices and a tight monetary policy are weighing heavy on economic activity. The forecast for 2024 as a whole is growth of around 0.7 %.[7]

The German economy is facing considerable challenges. Price-adjusted gross domestic product is expected to decline by 0.1 % compared to the previous year. This means that the German economy has been stagnating for five years now. The main reasons cited for this are structural problems, in particular digitalization, decarbonization, demographics and deglobalization, which require a reorganization of production structures. The poor order situation and restrictive monetary policy are also putting a burden on the economy.[8]

Investment sector

The recovery in the European private equity market continued in 2024, with significantly increased activity, particularly focusing on investments in artificial intelligence and machine learning. [9]

Fundraising was also strong. The record year in the Nordic countries was particularly notable, while France and the Benelux countries had their worst year in a decade. These differences illustrate the regional fluctuations and the different economic conditions within Europe. M& A activity showed signs of easing the backlog, indicating that investors are regaining confidence in the market. Overall, the European private equity market is expected to continue to recover and grow, with technological innovation and the expertise of experienced managers playing a central role.[10]

[4] https://www.bmwk.de/Redaktion/DE/Schlaglichter-der-Wirtschaftspolitik/2024/12/10-konjunktur-weltwirtschaft.html; accessed March 12, 2025
[5] https://www.ifo.de/fakten/2024-12-12/ifo-konjunkturprognose-winter-2024-deutsche-wirtschaft-am-scheideweg; accessed March 12,
[6] https://www.bmwk.de/Redaktion/DE/Schlaglichter-der-Wirtschaftspolitik/2024/12/10-konjunktur-weltwirtschaft.html; accessed March 12, 2025
[7] https://www.ifo.de/fakten/2024-12-12/ifo-konjunkturprognose-winter-2024-deutsche-wirtschaft-am-scheideweg; accessed March 12, 2025
[8] https://www.ifo.de/fakten/2024-12-12/ifo-konjunkturprognose-winter-2024-deutsche-wirtschaft-am-scheideweg; accessed March 12, 2025
[9] https://pitchbook.com/news/reports/2024-annual-european-pe-breakdown; accessed March 12, 2025
[10] https://pitchbook.com/news/reports/2024-annual-european-pe-breakdown; accessed March 12, 2025

The private equity market in Germany is also back on a growth path. The focus of financial investors remains on SMEs. Despite the challenges posed by sellers' high asking prices and difficult financing options, many investors expect a positive economic development and an imminent upturn, with the IT and software sector and the traditional industrial sector in particular being a strong focus for investors.[11]

2.2 Business performance

In the fiscal year 2024, the **Mutares Group** generated revenue of EUR 5,261.6 million (previous year: EUR 4,689.1 million) and earnings before interest, taxes, depreciation and amortization ("EBITDA") in accordance with IFRS of EUR 117.1 million (previous year: EUR 756.9 million). Adjusted EBITDA (as defined in section 5.1) amounted to EUR -85.4 million (previous year: EUR+ 3.5 million).

The revenues of **Mutares SE & Co. KGaA** as the holding company of the Mutares Group result from the Group's internal consulting business, i. e. consulting services to affiliated companies and management fees. The increase to EUR 109.8 million in fiscal year 2024 (previous year: EUR 103.6 million) is a consequence of the expanded portfolio resulting from the high level of acquisition activity in the past, which was followed by the planned expansion of operational consulting capacities. The result is net profit for the year in accordance with HGB of EUR 108.3 million compared to EUR 102.5 million in the previous year.

Mutares' business performance in the fiscal year 2024 was characterized by the following significant events:

- *Further internationalization and geographical expansion*

  Mutares is present in the defined strategic core markets through local Mutares companies. This is intended to ensure a constant flow of deals based on a regional network.

  Mutares' traditional core region is the EU; in addition to its domestic market of Germany, Mutares has many local offices, in France, Italy, Sweden and Spain. In fiscal year 2024, expansion into Asia continued by opening a second Asian location in Mumbai (India) after China. This market entry in India via its own local Mutares company represents a logical step considering that the portfolio companies SFC Solutions and MoldTecs (both part of Amaneos) already have activities in this fast-growing market. In addition, local offices were also opened in the US and Dubai in fiscal year 2024.

[11] https://www.roedl.de/themen/studie-private-equity-deutsche-beteiligungsbranche-2024; accessed March 12, 2025

- *High transaction activity*

  Fiscal year 2024 was once again characterized by a high level of transaction activity. All four segments were strengthened by a total of **13 completed acquisitions**[12] . In addition, agreements were signed for six further acquisitions, each of which had not yet been completed as at the reporting date. Goodwill in the consolidated statement of financial position increased to EUR 90.7 million (December 31, 2023: EUR 8.6 million), mainly due to the acquisition of the Sofinter Group. The other acquisitions also resulted in gains from bargain purchases totaling EUR 268.9 million (previous year: EUR727.2 million), which are reported under other income in the consolidated financial statements.

  On the exit side, Mutares completed **seven sales** of portfolio companies[13] in the fiscal year 2024. These resulted in a cash inflow for the Mutares holding company of approximately EUR 70 million and income at the Annual Financial Statements level of approximately EUR 112.8 million. This also includes the effects from the IPO of Steyr Motors AG and the contribution of shares in Steyr Motors AG to a wholly owned Mutares subsidiary at the market price of EUR 14.00 per share on the contribution date in December 2024. On October 28, 2024, Steyr Motors AG was admitted to trading on the open market (Scale segment) of the Frankfurt Stock Exchange. In this context, Mutares placed 910,000 shares at an offer price of EUR 14.00 per share. At the level of the Consolidated Financial Statements, the deconsolidations resulted in gains of EUR 82.9 million (previous year: EUR 118.6 million) and losses of EUR 12.5 mil- lion (previous year: EUR 13.7 million) for fiscal year 2024, which are reported in other income and other expenses in the Consolidated Financial Statements.

- *Restructuring and development progress in the portfolio*

  In an environment that remains challenging in some cases, especially in the Auto- motive & Mobility segment, Mutares' various portfolio companies implemented comprehensive operational improvement, transformation or restructuring programs over the course of the fiscal year in line with the basic orientation of the Mutares business model. For portfolio companies that have been part of the Mutares portfolio for at least twelve months and for which a valid assessment of the restructuring and development progress is therefore possible, the Management Board assesses the restructuring and development progress at SFC Solutions (part of Amaneos), Guascor Energy, NEM Energy Group, Steyr Motors, Palmia, Terranor Group and keeeper Group in particular as positive or very positive. The Management Board also sees significant progress in some cases in realizing improvement potential at Gemini Rail and Conexus. In contrast, the Management Board believes that there are significant challenges, particularly at HILO Group, Peugeot Motocycles, Byldis, La Rochette, Fasana and Lapeyre. Following the many add-on acquisitions for the FerrAl United Group, the focus in the short term is on necessary optimization measures, particularly at Cimos, Selzer and PrimoTECS, and subsequently on the fur- ther integration of the FerrAl United Group.

[12] This does not include the acquisition of Serneke Sverige AB and its subsidiaries ("Serneke" or "Serneke Group"), a Swedish general contractor for the construction of service and infrastructure properties, residential properties and commercial properties; see the supplementary information in section 2.3.

[13] In addition, the net assets of an Italian operating facility of Guascor Energy and the operating part of the network activities of Conexus were sold in the 2024 fiscal year. Furthermore, two liquidated companies from the Walor Group and TeamTex were deconsolidated as a result of insolvency.

- *Increase in the bond and new bond issue by the company as well as strategic financing in the portfolio*

  In January 2024, the Company as issuer increased the existing senior secured bond with a nominal volume of EUR 150 million and a term until March 31, 2027 ("Bond 2023/2027") by an amount of EUR 100 million to the maximum nominal volume of EUR 250 million. This bond bears interest at the 3-month EURIBOR (EURIBOR floor of 0.00 %) plus a margin of 8.5 %. In September 2024, Mutares also issued a senior secured bond with a nominal volume of EUR 135 million and a term until September 2029 ("Bond 2024/2029"). The proceeds of the issue were used for general company financing. The bond bears interest at the 3-month EURIBOR (EURIBOR floor of 0.00 %) plus a margin of 6.25 % and can be increased to a nominal volume of up to EUR 300 million during its term.

  With a value date of April 12, 2024, GoCollective, an investment from the Goods & Ser- vices segment, issued a senior secured bond with a nominal volume of EUR 40 mil- lion and a term until April 12, 2027. The proceeds of the issue are to be used to refinance current liabilities and to finance the strategic realignment. The bond is listed on the Frankfurt Stock Exchange and bears interest quarterly, for the first time on July 12, 2024, at the 3-month EURIBOR (EURIBOR floor of 0.00 %) plus a margin of 8.50 % and can be increased to a nominal volume of up to EUR 50 million during the term, depending on market conditions. After the reporting date, the bond was successfully increased by a nominal volume EUR 10 million.

  Additional external financing was secured to finance the further transformation of the FerrAl United Group in the Automotive & Mobility segment. A loan totaling EUR 35 million with a term of two years was drawn down at the end of June 2024 with an initial tranche of EUR 10 million. The further tranches totaling EUR 25 million were disbursed in the second half of 2024. The loan bears interest quarterly at the 3-month EURIBOR (EURIBOR floor of 0.00%) plus a margin of 12.00%.

- *Dividend resolution of the 2024 Annual General Meeting*

  In accordance with the resolution of the Annual General Meeting on June 4, 2024, a dividend of EUR 2.25 per share (previous year: EUR 1.75 per share) was paid out for fiscal year 2023; the dividend amount is made up of a minimum dividend of EUR 2.00 per dividend-bearing share and a bonus dividend of EUR 0.25 per dividend-bearing share in accordance with the Company's breakdown. This means that a total of around EUR 47.4 million of the Company's net retained profits was distributed in fiscal year 2024 (previous year: EUR 36.1 million).

- *Expansion of the Management Board of Mutares Management SE, which manages the business of Mutares SE & Co.*

  The Supervisory Board of Mutares Management SE, the General Partner of Mutares SE & Co. KGaA, which manages the business of Mutares SE & Co. KGaA, has expanded the Management Board of Mutares Management SE to four members with effect from July 1, 2024, in order to reflect the size achieved and the ambitious growth and expansion efforts of the Company. In this context, Johannes Laumann, who was a member of the Mutares Management Board from 2019 to 2023, will return to his former position as Chief Investment Officer (CIO) on the Management Board of Mutares Management SE. In addition, the Supervisory Board has appointed Dr. Lennart Schley to the Management Board of Mutares Management SE to serve as Chief Operating Officer (COO).

2.3 Reports from the portfolio companies

The following notes the developments of the portfolio companies in the segments of the Mutares Group in the fiscal year 2024.

Automotive & Mobility segment

No.	Participation	Industry	Head office	Value creation phase[14]
(1)	**Amaneos**	Global partner for plastic-based systems for the automotive industry	various	Optimization
(2)	**FerrAl United** Group	Supplier for mechanically processed multi-material solutions and systems	various	Optimization
(3)	**HILO**	System supplier for automotive engineering	Halver/DE Hainichen/DE	Optimization
(4)	**Matikon** Group	Supplier of plastic-based systems for the automotive industry	Horb am Neckar/DE	Realignment
(5)	**Peugeot Motocycles** Group	Manufacturer of two- and three-wheeled scooters	Mandeure/FR	Realignment

In 2024, sales figures in the international automotive markets increased by 1.7 % compared to the previous year, with individual regions developing differently and some recording strong growth while others continued to face challenges:[15]

Sales in Europe increased by 4.3 % in 2024, driven by positive developments in the Netherlands, Portugal, Spain and Turkey. Despite the minor impact of the semiconductor supply issues in 2024, vehicle availability has improved significantly. Despite this moderately positive development, the European market as a whole continues to lag behind the pre-crisis level of 2019. Sales figures in North America rose by 3.8 % year- on-year in 2024, and by 1.5 % in China.

Globally, electric vehicles accounted for more than 21 % of all newly registered passenger cars in 2024. However, in Europe, sales of electric vehicles declined in 2024. [16]

The business environment for the automotive industry remains very challenging: in Europe in particular, but also in other parts of the world, overall economic demand remained subdued as a result of geopolitical and macroeconomic uncertainties. Energy prices, which remained high in some cases, and further increases in consumer prices also had a negative impact.

In the segment's portfolio companies, this industry-wide dynamic on the sales side was reflected in some short-term cancellations or postponements of call-offs by original equipment manufacturers

[14] As described in section 1.1; Management Board assessment from the first quarter of the 2024 fiscal year, which will be maintained for the remainder of the year.
[15] "Global Sales and Production Commentary" by S&P Global Mobility, as of January 2025; accessed on January 30, 2025
[16] https://www.isi.fraunhofer.de/de/blog/themen/batterie-update/elektroauto-verkaeufe-2024-china-vor-marsch-stagnation-europa.html; accessed March 12, 2025

(OEMs). At the same time, successes were achieved in negotiations with customers regarding the passing on of cost increases and compensation payments. The sales revenue of the Automotive & Mobility segment amounted to EUR 2,223.2 million for fiscal year 2024 (previous year: EUR 1,878.3 million). Besides the price increases implemented, this increase was mainly due to the acquisitions made in the previous year and the fiscal year, most notably the add-on acquisitions for the FerrAl United Group, the HILO Group and Matikon. EBITDA for this segment amounted to EUR 130.1 million for the fiscal year 2024 (previous year: EUR 232.2 million). This includes gains from bargain purchases from the acquisitions in the fiscal year totaling EUR 219.7 million, in particular for the acquisitions of Matikon and Walor North America. The gains from bargain purchases in the previous year (EUR 271.6 million) resulted in particular from the acquisitions of MMT-B and Walor as add-on acquisitions for the FerrAl United Group. Adjusted EBITDA was impacted by the aforementioned industry-wide dynamic on the sales side. As a result, the majority of the segment's portfolio companies did not show the desired development in profitability. As a result, adjusted EBITDA for fiscal year 2024 amounted to EUR –45.9 million (previous year: EUR +3.3 million). For further details on developments in the segment, please refer to the following comments on the individual portfolio companies.

AMANEOS

Mutares has established a new globally oriented Tier 1 automotive supplier under the umbrella brand Amaneos. The separate subsidiaries MoldTecs Group, LMS as well as the SFC and Elastomer companies are combined under Amaneos, without giving up their legal and operational independence. Amaneos is positioned as a globally active specialist for exterior and interior systems, rubber and sealing solutions as well as high-performance plastic parts with production and business sites in key markets for the auto- motive industry worldwide.

MoldTecs is a global supplier of high-performance plastic parts for the automotive industry and supplies all of the world's leading OEMs with a comprehensive product portfolio that includes intake manifolds, high-pressure air lines, air ducts and all types of fluid reservoirs. MoldTecs manufactures these products using state-of-the-art injection molding, blow molding and welding technologies at its three European sites in France and Germany as well as at its newly established sites in China and India. In the course of the transformative global expansion, additional production sites in North America (the United States and Mexico) will be needed, which will entail extensive liquidity requirements for which additional sources of financing will need to be tapped. In April 2025, MoldTecs was able to secure loan financing with a nominal amount of EUR 30.0 million. These two additional sites are being planned in close cooperation with existing pro- duction facilities of other portfolio companies in the segment in order to utilize existing capacities and minimize the operational risks of a greenfield approach. The planned North American sites are to be utilized mainly with existing products relocated from the previous owner and will be ready for operation in the second half of fiscal year 2025. Based on the restructuring measures implemented in Europe, particularly in the German plants, as well as renegotiations with important customers regarding loss-making products, MoldTecs already achieved a slightly positive operating result in fiscal year 2024 with revenue that was significantly 17 lower than originally planned. The expansion of the new sites in North America is intended to compensate for the decline in sales in Europe. At the same time, however, the operating result will be burdened by start-up losses from the expansion, but is nevertheless expected to break even in fiscal year 2025.

Light Mobility Solutions ("LMS") is a supplier of exterior elements and systems for the automotive industry and supplies all leading European OEMs with a comprehensive product portfolio that includes trims, radiator grilles, sill, side and roof panels as well as spoilers and other exterior trim parts. The portfolio company manufactures at its pro- duction sites in Germany with technological focuses on injection molding, surface treatment (painting and chrome plating) and assembly. In fiscal year 2024, LMS continued to face a challenging market environment with high volatility in the form of short-term production cancellations by OEMs and permanent and sometimes very short-term adjustments to call-offs. Nevertheless, LMS managed to achieve a slightly positive operating result thanks to various operational countermeasures. The high order volumes with new business won lead to a positive outlook for sales development and profitability in the medium term, but make it necessary to look for additional sources of liquidity to finance the new ramp-ups. In this respect, LMS's liquidity situation was under considerable strain in the fourth quarter of fiscal year 2024. However, a solution to the short-term liquidity bottlenecks was found in the first quarter of fiscal year 2025 thanks to significant contributions from major customers. For fiscal year 2025, the management expects to see a slight increase in revenue and, based on the successful realignment with competitive cost structures, a significant increase in operating earnings. At the same time, however, the outlook continues to be clouded by OEMs postponing the start dates for newly acquired orders, as well as ongoing volume declines in the existing business.

The group of portfolio companies **SFC Solutions** and **Elastomer Solutions** is active in the fields of fluid transfer systems and sealing solutions and the production of rubber and thermoplastic components with sites in Europe, Mexico and India. In fiscal year 2024, the joint management focused on optimizing the production network in order to further increase efficiency in production and logistics processes, exploit synergies between the individual plants and negotiate price increases with customers due to higher procurement costs. Despite a difficult market environment, particularly in Europe and the US, which was characterized by persistently low sales figures, a materially positive operating result was achieved overall in fiscal year 2024, which – with the exception of negative earnings contributions from the Italian SFC Solutions plant and the Elastomer companies – was in line with or even exceeded the original planning. On this basis, the management expects a further significant improvement in the operating result to a materially positive level in fiscal year 2025. The financial position of the Italian SFC company, which was burdened by the negative operating result and received financing from other Group companies in the fiscal year 2024, is to receive additional liquidity in the fiscal year 2025 through external financing, particularly in the form of a sale and leaseback.

To strengthen SFC Solutions' market presence as a global partner for plastic-based systems for the automotive industry, the acquisition of **Cikautxo** Rubber & Plastic Components (Kunshan) Co., Ltd. was completed in June 2024. Cikautxo specializes in the development and production of rubber and plastic components for the automotive and house- hold appliance industries. The add-on acquisition gives SFC Solutions a site that can be used directly for the filling of orders already placed in the past. The goal is to further expand SFC Solutions' production presence in Asia, to better support existing custom- ers and to open up new market opportunities.

With effect from January 15, 2025, Mutares acquired the assets and liabilities of S. M. A. Metalltechnik GmbH & Co. KG as well as all shares and voting rights in its subsidiaries ("S. M. A. Metalltechnik"). **S. M. A. Metalltechnik**, now operating under the name SFC Climate Solutions, headquartered in Backnang, Germany, specializes in the development and manufacture of high-density aluminum tubing, particularly for cooling media in the automotive sector, such as for interior air conditioning and battery cooling. In addition to Germany, the Group has production facilities in South Africa, Romania and China. The business will be integrated into the SFC Group as a new subsidiary, thereby strengthening its product expertise and customer portfolio in the Automotive & Mobility segment.

FERRAL UNITED GROUP

As a newly created umbrella brand, FerrAl United Group combines various automotive suppliers in the portfolio, which will also be gradually networked organizationally. FerrAl United Group comprises the portfolio companies Cimos, PrimoTECS and Rasche Umformtechnik as well as the add-on acquisitions of MMT-B, BEW, Selzer, Gesenkschmiede Schneider, Schöneweiss & Co., Falkenroth Umformtechnik, Walor and KmB made in fiscal years 2023 and 2024, each of which will retain their legal independence. The purpose of the organizational merger is to bundle the portfolio companies' expertise in the field of metallic components and systems for the automotive industry. The spectrum ranges from metal forming and mechanical processing to assembly and testing.

Cimos, with its headquarters in Slovenia and eight plants in Slovenia, Croatia, Serbia and Bosnia-Herzegovina, is a manufacturer of automotive components such as compressor and center housings, engine mounts, brake discs and drums, transmission parts, nozzle rings and flywheels. Certain covenants were agreed for part of the financing taken up by Cimos, which had not been met as of the reporting date. PrimoTECS manufactures forged parts that are used in electric, hybrid and conventional powertrains in the auto- motive industry at two sites in northern Italy. The development of the two portfolio companies in fiscal year 2024 was characterized by the ongoing transformation of drive technologies in the passenger car market, in some cases drastically declining sales volumes and a lack of success in winning new business, while at the same time the initiatives, particularly with regard to increasing production efficiency and strict cost control, could not be implemented to a sufficient extent. As a result, the operating result fell considerably short of the original plans. As a result, the focus was on liquidity management and measures to refinance the extensively leveraged portfolio companies. In this context, a debt restructuring process was initiated at PrimoTECS in March 2024 through comprehensive debt relief on the part of the external financing partners with a simultaneous obligation on the part of the FerrAl United Group to recapitalize the company, which was completed in January 2025 and thus after the reporting date.

"Manufacturing the Mobility of Tomorrow – Bordeaux" ("MMT-B") is a manufacturer of drive solutions for the automotive and mobility industry. The range of services extends from engineering (industrialization, product development) to production (machining, welding, heat treatment, assembly). The core element of the transformation of MMT-B is the expansion of the current range of services and a diversification of the offering to compensate for the expected decline in business with the current customer while at the same time adjusting cost structures, including in the area of personnel. Due to the ongoing transformation and the continued low call-offs from OEMs, MMT-B will generate a slightly negative operating result in fiscal year 2025 and a positive result again in the medium term.

BEW-Umformtechnik ("BEW") is a manufacturer of forged parts in raw, pre-formed or ready-to-install versions. BEW produces parts and components for transmissions, axles and steering systems in commercial vehicles, passenger cars, agricultural, material handling and construction machinery as well as for applications in general mechanical engineering and in the valves and hydraulics industry. Due to the stable development of sales and effective cost management, BEW achieved a balanced operating result in fiscal year 2024 and shows promising synergy potential with the portfolio company **Rasche Umformtechnik ("Rasche")**, which is expected to achieve a slightly positive operating result again in fiscal year 2025.

Selzer produces ready-to-install metal components and assemblies for automotive transmissions, brakes and engines as well as industrial applications. The company has four sites in Germany and abroad, including in Bosnia. Developments in fiscal year 2024 were characterized by the restructuring in Germany and the ramp-up of new projects at the site in Bosnia. The operating result was negatively impacted by non-recurring effects in connection with the restructuring and fell significantly short of expectations. Although initial successes from the aforementioned measures became apparent at the end of fiscal year 2024, the local management expects to significantly improve the operating result in fiscal year 2025.

Gesenkschmiede Schneider, Schöneweiss & Co. and Falkenroth Umformtechnik with production facilities in Germany specialize in forging and machining technologies for the truck market. The portfolio companies are already profitable and expect to be able to further increase their operating result to a materially positive level in fiscal year 2025. Walor International **("Walor")** has its headquarters in France and has additional pro- duction sites worldwide. As a manufacturer of forged and machined steel parts, Walor offers a comprehensive range of products for powertrains, steering systems, bodyshells and passive safety applications for passenger cars. The acquisition of a plant in the US was completed to underscore the company’s international expansion. The portfolio company, which has since been renamed “**Walor North America**”, is a manufacturer of forged parts for drive solutions for the entire automotive and mobility industry. Through its strategic integration into Walor International, the FerrAl United Group is now in a position to offer customers in North America its technology and product portfolio in local production and also to gain new customers.

KmB Technologie GmbH (“KmB”) is a manufacturer of workpieces, including high-precision turned and milled parts, which are used in steering systems, transmissions and chassis of various automotive manufacturers and was acquired in the third quarter of 2024. KmB develops and produces in small and large series along the entire value chain, focusing on both cutting and non-cutting machining technologies that enable the pro- duction of high-end solutions for a strong customer base, including well-known OEMs and Tier 1 suppliers.

Immediately following the completion of these two add-on acquisitions, a Mutares team developed a transformation plan in collaboration with the local management and began implementing it. On the one hand, this is aimed at measures to increase profitability, e. g. by renegotiating terms with suppliers and customers, optimizing the supply chain, realigning production processes and implementing internal synergies. At the same time, a second focus is on breaking away from the structures of the previous owners and integrating and merging the individual portfolio companies within the FerrAl United Group. The integration into the FerrAl United Group is intended to realize synergies in the area of customers and production sites. In addition, the merger of the individual portfolio companies will contribute to improvements in procurement and the realization of cross-selling potential, which should ultimately increase the competitiveness of the FerrAl United Group.

Additional external financing was secured to finance the further transformation of the FerrAl United Group in the Automotive & Mobility segment. A loan totaling EUR 35 mil- lion with a term of two years was drawn down at the end of June 2024 with a first tranche of EUR 10 million. The further tranches totaling EUR 25 million were disbursed in the second half of 2024. The loan bears interest quarterly at the 3-month EURIBOR (EURIBOR floor of 0.00 %) plus a margin of 12.00 %.

In fiscal year 2024, the FerrAl United Group’s revenue fell short of the original planning expectations in a difficult environment with declining volumes in the relevant markets in Europe, in some cases significantly so. Profitability was negatively impacted by this and the continued negative contributions from add-on acquisitions in some cases, resulting in a slightly negative operating result. For fiscal year 2025, the management of the FerrAl United Group expects a significant improvement in the operating result to a slightly positive level with a material increase in revenue compared to the reporting period.

HILO GROUP

At the beginning of the fiscal year 2024, Mutares announced that it would combine the global supplier business for hinges and locking systems for OEMs in the newly renamed HILO Group, including the investments KICO Group and ISH Group as well as the add-on acquisitions High Precision Components Witten and Prinz Kinematics, which were completed for these two portfolio companies at the end of 2023 and the beginning of 2024 respectively. As a result of this combination, HILO Group has a global presence with production sites in important local markets in the automotive industry.

As a supplier to the automotive industry, **KICO** develops, industrializes and manufactures locking systems for passenger cars at its production and assembly plants in Germany and Poland. **Innomotive Systems Hainichen (“ISH”)** is a manufacturer of advanced, high- precision door hinges made of steel or aluminum as well as door checks and complex hinges for hoods, tailgates and lids. ISH operates two production facilities in Germany and China and offers its customers products and services along the entire value chain from customer-specific product development to CNC machining, broaching, welding, hardening and semi- and fully automated assembly lines with integrated quality control. The acquisition of **High Precision Components Witten ("HPC Witten")** was completed at the end of fiscal year 2023. HPC Witten specializes in the production of hinges for tailgates and hoods as well as transmission parts and body frame structures and manufactures the products by stamping, fineblanking, CNC machining, welding and laser cutting at its production site in Germany. The acquisition of **Prinz Kinematics ("Prinz")** followed in January 2024. Prinz specializes in the development and manufacture of advanced hinge systems for the automotive industry and supplies components to OEM customers worldwide. The product range includes door hinges, trunk hinges and com- plex kinematic systems for conventional and innovative automotive designs.

The HILO Group's integration and transformation efforts are aimed at implementing further synergy measures. One core element is the consolidation of functions, particularly in the administrative area, and in this context the relocation of these to a dedicated service center in Romania, which was put into operation in fiscal year 2024. The current network of locations is also being scrutinized and the consolidation of sites is being examined. Activities in Eastern Europe are to be strengthened and the strategic market potential of this region is to be leveraged with the production facilities in Poland and Bulgaria. In addition, the two Chinese plants will also play an important role in the HILO Group's future production network. At the same time, further measures were implemented at the German sites to increase flexibility and adjust capacities to the general decline in market demand. However, it was not possible to fully offset the impact of the continued low call-off volumes with the aforementioned initiatives. In addition, the lack of availability of key components, continued cost pressure and persistently high financing costs posed significant challenges for the HILO Group in fiscal year 2024, which had a negative impact on both profitability and liquidity in fiscal year 2024. As a result, the HILO Group's operating result for fiscal year 2024 fell significantly short of the original plans. This also led to the failure to comply with agreed covenants in financing agreements. The management of the HILO Group has therefore taken extensive measures to secure liquidity through additional financing solutions and at the same time by increasing profitability. On this basis, HILO Group expects a significant improvement in profitability coupled with a gradual easing of the liquidity situation for fiscal year 2025.

MATIKON GROUP

In the third quarter of fiscal year 2024, Mutares acquired fischer automotive systems GmbH & Co KG ("fischer automotive") and its subsidiaries from fischerwerke GmbH & Co KG. The portfolio company has since been renamed **Matikon** and develops, produces and distributes kinematic components for vehicle interiors and exteriors, such as air vents, storage compartments, cup holders and electrically operated tailgates. The company manufactures and develops the products at its headquarters in Germany as well as at other plants in the Czech Republic, Serbia, China and the US.

Immediately following the completion of the acquisition, a Mutares team developed a transformation plan in cooperation with the local management and began implementing it. The cornerstone of this plan is the concentration of all production at the current Matikon sites in the Czech Republic and Serbia, accompanied by price renegotiations with customers and suppliers, and numerous initiatives to increase efficiency in pro- duction processes. The management also expects significant new business in Serbia and China. On this basis, Matikon is expected to achieve a slightly positive operating result as early as fiscal year 2025.

PEUGEOT MOTOCYCLES GROUP

Mutares holds a majority of the shares in **Peugeot Motocycles ("PMTC")** and a controlling majority of 80 % of the voting rights. PMTC develops and produces two- and threewheeled scooters, which

are sold through subsidiaries, importers and dealers in France and internationally on three continents.
As part of the restructuring plan, measures were implemented to improve profitability, such as renegotiating terms with suppliers, optimizing the supply chain, adjusting production capacity to the lower demand and realigning the production process. PMTC has added three brands and model series to its product portfolio, is continuing to work on the development of new electrified models and has also entered into strategic partnerships in the areas of research and development and distribution.

In fiscal year 2024, the sales figures were significantly lower than planned in the context of a market-wide decline in demand in this segment in Europe, which was exacerbated in the second half of fiscal year 2024 by the transition to the Euro5+ standard and more intense competition from Chinese manufacturers. Measures to adjust production and supply chain capacity and reduce structural costs were unable to fully compensate for the resulting impact on profitability, resulting in a clearly negative operating result for fiscal year 2024. For fiscal year 2025, PMTC expects its sales figures in Europe to remain under pressure, while growth opportunities will arise in the Asian markets due to the strategic partnerships entered into. The management continues to focus resources on product development and strategic partnerships and is accelerating its efforts to reduce the cost base. As a result, PMTC expects a break-even operating result for fiscal year 2025.

Engineering & Technology segment

No.	Participation	Industry	Head office	Value creation phase[17]
(6)	**Byldis**	Manufacturer of prefabricated concrete elements for medium- and high-rise buildings	Veldhoven/NL	Realignment
(7)	**Clecim**	Supplier of high-end solutions for steel processing lines	Savigneux/FR	Harvesting
(8)	**Donges** Group	Full-service provider for building envelopes and steel structures	Darmstadt/DE	Harvesting
(9)	**Efacec** Group	Provider of energy, technology and mobility solutions	Oporto/PT	Realignment
(10)	**Gemini Rail** and **ADComms** Group	Industrial, technological and infrastructure service provider for the British rail industry	Wolverton/UK Scunthorpe/UK	Optimization
(11)	**Guascor Energy**	Gas and diesel engine manuf acturer	Zumaia/ES	Optimization
(12)	**La Rochette Cartonboard**	Folding carton manufacturer	Valgelon-La Rochette/FR	Harvesting
(13)	**NEM Energy** Group	Supplier and service provider for steam generators with heat recovery, heat exchangers and reactors	Zoeterwoude/NL Düsseldorf/DE	Optimization
(14)	**Sofinter** Group	Supplier of industrial and utility steam boilers	Gallarate/IT	Realignment
(15)	**Steyr Motors**	Manufacturer of diesel engines and electric auxiliary drives for special applications	Steyr/AT	Harvesting

The investments in the Engineering & Technology segment generated sales of EUR 1,142.0 million in fiscal year 2024 (previous year: EUR 933.9 million). The increase is the result of opposing effects: On the one hand, the exits from the previous year, above all that of SMP, led to a decline in sales revenue. On the other hand, the acquisitions from the previous year and fiscal year 2024 made a positive contribution to revenue development, in particular Efacec, which was acquired in fiscal year 2023, and Sofinter, which was acquired in fiscal year 2024. Significant consolidation effects from transactions – in particular compared to the previous year – must be taken into account in the segment's EBITDA for fiscal year 2024: While the only acquisition in fiscal year 2024 in the Engineering & Technology segment, namely the acquisition of Sofinter, resulted in goodwill, in the previous year, the acquisitions led to gains from bargain purchases of EUR 162.5 million and the exit activities at that time, in particular the exit of SMP, led to deconsolidation results totaling EUR 117.6 million. At EUR –49.9 million, EBITDA in the Engineering & Technology segment in fiscal year 2024 was significantly below the previous year's EBITDA of EUR 227.6 million due to these consolidation effects. However, adjusted EBITDA increased encouragingly to EUR –10.9 million (previous year:

[17] As described in section 1.1; Management Board assessment from the first quarter of the 2024 fiscal year, which will be maintained for the remainder of the year.

EUR −14.5 million) as a result of partly offsetting effects. While some of the portfolio companies, above all, Guascor Energy, NEM Energy Group and Steyr Motors, achieved a significant improvement in profitability compared to the previous year, other portfolio companies, in particular Byldis and Efacec, which were only acquired in the fourth quarter of fiscal year 2023, made a negative contribution to adjusted EBITDA in the Engineering & Technology segment in fiscal year 2024. For further details on developments in the segment, please refer to the following comments on the individual portfolio companies.

On November 29, 2024, Mutares, through a subsidiary, formally completed the acquisi- tion of Serneke Sverige AB and its subsidiaries ("Serneke" or "Serneke Group"), a Swedish general contractor for the construction of service and infrastructure properties, residential properties, and commercial properties. However, from Mutares' perspective, the signing of the purchase agreement and its execution were brought about by active misrepresentation and concealment of material information on the part of the seller. Therefore, Mutares' subsidiary (as the buyer of Serneke) contested the purchase agreement by letter dated January 2, 2025; if the contestation is successful, the purchase agreement will be deemed null and void from the outset. Despite the formal completion of the acquisition of all voting rights, the criteria defining control within the meaning of IFRS 10 were not met in this acquisition. Although there was a legal basis for the transfer of decision-making powers, the rights affected were not substantial within the meaning of IFRS 10.B23, as they could not be exercised in practice. Due to these circumstances, the Serneke Group was not included in the consolidated financial statements as of December 31, 2024. Mutares assumes that neither control (within the meaning of IFRS 10) nor significant influence (within the meaning of IAS 28) has ever existed.

BYLDIS

Byldis designs, manufactures and assembles prefabricated or off-site manufactured building elements for high to medium-rise buildings in the European construction market.

Since the acquisition in the fourth quarter of fiscal year 2023, the management, with the support of the Mutares team, has focused on restarting business activities following the insolvency under the previous owner, particularly on establishing relationships with customers and suppliers. The operating result was significantly negative, burdened by the acquired projects that were still ongoing. In this context, extensive countermeasures were implemented to adapt to the persistently difficult market situation. On this basis, increased activity is expected in the core geographical markets in fiscal year 2025, which is not expected to materialize until the end of the year or beyond due to the usual lead times for projects. Until then, the local management will also focus on the development of liquidity.

CLECIM

Clecim is a supplier of steel processing equipment, stainless steel rolling mills and mechatronic products and services based in France.

In the core markets in Europe and the US, key players have postponed major investments in downstream steel activities, which has significantly reduced the volume of project awards. Thanks to the many countermeasures implemented, combined with continuous improvements in project management, Clecim was able to achieve a slightly positive operating result in fiscal year 2024. In addition, Clecim's management took important steps in fiscal year 2024 to diversify the customer portfolio outside of its current core business. In this context, significant orders were won for the first time in the defense and hydropower sectors, which will result in future sales revenues and support the operating result in years to come. Based on this, Clecim expects to see a slight increase in sales revenue and a continued slightly positive operating result for fiscal year 2025.

DONGES GROUP

Donges Group offers solutions in the field of steel bridges, steel structures and façade systems as well as active wall systems.

Based on a very well-filled order book due to promising incoming orders in previous years, the management of **Donges SteelTec** expected a significant increase in sales in fiscal year 2024. Nevertheless, due to further customer delays in a major project, developments in fiscal year 2024 fell short of planning. Despite this, however, a slightly positive operating result was achieved as in the previous year. The local management of Donges SteelTec is confident that the positive development in terms of revenue and the operating result will materialize with the project launches that have now been completed and, on this basis, expects a significant increase in revenue and nearly a doubling of the operating result for fiscal year 2025 compared to fiscal year 2024.

The performance of the **Kalzip Group**, which is part of the Donges Group, remained stable in fiscal year 2024, with sales revenues in line with planning and a significant improvement in operating earnings. Sales development proved resilient to the challenges of the construction industry, partly due to Kalzip's geographical coverage, which allows for a high degree of flexibility in the processing of larger projects, even outside the core markets. Based on the new business won in the fourth quarter of fiscal year 2024, the local management expects to increase revenue and operating earnings once again in fiscal year 2025. In addition, new growth initiatives have been launched to ensure a positive development in the medium term. In this context, sectors with high expected growth and the range of aluminum façade products are being targeted in particular.

EFACEC Group

The former Portuguese state-owned company **Efacec**, which was acquired in the third quarter of fiscal year 2023, specializes in the manufacture and supply of devices and solutions in the energy, technology and mobility sectors. From its headquarters in Portugal and with a global presence, Efacec delivers innovative technologies and high-quality products in the fields of energy equipment, engineering services and infrastructure for electromobility.

Efacec's transformation plan is aimed at securing incoming orders, significantly reducing the cost base and achieving a regional focus with customers and suppliers. In addition to implementing initial optimization measures from this transformation plan, the local management focused on ramping up business activities with a well-filled order book in the area of transformers in fiscal year 2024. Ensuring production capacity will be critical to success in order to guarantee the delivery of components in accordance with the contract. As expected, the result in the reporting period was negatively impacted by significant (non-recurring) expenses for the transformation as well as the acquired, ongoing projects that Efacec has undertaken to complete. As a result, the operating result for 2024 as a whole was still at a clearly negative level. Based on a well-filled order book and in view of further positive effects from the transformation plan as well as the reduced cost base due to staff reductions and the now more profitable projects, Efacec's management is already expecting a positive development for fiscal year 2025: In addition to a significant increase in revenue, the operating result is expected to improve considerably to an already slightly positive level.

GEMINI RAIL and ADCOMMS GROUP

Gemini Rail is a provider of industrial, technology and infrastructure services to the UK rail industry, with a particular focus on engineering and maintenance services for rolling stock. Alan Dick Communications Limited **("ADComms")** works with its customers to develop intelligent, networked solutions in the areas of radio and fixed network infra- structure, third-party communications and station communications.

Thanks to **Gemini Rail**'s extensive action plan, which addressed the operational difficulties in handling projects in the past, the turnaround was achieved in fiscal year 2024 with a significantly improved and slightly positive operating result compared to the previous year and the budget. Based on a well-filled order book and high visibility of the project pipeline, the management expects another significant increase in revenue and a sustained positive operating result for fiscal year 2025.

ADComms' negotiations regarding compensation payments from the previous owner for (major) projects taken over by the latter as part of the acquisition were successfully concluded in fiscal year 2024, which means that work on these projects was resumed. Overall, however, the situation on the market remains challenging, meaning that the local management has initiated additional countermeasures on the sales side, which led to incoming orders towards the end of fiscal year 2024 in particular. While the operating result in fiscal year 2024 was still slightly negative, the goal is to achieve a turnaround in fiscal year 2025 with a break-even operating result.

GUASCOR ENERGY

Guascor Energy is a manufacturer of gas and diesel engines for power generation, cogeneration, waste-to-energy and marine applications, that has its headquarters in Spain.

Guascor has now largely completed the implementation of the restructuring plan and thus achieved a turnaround in fiscal year 2024. The key to this significant milestone was the streamlining of activities with a simultaneous focus on efficient production processes. Despite a highly competitive market environment for smaller engines, Guascor once again succeeded in significantly improving on the previous year's positive operating result. Based on new order intake and business activities relating to spare parts, accessories and services, the management expects this trend to continue in fiscal year 2025, resulting in a substantial increase in profitability with significantly higher revenue compared to fiscal year 2024.

LA ROCHETTE CARTONBOARD

The French company **La Rochette Cartonboard** produces folding cartons based on virgin fibers, mainly for the pharmaceutical and food packaging industries.

Fiscal year 2024 was characterized by a weakening in demand for consumer goods. At the same time, raw material prices rose, especially in the first half of fiscal year 2024, which put pressure on profitability and resulted in a negative operating result. In response, the management of La Rochette Cartonboard developed a comprehensive action plan and began implementing it. This is aimed at improving productivity coupled with an increased focus on sales growth, through partnerships, improved customer service and product innovations, for example. At the same time, liquidity management remains a key focus. The local management expects the market environment on the demand side to remain challenging in fiscal year 2025, but anticipates an improvement in the operating result to a slightly positive level on the basis of successfully implemented countermeasures.

NEM ENERGY GROUP

NEM Energy Group is a supplier and service provider for steam generators with heat recovery, heat exchangers and reactors, with sites in the Netherlands and Germany and a strong global presence in terms of projects.

Following the integration of the Balcke-Dürr Group in the previous year, Balcke-Dürr Nuklear Service GmbH was sold in fiscal year 2024 as part of the focus on the service and product offering in the field of heat transfer technology. Based on realigned sales activities and optimized project management, the NEM Energy Group focused on successful project implementation. The decline in incoming orders in the area of heat recovery steam generators was offset by successes in other product categories such as heat exchangers and flue gas and bypass solutions. On this basis, a significant increase in profitability was achieved in fiscal year 2024 compared to the previous year. For fiscal year 2025, the management expects additional incoming orders in the area of heat recovery steam generators due to optimized sales activities and more advantageous market conditions. This should result in another positive operating result.

SOFINTER

In April 2024, Mutares completed the acquisition of a majority stake in the Sofinter Group. The Italian-based company has four plants in Romania and Italy and specializes in the development and manufacture of industrial and utility steam boilers.

Immediately after the acquisition, a Mutares team together with local management began work on a transformation program, focusing on project implementation, streamlining indirect functions and optimizing the Sofinter Group’s network of locations. Initial measures to realize cost savings have already been implemented. The key to the success of the transformation will be the profitable processing of the order backlog and the generation of additional incoming orders. The first projects were already awarded at the end of fiscal year 2024 and the project pipeline for fiscal year 2025 is developing in line with expectations. On this basis, Sofinter’s local management expects a turnaround and a significant improvement in the operating result to a slightly positive level in fiscal year 2025, following a still clearly negative operating result for fiscal year 2024, which was also impacted by one-off expenses in connection with the restructuring of activities.

Following the acquisition, various financing agreements with banks were concluded or restructured. In this context, Sofinter has undertaken to comply with the usual covenants regarding debt, equity and interest coverage some of which were not complied with as at the reporting date. No agreement had been reached with the lender at this time.

STEYR MOTORS

Steyr Motors is a recognized specialist in the development and production of high-performance motors and electrical auxiliary power units for special applications in vehicles and boats. The restructuring program, which among other objectives is aimed at reorganizing sales activities and adjusting cost structures, including by means of an extensive reduction in the workforce through a social plan, was completed in fiscal year 2023. On this basis and boosted by a positive market environment, sales revenues and operating earnings increased encouragingly in fiscal year 2024, significantly exceeding the original forecasts. For fiscal year 2025 and beyond, the management of Steyr Motors expects to see continued positive development with a further significant improvement in operating result compared to fiscal year 2024. Successful incoming orders and the securing of long-term framework agreements with customers mean that Steyr Motors can also expect further growth and a positive development beyond that.

Steyr Motors was admitted to trading on the open market (Scale segment) of the Frankfurt Stock Exchange on October 28, 2024. In this context, Mutares placed 910,000 shares at an offer price of EUR 14.00 per share. This resulted in a net gain on disposal of EUR 10.9 million in the Annual Financial Statements of Mutares Holding.

Goods & Services segment

No.	Participation	Industry	Head office	Value creation phase[18]
(16)	**Alcura**	Provider of solutions for home care	Châteauroux/FR	Realignment
(17)	**Alterga** (formerly: Eltel Networks)	Manufacturer of infrastructure elements for electricity supply	Olsztyn/PL	Realignment
(18)	**Conexus**	Service provider for energy infrastructure	Rome/IT	Optimization
(19)	**Ganter** Group	General contractor for interior fittings and shopfitting	Waldkirch/DE	Optimization
(20)	**GoCollective** and **ReloBus** Group	Operator of public transportation	Copenhagen/DK	Optimization
(21)	**Greenview**	Provider of mechanics, electrics, heating and sustainable energy.	Carryduff/NI	Realignment
(22)	**Palmia**	Service provider in the field of facility management	Helsinki/FI	Optimization
(23)	**REDO**	Provider of comprehensive building refurbishment services	Vantaa/ FI	Realignment
(24)	**Stuart** (SRT Group)	Provider of urban on-demand delivery services	Paris/FR	Realignment
(25)	**Terranor** Group	Provider of road operation and maintenance services	Solna/SE	Harvesting

At EUR 1,037.1 million, revenue in the Goods & Services segment in fiscal year 2024 was on par with the previous year (EUR 1,037.1 million). The decline in revenue compared to the previous year, which resulted from the exit of Frigoscandia in the first quarter of fiscal year 2024, was offset by the many acquisitions of platform investments for the segment in the previous year, in particular GoCollective, ReloBus and MobiLitas as well as Stuart, and in fiscal year 2024, in particular Alterga. This was reinforced by the pleasing organic revenue growth at Conexus and Terranor.

The acquisitions listed resulted in gains from bargain purchases of EUR 36.5 million in fiscal year 2024 and EUR 246.5 million in the previous year. EBITDA for fiscal year 2024 in the Goods & Services segment of EUR 91.1 million (previous year: EUR 272.0 million) also benefited from the deconsolidation of Frigoscandia with earnings of EUR 56.6 mil- lion. Adjusted EBITDA for fiscal year 2024 was again positive at EUR 18.1 million (previous year: EUR 38.3 million), but was negatively impacted in particular by the lack of the positive contribution from Frigoscandia due to the exit in the first quarter and the planned negative earnings contribution from Stuart, while other portfolio companies, in particular Conexus, Palmia and Terranor Group, recorded a pleasing increase in profitability. For further details on developments in the segment, please refer to the following comments on the individual portfolio companies.

[18] As described in section 1.1; Management Board assessment from the first quarter of fiscal year 2024, which will be maintained for the remainder of the year.

ALCURA

Mutares completed the acquisition of the French company **Alcura** at the end of fiscal year 2024. Alcura is a provider of home care solutions for senior citizens, people with disabilities and patients. Its products include medical beds, wheelchairs and various types of equipment and services related to oxygen therapy, sleep apnea or diabetes. Alcura benefits from its broad presence in France, which consists of a central warehouse and more than 40 agencies. Immediately after the acquisition, a transformation program was initiated in collaboration with the local management with the objective of breaking away from the structures of the former owner, particularly with regard to IT, reviewing the agency network in the light of targeted supply chain optimizations and strengthening the organization by recruiting key positions. On the basis of these transformation efforts, Alcura currently expects to achieve a slightly positive operating result in fiscal year 2025, which should be further improved in subsequent years as a result of the turnaround that has been initiated.

ALTERGA

Mutares completed the acquisition of Eltel Networks in Poland in June 2024. The portfolio company has since been renamed **Alterga** and offers engineering and construction services for electrical energy, including high-voltage projects with planning, construction, commissioning and maintenance services. The focus of its activities is in Poland, however Alterga also realizes projects in other European countries, e. g. in Germany or the Nordic countries.

Immediately after the acquisition, a holistic transformation program was initiated aimed at improvements along the entire value chain, particularly in purchasing and project management. The measures introduced have already led to visible improvements over the course of fiscal year 2024, particularly in terms of realized project margins and reduced fixed costs. Alterga intends to take on a strategic positioning in the core market of Poland, which is characterized by extensive investment requirements, as well as a focused approach to foreign markets. The company thus sees itself in a position to take advantage of the favorable market dynamics with high investment requirements in the energy infrastructure in Poland and the EU as a whole. On this basis, Alterga’s management expects the transformation initiatives to take full effect in fiscal year 2025 in order to achieve a return to profitability and, as a result, an already slightly positive operating result.

CONEXUS

At the end of fiscal year 2024, **Conexus** spun off and sold the operational part of its network activities. This area was characterized by a highly competitive environment with a limited number of projects, rising costs and, as a result, falling margins. This will enable Conexus to focus more strongly on the infrastructure market for energy technology, for which Conexus has a promising pipeline with many projects. In this area, Conexus operates as a provider of construction and maintenance services; the service portfolio includes the installation and maintenance of medium and low-voltage grids as well as high-voltage grids. At the end of fiscal year 2023, Conexus acquired significant projects in the field of energy technology, which were implemented in fiscal year 2024 after initial delays. Accordingly, revenue increased significantly compared to the previous year, resulting in a materially positive operating result in fiscal year 2024. Conexus’ focus in fiscal year 2025 will be on strengthening its traditional relationships with customers in the low-voltage, high-voltage and data center sectors as well as developing new projects in other areas. On this basis, the management also expects a materially positive operating result for fiscal year 2025.

GANTER GROUP

As a general contractor for interior fittings and store fitting, **Ganter** realizes projects for an international customer base. With the sale of its activities in France in fiscal year 2023 and the final operational wind-up of the activities in Italy in the first half of fiscal year 2024, all planned structural measures have now been implemented. In addition, the acquisition of FSL Ladenbau GmbH ("FSL") in May 2024 expanded the geographical coverage in northern Germany and expanded the customer portfolio.

Fiscal year 2024 was characterized by the tense economic situation in the construction sector and high volatility, with insolvencies among subcontractors, market companions and customers. Accordingly, Ganter's management focused on intensifying sales activities to increase competitiveness. On this basis and thanks to the adjusted cost structures, the operating result was maintained at a slightly positive level in fiscal year 2024. Ganter's management expects the market environment to recover slightly in the second half of fiscal year 2025 and believes that it is well equipped to meet the challenges posed by the market thanks to a more diversified customer base as a result of the acquisition of FSL, a satisfactory workload and an optimized internal organization. In this regard, Ganter is also expected to achieve another moderate improvement in its operating result in fiscal year 2025 compared to fiscal year 2024.

GOCOLLECTIVE AND RELOBUS GROUP

GoCollective in Denmark and **ReloBus** in Poland – jointly acquired by Arriva in fiscal year 2023 and renamed accordingly in the meantime – provide a wide range of trans- port and mobility services, e. g. rail, bus, ferries and driver training. The activities in Serbia, which were acquired in fiscal year 2023 and operate under the name Mobilitias, were sold in fiscal year 2024.

After four years without new business under the previous owner, GoCollective success- fully participated in tenders again in Denmark in fiscal year 2024 and won new business with bus lines in Copenhagen, among other projects. In addition, a number of import- ant transformation projects were completed, including the implementation of a new ERP system and the rebranding and repositioning of the brand. To refinance existing debt and to finance the strategic realignment, GoCollective issued a senior secured bond with a nominal volume of EUR 40 million and a term until April 12, 2027. 20 Despite a few challenges, including the after-effects of overly cautious investment activities in previous years under the previous owner, GoCollective managed to achieve a slightly positive operating result in fiscal year 2024. On this basis, GoCollective's management anticipates further expansion of its activities in fiscal year 2025 and expects operating earnings to increase to a materially positive level.

ReloBus in Poland also succeeded in repositioning and successfully transforming itself, with a significantly improved positive operating result in the 2024 fiscal year in line with planning. As a result, the local management expects profitability to improve to a clearly positive level in the 2025 fiscal year with materially higher revenue.

GREENVIEW

In April 2024, Mutares acquired **Greenview Group** Holdings Ltd **("Greenview")**. Greenview is based in the United Kingdom and is a provider of mechanical and electrical installation, heating installation and maintenance, property maintenance and improvement and a range of sustainable energy solutions, including energy efficiency services for homes.

Immediately after the acquisition, a Mutares team started work on the restructuring program in collaboration with the local management and launched extensive optimization and growth initiatives in this context. However, the positive impetus from this fell short of expectations in the 2024 fiscal year and Greenview still achieved a clearly negative operating result. The sale of Greenview Group Holdings Ltd. and its subsidiaries was completed with effect from April 1, 2025.

PALMIA

Palmia is a Finnish service provider for schools, daycare centers, hospitals and other public sector facilities. The range of services includes food services, cleaning services, security services and building maintenance services.

Following the implementation of the transformation program in the 2023 fiscal year, which was aimed at adjusting the cost base and growing revenue, the successful development continued in the 2024 fiscal year: In addition to a significant increase in sales revenue compared to the previous year, the operating result - starting from a balanced level in the 2023 fiscal year - was increased to a materially positive level, exceeding even the ambitious plans.

Palmia is further expanding its nationwide presence in all service areas on the basis of the adjusted sales strategy, which is aimed at corporate clients in the private sector as well as public sector clients. As a result, the local management expects to see a further significant increase in revenue and a further significant improvement in the positive operating result for fiscal year 2025.

REDO

REDO is a Finnish provider of building restoration services acquired in the third quarter of the 2023 fiscal year - including expert emergency response - with a comprehensive range of services and a nationwide geographical presence. REDO offers the entire value chain of services for inspection, demolition, reconstruction of water and fire damage including odor remediation and moisture drying.

The strategic focus of REDO's restructuring plan is on the further development of a scalable service offering with high quality and stable profitability. In addition, REDO is to become the preferred strategic restructuring partner for insurance companies, property developers, construction companies, industry and real estate service providers. At the same time, a comprehensive package of operational measures was also implemented, which, in addition to the implementation of a new IT landscape, aimed to further develop processes, organizational structures and procurement practices while simultaneously reducing the cost base. Thanks to the consistent implementation of these initiatives, a slightly positive operating result was achieved in the 2024 fiscal year despite revenue falling short of original plans. REDO's management expects further progress in the 2025 fiscal year and a significant increase in profitability to a materially positive operating result thanks to improved project margins.

STUART (SRT GROUP)

The SRT Group, which trades as **Stuart**, is a provider of urban on-demand delivery services in the field of city and last-mile logistics. Stuart relies on its own specific IT platform solution to connect customers with a fleet of independent couriers. This enables Stuart’s customers to deliver to their own customers quickly, flexibly and efficiently. From offices in Paris, London and Barcelona, Stuart operates in over 100 cities across Europe.

In a challenging market environment and the expected loss of a major customer under the previous owner, Stuart's revenue and operating result declined sharply in fiscal year 2024 compared to previous years. To counteract this effect, a Mutares team, in cooperation with the local management, initiated a transformation program immediately after the acquisition in the fourth quarter of fiscal year 2023. The focus is on adjusting cost structures to the lower sales expectations. In addition, strategic initiatives were launched with the goal of diversifying the customer base in order to reduce dependence on a few major customers. In fiscal year 2024, the management initiated the withdrawal from loss-making markets (Spain, Portugal and Italy) and achieved initial successes in reducing fixed costs and in new contracts with existing and new customers. Nevertheless, the operating result for fiscal year 2024 only reached a significantly negative level. In fiscal year 2025, the focus will be on the consistent further implementation of the transformation, which should lead to Stuart's complete turnaround in the medium term.

TERRANOR GROUP

Terranor Group is a provider of operations and maintenance services to ensure safe traffic on and around the roads in Sweden, Finland and Denmark.

Due to the higher level of activity in Sweden, the positive development of additional work in Finland and the strongly positive contract activity in Denmark, expectations in terms of revenue were exceeded in fiscal year 2024. Thanks to the strict focus on continuously improving margins in Terranor's core business, the activities relating to government contracts in the area of road operation and maintenance, a materially positive operating result was achieved.

In addition to various organic growth initiatives, the acquisition of Wilda Transport och Entreprenad AB and NU Entreprenad AB, which now operate as Terranor Norvia, was completed as an add-on acquisition for the Terranor Group in fiscal year 2024. The companies operate as providers of building material transportation, winter and summer services, small construction works and road safety services in Sweden. The acquisition represents a further step towards the integration of the upstream value chain, which is aimed in particular at cost synergies with the future subcontractor network and increased negotiating power to realize cost savings in the indirect area.

Based on the positive development in fiscal year 2024 and the strategic and operational course set, the management of the Terranor Group expects the success story to continue and is planning a significant increase in sales and a considerable improvement in the positive operating result for fiscal year 2025.

Retail & Food segment

No.	Participation	Industry	Head office	Value creation phase[19]
(26)	**FASANA**	Paper napkin manufacturer	Euskirchen/DE	Optimization
(27)	**Gläserne Mölkerei**	Manufacturer of high-quality organic dairy products	Dechow/DE	Realignment
(28)	**keeeper** Group	Manufacturer of household products	Stemwede/DE	Harvesting
(29)	**Lapeyre** Group	Manufacturer and distributor of home furnishing products	Aubervilliers/FR	Optimization
(30)	**Natura**	Drugstore chain	Łódź/PL	Realignment
(31)	**Prénatal**	Retailer for baby, toddler and maternity wear, second-hand goods and toys	Amersfoort/NL	Realignment
(32)	**Temakinho**	Restaurant chain with Japanese-Brazilian cuisine	Milan/IT	Realignment

In fiscal year 2023, Mutares added a fourth segment to the previous three segments in light of the strong growth in recent years and with the strategic intention of expanding the target universe relevant to Mutares. Lapeyre, keeeper Group and FASANA were separated from the Goods & Services segment and included in the new independent Retail & Food segment.

At EUR 859.1 million, sales revenue in the Retail & Food segment increased slightly in fiscal year 2024 compared to the previous year (EUR 840.0 million). This is due in particular to the portfolio companies Prenatal and Glaserne Molkerei, which were acquired in the previous year and whose contribution compensated for a full twelve months of declining revenue at Lapeyre in fiscal year 2024. EBITDA in the Retail & Food segment benefited from the gains from bargain purchases from the aforementioned acquisitions totaling EUR 23.1 million (previous year: EUR 46.5 million) and amounted to EUR −55.7 million for fiscal year 2024 (previous year: EUR +40.7 million).) The adjusted EBITDA of EUR −51.8 million (previous year: EUR −8.8 million) reflects the negative earnings contributions of the portfolio companies acquired in the previous year, above all TeamTex, which has since been deconsolidated due to insolvency, as well as the negative impact on Lapeyre’s profitability due to declining sales.

Together with the local management, a Mutares team began repositioning this portfolio company in the relevant markets immediately after the acquisition of the majority stake in TeamTex in December 2023. At the same time, the cost structures were analyzed and measures to reduce them were implemented and the challenges in the production process were addressed. A new EU standard for car seats that came into force in 2024 led to additional challenges on the sales side due to competition from Asian imports. At the same time, TeamTex’ s situation and preparations for the change in standard were significantly worse than the sellers had claimed before the acquisition. Accordingly, despite visible successes in restructuring, the measures introduced in the months following the acquisition were unable to offset the negative business development. As a result, the management of

[19] As described in section 1.1; Management Board assessment from the first quarter of the 2024 fiscal year, which will be maintained for the remainder of the year.

TeamTex initiated insolvency proceedings in July 2024. At the same time, Mutares and the management of TeamTex initiated legal action against the sellers of TeamTex. The company finally ceased its activities in October 2024 due to a lack of prospects for continuation and has been in liquidation since then. TeamTex was therefore deconsolidated in fiscal year 2024.

For further details on developments in the segment, please refer to the following comments on the individual portfolio companies.

FASANA

FASANA is a manufacturer of private label and high-quality branded napkins for wholesale and retail use.

The challenges in the pulp and paper industry, in particular a weakening consumer climate and end consumers' propensity to save as well as increased costs for pulp, energy and personnel, shaped FASANA's development and led to a significant shortfall in planning and a materially negative operating result in fiscal year 2024 as a result. However, according to the plans of the local management, the expansion of current and the establishment of new customer relationships as well as extensive measures aimed at increasing efficiency should lead to a turnaround and a slightly positive operating result in fiscal year 2025 in an environment that is still expected to be challenging. FASANA was sold to a private individual on March 19, 2025.

GLÄSERNE MOLKEREI

With two production facilities located in the north of Germany, Glaserne Molkerei specializes in the production of organic dairy products. The wide range of products includes organic milk, butter, yogurt, buttermilk and cheese. The products are sold both under the company's own brand and under private labels via food retailers.

The transformation program initiated immediately after the acquisition in the third quarter of fiscal year 2023 is aimed at increasing customer reach, primarily with existing and new own-brand products, and sustainably optimizing the production process. In fiscal year 2024, the focus was on expanding the brand with the help of new products, while a relaunch of the brand is intended to promote growth. The raw materials market remained challenging and tightened towards the end of fiscal year 2024. Restrictions on the availability of raw materials led to drastic price increases for cream and raw milk, which had a negative impact on gross profit. Strict cost measures in the indirect area were only able to compensate for this in part. As a result, the operating result in fiscal year 2024 was significantly below plan.

On the basis of extensive countermeasures, particularly with regard to regular price adjustments, expansion of distribution and adjustment of the product portfolio, the management of Gläserne Molkerei expects to significantly improve the gross profit margin in the 2025 fiscal year and thus achieve a balanced operating result.

KEEEPER GROUP

keeeper Group is a manufacturer of high-quality and sustainable plastic household products. With its four product categories for the household, kitchen, storage and kids, keeeper serves customers from DIY stores, food retailers, wholesalers and furniture retailers.

Demand from both customers in Western European countries and customers in Eastern Europe developed very satisfactorily over the course of the 2024 fiscal year, until a sudden, extraordinary reluctance to buy was observed in the fourth quarter. For this reason, the operating result fell short of initial planning, but continued to reach a materially positive level, boosted by stringent cost control and stable raw material and energy prices. keeeper's local management has initiated a strategic realignment aimed at internationalization, digitalization, emotionalization, agility and product longevity. The objective is to promote growth, strengthen operational excellence and increase the brand's reach. The positive impetus from this should become visible in the 2025 fiscal year and, on this basis, the positive development should continue, profitability should increase and, in the context of an expected significant increase in sales, a further substantial improvement in the positive operating result should be achieved.

LAPEYRE GROUP

Lapeyre Group manufactures products for the exterior and interior of houses, such as windows, doors, kitchens, bathroom furniture and stairs, at nine sites in France. The company distributes its products installed together with third-party merchandise through an extensive network of stores in France under the well-known corporate brand.

The challenging market environment including a significant decline in demand in the context of a clear downward trend in the number of new construction or renovation projects in France continued to characterize Lapeyre’s business development in fiscal year 2024. As a result, the competitive environment has visibly intensified, with a negative impact on the development of sales revenues. The ongoing cost reduction programs were only able to partially mitigate the resulting effect on profitability, resulting in a materially negative operating result in fiscal year 2024. In response, the local management developed and implemented a comprehensive action plan aimed at reducing structural costs on the one hand and increasing sales on the other. The reduction in structural costs was initiated in particular by carrying out an extensive reduction in the workforce by means of a social plan. With regard to increasing sales, the communication strategy in particular was revised.

Lapeyre’s management expects the market environment to remain challenging in fiscal year 2025. In this respect, the focus is on the consistent implementation of the measures in the action plan. On this basis, the local management expects to see a significant increase in sales revenues for fiscal year 2025 and, as a result, a significantly improved operating result compared to fiscal year 2024 at a slightly positive level.

NATURA

On December 31, 2024, Mutares completed the acquisition of Natura in Poland. Natura is one of the leading drugstore chains in Poland and operates over 200 physical stores nationwide as well as an online store. Natura’s extensive product portfolio includes a wide range of items from various categories such as hygiene, perfume, make-up, face and body care and hair care, including both well-known international brands and high-quality own brands.

Immediately after the acquisition, a Mutares team, together with the local management, began developing a comprehensive transformation program focusing on both commercial and operational elements. The development of a new business strategy and a sharpened positioning of the businesses is a key part of the program. In addition, the goal is to further expand the online sales channel and optimize Natura's product range. The adjustment of the logistics model is expected to result in significant cost savings.

PRÉNATAL

Pr**é**natal is a Dutch retailer of textiles for expectant mothers and children, hardware and toys. The company offers its products via a network of stores and an e-commerce platform.

Following the acquisition in December 2023, Mutares started developing a transformation program together with the local management. The plan includes reducing fixed costs, optimizing the supply chain and lowering costs in the stores. Prenatal is countering the strong (price) competition on the market with its strong brand. In connection with the relocation of the warehouse, there were restrictions on the availability of goods in fiscal year 2024. As a result, sales revenue did not reach the planned level and the operating result was still slightly negative. In this context, the focus is also on the development of liquidity due to the need to build up working capital. Despite individual setbacks in fiscal year 2024, the local management believes that Prenatal is well on track with the consistent implementation of the transformation program and, on this basis, expects to see a significant increase in sales and a significantly improved operating result at a materially positive level for fiscal year 2025.

TEMAKINHO

Temakinho, which was acquired in March 2024, operates a restaurant chain that offers Japanese-Brazilian sushi, meat dishes and drinks at its branches, some of which are operated by the company itself and others via franchise models, mainly in Italy.

The focus of Temakinho's transformation is on expanding its geographical presence in Italy, both by opening new franchised and directly managed restaurants and through investments in marketing, with the objective of developing the brand and gaining new customers. Immediately after the acquisition, a Mutares team, in collaboration with the local management, began implementing a series of measures in terms of marketing activities, promotions and partnerships. At the same time, the number of visitors to the restaurants was declining and the measures introduced were not having the desired effect. As a result, cost optimization measures such as the outsourcing of marketing activities and the closure of branches were also initiated. Nevertheless, a negative operating result was achieved in fiscal year 2024. On March 14, 2025 Temakinho was sold as part of a management buy-out.

3. Situation of the Group including the asset, financial and earnings position

In view of the many M & A transactions, Mutares' business model involves regular changes to the scope of consolidation, which have a significant impact on the Consolidated Financial Statements. This applies to fiscal year 2024 as well, in which, in addition to the developments in the portfolio companies themselves, the first-time consolidations and deconsolidations described above in the reports from the portfolio companies (section2.3) in particular had a significant impact on the items in the Consolidated Statement of Comprehensive Income and the Consolidated Statement of Financial Position.

The operating result of the Mutares Group depends on the business performance of the individual investments – in particular on the respective restructuring and development progress – and is also significantly influenced by the timing of the acquisition of new investments and the resulting regular bargain purchase gains.

3.1 Earnings position of the Group

The Mutares Group generated consolidated revenues of EUR 5,261.6 million in fiscal year 2024 (previous year: EUR 4,689.1 million). The increase is largely due to changes in the scope of consolidation, while the organic revenue development of some of the portfolio companies declined year-on-year. With regard to the allocation of sales to the individual segments segment and developments within the segments, please refer to the above explanations in the reports from the portfolio companies (section 2.3).

Sales are broken down by geographical market based on the customer's registered office as follows:

EUR million	**2024**	**2023**
Europa	**4,633.3**	**4,348.4**
Germany	1,338.6	1,278.7
France	922.1	995.3
Italy	290.5	228.6
Denmark	281.2	214.7
Poland	178.7	189.9
Finland	271.0	437.1
Sweden	236.1	171.2
United Kingdom	227.1	81.2
Netherlands	155.2	51.1
Spain	149.0	121.4
Switzerland	96.2	142.1
Austria	61.8	76.3
Czech Republic	52.1	33.0
Belgium	23.7	24.9
Rest of Europe	350.0	303.0
Asia	**338.8**	**188.4**
America	**225.0**	**109.6**
Africa	**64.5**	**42.7**
Revenues	**5,261.6**	**4,689.1**

Other income of EUR 506.8 million in fiscal year 2024 (previous year: EUR 986.1 million) was again driven by consolidation effects in particular: The acquisitions resulted in gains from bargain purchases totaling EUR 268.9 million, which were largely attributable to the acquisitions of Matikon and Walor North America. The gains from bargain purchases of EUR 727.2 million in the previous year resulted in particular from the acquisitions of Efacec, GoCollective, ReloBus and MobiLitas as well as the add-on acquisitions for the FerrAl United Group. The deconsolidation gains included in other income amount to EUR 82.9 million and are attributable in particular to the exit of Frigoscandia. The deconsolidation gains of EUR 118.6 million in the previous year relate in particular to the sale of SMP in fiscal year 2023.

The following table provides an overview of the main components of other income:

EUR million	2024	2023
Bargain purchase Income	268.9	727.2
Gains from deconsolidation	82.9	118.6
Other capitalized self-produced assets	25.7	6.4
Currency translation	22.1	6.0
Income from other services	18.4	17.3
Income from raw material and waste recycling	15.0	11.2
Income from the disposal of fixed assets	10.0	7.0
Income from risk allowance	5.8	4.1
Income from insurance indemnifications	3.8	2.4
Income from renting and leasing	2.7	4.5
Miscellaneous other income	51.5	81.4
Other operating income	**506.8**	**986.1**

Other operating income in fiscal year 2024 includes income of EUR 9.8 million from the compensation payment made by the seller of a portfolio company in the Automotive & Mobility segment acquired in fiscal year 2023, mainly for partial retirement agreements with employees. Other operating income also includes EUR 9.5 million from compensation under a service agreement with a portfolio company in the Goods & Service segment.

The **cost of materials** for fiscal year 2024 amounted to EUR 3,092.3 million (previous year: EUR 2,799.5 million). The cost of materials ratio (in relation to sales) amounts to 59 % (previous year: 60 %). The decline is the result of a number of different and partly offsetting effects, particularly in the context of the change in the composition of the group of consolidated companies as a result of Mutares' transaction activities.

Personnel expenses for fiscal year 2024 amounted to EUR 1,645.4 million (previous year: EUR 1,369.6 million). The increase reflects the rise in the number of employees in the Mutares Group to an average of 29,468 (previous year: 27,345) as a result of Mutares' high transaction activity. In addition, the level of personnel expenses is influenced by a number of other, sometimes opposing effects (e. g. collective bargaining agreements, staff reduction measures, etc.).

Other expenses of EUR 894.8 million (previous year: EUR 744.8 million) in fiscal year 2024 can be broken down as follows:

EUR million	2024	2023
Selling expenses	186.1	169.3
Administration	115.7	93.2
Legal and consulting expenses	97.8	82.2
Maintenance and servicing	89.1	68.9
Rent, leases and license fees	77.6	72.9
Advertising and travel expenses	68.5	52.6
Damage claims, guarantee and warranty	66.2	50.3
Basic levies and other taxes	25.0	23.9
Expenses from expected credit losses	21.4	10.9
Expenses from foreign currency translation	21.6	10.9
Contribution, fees, donations, additional financial costs	19.5	14.8
Fleet	18.7	18.0
Losses from deconsolidation	12.5	13.7
Expenses for general partners	12.1	12.5
Losses from the disposal of non-current assets	7.8	6.4
Research and Development expenses	7.1	8.7
Expenses from the measurement of assets and liabilities held for sale	11.1	22.6
Miscellaneous expenses	36.9	13.0
Other expenses	**894.8**	**744.8**

As a result of the developments described above, the Mutares Group's **EBITDA** for the fiscal year 2024 amounts to EUR 1171 million (previous year: EUR 756.9 million).

The earnings power of the Group’s investments varies according to market, business model and progress in the restructuring cycle; in the course of the many annual transformation processes for newly acquired portfolio companies, significant non-recurring expenses are also incurred regularly. In addition, consolidation and deconsolidation effects always have a significant impact on Group EBITDA due to Mutares’ regular transaction activity every fiscal year. Against this backdrop, the EBITDA of the Mutares Group is subject to major fluctuations from fiscal year to fiscal year due to the business model pursued and allows only very limited valid conclusions to be drawn about the actual operating performance of the Group or individual investments.

To improve transparency, Mutares uses the performance indicator adjusted EBITDA, which is adjusted in particular for the effects of frequent changes in the composition of the portfolio that are inherent in the business model. This adjusted EBITDA of the Group (as defined below in the presentation of the financial performance indicators) amounted to EUR −85.4 million (previous year: EUR +3.5 million). As expected, adjusted EBITDA was negatively impacted by the earnings contributions of the newly acquired investments. On the other hand, the restructuring programs implemented led to an increase in the profitability of the respective portfolio companies; at the same time, however, the planned improvement in profitability was not achieved at some of the portfolio companies (see section 2.3 above). In contrast to the previous year and contrary to the forecast for fiscal year 2024, the balance of these opposing developments meant that no positive adjusted EBITDA was achieved in fiscal year 2024.

The reconciliation of EBITDA as reported in the consolidated income statement to the performance indicator of adjusted EBITDA is as follows:

EUR Million	2024	2023
EBITDA	**117.1**	**756.9**
Income from burgain purchases	-268.9	-727.2
Restructuring and other non-recurring income/expenses	136.9	78.7
Deconsolidation effects	-70.4	-104.9
Adjusted EBITDA	**-85.4**	**3.5**

For information on bargain purchases and deconsolidation effects, please refer to the comments above on business performance (section 2.2) and in the reports on the portfolio companies (section 2.3).

Restructuring and other non-recurring expenses and income for fiscal year 2024, expenses for severance payments and social plans in connection with the restructuring programs at the portfolio companies amounted to EUR 61.6 million (previous year: EUR 31.5 million) and are largely attributable to the portfolio companies acquired in the previous year and in fiscal year – in particular Stuart and Efacec – as well as the implementation of an extensive reduction in the workforce by means of a social plan at Lapeyre. Expenses for carve-out activities (particularly in the area of IT) amounted to EUR 10.8 million in fiscal year 2024 (previous year: EUR 15.9 million), while consulting expenses in connection with M & A, restructuring and legal advice amounted to EUR 9.8 million (previous year: EUR 7.8 million). Furthermore, the restructuring and other non-recurring expenses and income for fiscal year 2024 include other restructuring or non-recurring expenses of EUR 53.8 million (previous year: EUR 22.0 million), which, in addition to a large number of individual items in various portfolio companies, are mainly attributable to the extensive revaluation of the acquired, projects still underway at Byldis. Other restructuring or non-recurring expenses in the previous year included effects from the recognition of assets held for sale in accordance with IFRS 5 of EUR 22.6 million.

The Group's **depreciation and amortization** of EUR 463.8 million (previous year: EUR 320.0 million) for fiscal year 2024 includes impairment losses of EUR 122.7 million (previous year: EUR 65.1 million), in particular for impairment losses on property, plant and equipment as a result of comparing the recoverable amount on disposal with the respective carrying amounts, primarily for investments in the Retail & Food and Automotive & Mobility segment.

The Group's **financial result** of EUR −204.4 million (previous year: EUR −73.3 million) for fiscal year 2024 is made up of financial income of EUR 26.8 million (previous year: EUR 19.5 million) and financial expenses of EUR 231.2 million (previous year: EUR 92.9 million). Their absolute increase is primarily the result of an increase in interest-bearing liabilities, mainly due to the bonds described earlier. In addition, financial expenses for fiscal year 2024 include an impairment loss on the shares in Serneke. In connection with the acquisition of Serneke, a subsidiary of Mutares (as the buyer of Serneke) entered into a liability to the seller in the amount of SEK 1,055 million (approximately EUR 92 million), which led to an initial measurement of the shares in Serneke in the corresponding amount. Based on the situation described above in section 2.3, a complete impairment loss on the shares was subsequently recognized.

The Group's **income taxes** in fiscal year 2024 amounted to income (EUR 91.2 million; previous year: EUR 3.6 million) and include actual tax expenses (EUR −19.1 million; previous year: EUR −16.1 million), which are more than offset by income from deferred taxes (EUR 110.4 million; previous year: EUR 19.7 million).

The developments described above result in a **consolidated net profit** of EUR million for the 2024 fiscal year (previous year: EUR+ million).

The Group's **other comprehensive income** in fiscal year 2024 of EUR 27.7 million (previous year: EUR –16.2 million) includes, in particular, effects from the change in the fair value of the bond of EUR 21.1 million (previous year: EUR –13.0 million), actuarial gains of EUR 4.1 million (previous year: losses of EUR 8.4 million) in connection with the measurement of provisions for pensions (IAS 19) at portfolio companies and effects from currency adjustments of EUR 2.5 million (previous year: EUR 5.2 million).

The **total comprehensive income** for fiscal year 2024 amounted to EUR –432.2 million (previous year: EUR +350.9 million).

3.2 Net assets and financial position of the Group

Total assets in the Mutares Group amounted to EUR 4,370.4 million as of December 31, 2024 (December 31, 2023: EUR 4,348.5 million). The development compared to the previous year's reporting date is the result of partly offsetting effects and is also influenced in particular by the extensive changes in the composition of the scope of consolidation. The main changes in the individual items of the Consolidated Statement of Financial Position are presented below.

Non-current assets increased from EUR 2,044.5 million as of December 31, 2023, to EUR 2,146.0 million as of December 31, 2024. This was primarily due to increases in intangible assets (EUR +81.8 million), property, plant and equipment (EUR +1.7 million) and right-of-use assets (EUR +5.4 million). Within intangible assets, the increase in goodwill to EUR 90.7 million (December 31, 2023: EUR 8.6 million) is particularly noteworthy, resulting primarily from the acquisition of Sofinter in fiscal year 2024.

The decline in **current assets** to EUR 2,224.4 million as of December 31, 2024 (December 31, 2023: EUR 2,304.0 million) resulted from lower other financial assets (EUR –109.5 million), cash and cash equivalents (EUR –107.9 million) and assets held for sale (EUR –71.8 million). The decrease in other financial assets to EUR 115.9 million as of December 31, 2024 (December 31, 2023: EUR 225.5 million) is due in particular to the release of cash and cash equivalents in connection with the acquisitions of Lapeyre and Efacec. In contrast, other components of current assets increased, in particular trade receivables and other receivables (EUR +99.7 million), current contract assets (EUR +70.4 million) and inventories (EUR +25.1 million). This development is the result of a number of different and in some cases opposing effects, particularly in the context of changes to the scope of consolidation.

Cash and cash equivalents amounted to EUR 412.1 million as of December 31, 2024 (December 31, 2023: EUR 520.1 million), of which EUR 9.0 million is restricted (December 31, 2023: EUR 15.7 million). This is offset by current liabilities to banks and loans as part of the balance sheet item current financial liabilities of EUR 237.5 million (December 31, 2023: EUR 158.1 million), which result from current account and loan liabilities and from the recognition of recourse factoring. This resulted in a net cash position of EUR 174.7 million as of December 31, 2024 (December 31, 2023: EUR 361.9 million). Liquidity is planned, managed and secured by the respective portfolio companies. In the event of a liquidity requirement, appropriate measures are initiated by the respective portfolio company (e. g. factoring or sale and leaseback of fixed assets) and coordinated with Mutares if necessary.

Assets held for sale amounted to EUR 66.8 million as of the reporting date December 31, 2024 (December 31, 2023: EUR 138.6 million) include individual assets held for sale from various portfolio companies, in particular Lapeyre. They also include (as the corresponding liabilities in connection with the assets held for sale) those of the portfolio company Temakinho, which was sold at the beginning of fiscal year 2025 as part of a management buy-out and for which this sale was already highly probable as at the reporting date. The assets held for sale of EUR 138.6 million as of December 31, 2023, included the assets of the portfolio companies Frigoscandia and Valti, which were sold after the reporting date in the first quarter of fiscal year 2024.

Equity amounted to EUR 671.7 million as of December 31, 2024 (December 31, 2023: EUR 1,119.6 million). The decrease is due in particular to the negative comprehensive income of EUR –432.2 million for fiscal year (previous year: EUR +350.9 million). The dividend distribution to the shareholders of the parent Company, the shareholders of Mutares SE & Co. KGaA, amounted to EUR 47.4 million (previous year: EUR 36.1 million). The equity ratio decreased to 15 % as of December 31, 2024 (December 31, 2023: 26 %). For information on the acquisition of treasury shares in accordance with Section 160 (1) no. 2 AktG, please refer to the Notes to the Financial Statements of Mutares SE Co. & KGaA (in section 3.5).

The decrease in **non-current liabilities** to EUR 1,070.5 million (December 31, 2023: EUR 1,224.6 million) is due in particular to lower other financial liabilities of EUR 234.5 million (December 31, 2023: EUR 350.8 million) and deferred tax liabilities of EUR 54.0 million (December 31, 2023: EUR 141.0 million). While strategic financing in the portfolio, primarily at GoCollective and FerrAl United Group, led to an increase in other long-term financial liabilities, the company’s bonds with a nominal amount of EUR 385.0 million as of the reporting date December 31, 2024 (December 31, 2023: EUR 150.0 million) were reported under other current financial liabilities. As of the reporting date December 31, 2024, the financial ratio for debt to equity in the Group was not met. This non-compliance resulted in the bondholders being granted a fundamental right of termination. For this reason, the carrying amounts of the 2023/2027 and 2024/2029 bonds in the amount of EUR 370.3 million were reported as current liabilities as of the balance sheet date of December 31, 2024. The non-compliance with the covenants was remedied by the date of preparation of this combined management report and group management report by restoring compliance with the financial covenants as of March 31, 2025. In accordance with the terms of the bonds, there is now no longer any right to call the liabilities from the bonds early.

In addition to the bonds issued by GoCollective and Efacec, financial covenants were agreed for other long-term financial liabilities of around EUR 200 million, primarily from financing provided by banks. The financial covenants generally relate to compliance with financial ratios relating to debt, profitability, and equity. The levels of the ratios are determined with the lenders based on historical data and budget figures, which reduces the risk of non-compliance if developments are in line with plans. If financial covenants have not been complied with as of the reporting date and no agreement has been reached with the lenders, the corresponding amounts are reported as other current financial liabilities.

With a value date of April 12, 2024, GoCollective, an investment from the Goods & Services segment, issued a senior secured bond with a nominal volume of EUR 40 million and a term until April 12, 2027. The proceeds of the issue will be used to refinance existing liabilities and to finance the strategic realignment. The bond is listed on the Frankfurt Stock Exchange and bears interest quarterly, for the first time on July 12, 2024, at the 3-month EURIBOR (EURIBOR floor of 0.00 %) plus a margin of 8.50 % and can be increased to a nominal volume of up to EUR 60 million during the term, depending on market conditions. After the reporting date, the bond was successfully increased by a nominal volume of EUR 10 million. The bond conditions stipulate compliance with a certain asset ratio, which must be tested quarterly. This financial covenant was met as at December 31, 2024. The bond is secured by the pledge of 100 % of the shares in certain affiliated companies, the assignment of existing and any future loan receivables from these affiliated companies and the pledge of certain assets.

Additional external financing was secured to finance the further transformation of the FerrAl United Group in the Automotive & Mobility segment. A loan totaling EUR 35 million with a term of two years was drawn down at the end of June 2024 with a first tranche of EUR 10 million. The further tranches totaling EUR 25 million were disbursed in the second half of 2024. The loan is secured by a pledge of the shares in the direct parent company of the FerrAl United Group and bears interest quarterly at the 3-month EURIBOR (EURIBOR floor of 0.00 %) plus a margin of 12.00 %.

Other significant components of non-current liabilities are non-current lease liabilities of EUR 409.2 million (December 31, 2023: EUR 380.0 million) as well as provisions for pensions and similar obligations of EUR 117.4 million (December 31, 2023: EUR 130.6 million) of various Group entities – whereby these obligations result exclusively from the portfolio companies and have not been entered into by Mutares SE & Co. KGaA itself – and other non-current provisions of EUR 211.7 million (December 31, 2023: EUR 211.6 million). This development is the result of a number of different and in some cases opposing effects, particularly in the context of changes to the scope of consolidation.

Current liabilities amounted to EUR 2,628.2 million as of December 31, 2024 (December 31, 2023: EUR 2,004.5 million) and relate to trade payables of EUR 722.0 million (December 31, 2023: EUR 674.6 million) and other financial liabilities of EUR 237.5 million (December 31, 2023: EUR 158.1 million), of which EUR 237.5 million (December 31, 2023: EUR 158.1 million) is attributable to current liabilities to banks and loans, from current account and loan liabilities and from the disclosure of recourse factoring. In January 2024, the company as issuer increased the existing senior secured bond with a nominal volume of EUR 150 million and a term until March 31, 2027 ("Bond 2023/2027") by an amount of EUR 100 million to the maximum nominal volume of EUR 250 million. This bond bears interest at the 3-month EURIBOR (EURIBOR floor of 0.00 %) plus a margin of 8.5 %. In September 2024, Mutares also issued a new senior secured bond with a nominal volume of EUR 135 million and a term until September 2029 ("Bond 2024/2029"). The proceeds of the issue were used for general corporate financing. The new bond bears interest at the 3-month EURIBOR (EURIBOR floor of 0.00 %) plus a margin of 6.25 %, which is lower than the 2023/2027 bond, and can generally be increased to a nominal volume of up to EUR 300 million during the term, which requires compliance with modified covenants. Both bonds are secured by the pledging of shares in various selected Group units.

The terms and conditions of both bonds contain specific financial covenants with regard to a minimum liquidity level and the ratio of debt to assets or equity. Non-compliance with the respective financial covenants can generally lead to termination of the respective bond. The resulting repayment obligations therefore harbor potential risks for the financial position of the company and the Group. As at the balance sheet date of December 31, 2024, the financial covenant relating to the ratio of debt to equity in the Group was not complied with. This non-compliance led to the bond creditors being granted a fundamental right of termination. For this reason, the carrying amounts of the 2023/2027 and 2024/2029 bonds in the amount of EUR 370.3 million were reported as current liabilities as at the balance sheet date of December 31, 2024. The non-compliance with the ancillary condition was remedied by the date of preparation of the consolidated financial statements by restoring compliance with the financial covenants as at March 31, 2025. In accordance with the terms of the bonds, there is now no longer a right to call in the liabilities from the bonds prematurely.

Another significant component of other current financial liabilities relates to a liability to the seller of Serneke. In connection with the acquisition of Serneke, a subsidiary of Mutares (as the buyer of Serneke) a current liability to the seller of SEK 1,055 million (approximately EUR 92 million)entered into. As described above in section 2.3, the subsidiary of Mutares declared the avoidance of the purchase agreement in a letter dated January 2, 2025 and on January 7, 2025 the management of Serneke initiated insolvency proceedings. On February 10, 2025, the seller demanded payment from the subsidiary of Mutares in the first instance and from Mutares itself in the second instance from the loan entered into as part of the transaction. In a response dated February 24, 2025, the Mutares subsidiary and Mutares itself rejected the seller's claim in full and reaffirmed the position already taken in the letter dated January 2, 2025 that the purchase agreement should be contested. Mutares was informed of the opening of the arbitration proceedings by letter dated 7 May 2025. Mutares is convinced of its legal position and believes it has strong arguments that the arbitration proceedings will not result in a significant cash outflow for the Group.

Other current financial liabilities are mainly denominated in euros and bear variable interest rates. In particular, the EURIBOR with the corresponding terms is used as the reference interest rate. The increase in current contract liabilities to EUR 340.3 million (December 31, 2023: EUR 220.4 million) is mainly due to the acquisition of Sofinter in fiscal year 2024. Financial covenants of around EUR 17 million were agreed for other current financial liabilities. With regard to the nature of the financial covenants, their definition and the risk of non-compliance, please refer to the comments above on non-current liabilities.

Cash flow from operating activities in fiscal year 2024 amounted to EUR –286.9 million (previous year: EUR –27.5 million). Based on the consolidated result EUR –459.9 million (previous year: EUR 367.1 million), non-cash income and expenses totaling EUR –263.9 million (previous year: EUR 437.7 million) are deducted. This primarily includes consolidation- related (net) income from first-time consolidations and deconsolidations of EUR 339.3 million (previous year: EUR 832.1 million) and, conversely, amortization of intangible assets and depreciation of property, plant and equipment of EUR 463.8 million (previous year: EUR 320.0 million) and financial expenses and income of EUR 204.4 million (previous year: EUR 73.4 million). The changes in the balance sheet items of working capital (trade working capital and other working capital) led to an overall decrease in cash flow from operating activities of EUR 68.9 million (previous year: EUR 50.9 million).

Cash flow from investing activities in fiscal year 2024 of EUR 123.6 million (previous year: EUR 454.5 million) mainly resulted from net cash inflows from additions to the scope of consolidation of EUR 165.1 million (previous year: EUR 353.9 million) and disposals from the scope of consolidation of EUR 50.0 million (previous year: EUR 169.3 million). Cash inflows from disposals of property, plant and equipment, intangible assets and assets held for sale amounted to EUR 53.0 million (previous year: EUR 85.1 million). This was offset by payments for investments in property, plant, and equipment and intangible assets (EUR 163.0 million; previous year: EUR 164.5 million). These are spread across a large number of different portfolio companies, with no individual investment projects being significant from a Group perspective.

Cash flow from financing activities amounted to EUR 55.7 million in fiscal year 2024 (previous year: EUR -144.6 million). The proceeds from bonds of EUR 271.0 million (previous year: EUR 69.2 million) relate largely to the bond transactions described above. The raising of (financial) loans resulted in cash inflows of EUR 107.8 million (previous year: EUR 92.1 million). In contrast, lease liabilities of EUR 121.3 million (previous year: EUR 106.5 million) and (financial) loans of EUR 73.2 million (previous year: EUR 114.0 million) were repaid in fiscal year 2024. Interest paid amounted to EUR 92.0 million (previous year: EUR 58.1 million), with the increase primarily resulting from an increase in interest-bearing liabilities. The dividend paid to the shareholders of the parent company, the shareholders of Mutares SE & Co. KGaA, amounted to EUR 47.4 million in fiscal year 2024 (previous year: EUR 36.1 million).

As of the reporting date, the unused credit lines amounted to an amount in the double-digit million range and are attributable to unused current account and factoring lines for which trade receivables available for sale are available at the same time.

The Management Board assumes that the group and all significant individual group companies will continue to be able to meet their respective payment obligations on time at all times in the future.

4. Position of the company including the assets, financial and earnings position

Mutares SE & Co. KGaA is the parent Company of the Mutares Group. The Company's business development is fundamentally dependent on developments in the individual portfolio companies. Their opportunities and risks therefore also have an impact on the opportunities and risks of Mutares SE & Co. KGaA.

The following comments on the earnings, assets and financial position relate to the Company's Annual Financial Statements, which were prepared in accordance with the provisions of the German Commercial Code and the German Stock Corporation Act.

4.1 Earnings position of the company

Revenue results from the Group's internal consulting business, i. e. consulting services to affiliated companies and management fees. The increase to EUR 109.8 million in fiscal year 2024 (previous year: EUR 103.6 million) is a result of the expansion of the portfolio in line with the high level of acquisition activity in the past, which was followed by an increase in operational consulting capacities.

Other operating income amounted to EUR 26.4 million in fiscal year 2024 (previous year: EUR 4.8 million) and includes income from the write-up of receivables from affiliated companies of EUR 22.1 million. In addition, EUR 4.0 million of other operating income (previous year: EUR 0.4 million) resulted from affiliated companies, of which EUR 1.3 million resulted from the collection of loan receivables acquired at an amount lower than the nominal value. In the previous year, other operating income primarily included the write-up on shares in a direct subsidiary of EUR 4.1 million.

The **expenses for purchased services** in fiscal year 2024 of EUR 36.3 million (previous year: EUR 33.7 million) include in particular the expenses from the Mutares national companies in connection with restructuring services for indirect subsidiaries (EUR 35.6 million; previous year: EUR 31.5 million). The increase is primarily due to the expansion of operational consulting capacities.

Personnel expenses amounted to EUR 24.8 million in fiscal year 2024 compared to EUR 23.4 million in the previous year. The increase is due on the one hand to the increase in the number of employees at the Company to an annual average of 93 (previous year: 88) and on the other hand to salary adjustments.

Other operating expenses of EUR 77.4 million in fiscal year 2024 (previous year: EUR 96.8 million) include charges passed on by Mutares Management SE as part of its management of Mutares SE & Co. KGaA and the Mutares national companies totaling EUR 28.1 million (previous year: EUR 39.1 million). The write-downs on current assets of EUR 25.8 million (previous year: EUR 38.9 million) relate to the sale of subsidiaries completed in fiscal year 2024 and other impairments in the context of indicated impairment requirements. Other significant components of other operating expenses are legal and consulting costs of EUR 10.6 million (previous year: EUR 9.2 million) and travel expenses of EUR 5.3 million (previous year: EUR 4.2 million).

Income from investments and gains from the sale of investments amounted to EUR 120.9 million for fiscal year 2024 (previous year: EUR 149.5 million). This includes income from the (phased) recognition of profits from subsidiaries, primarily from the sale of Frigoscandia by a direct subsidiary. Other components of income from investments and gains from the sale of investments relate to the listing of Steyr Motors AG and the contribution of shares in Steyr Motors AG securitized in shares to a wholly owned subsidiary at the market price of EUR 14.00 per share on the date of the contribution in December 2024**.**

Net interest income includes interest income (incl. income from loans) of EUR 41.4 million (previous year: EUR 30.6 million), which mainly results from the issue of loans to finance subsidiaries, including in the context of acquisitions. This is offset by interest expenses of EUR 39.7 million (previous year: EUR 23.7 million), mainly for current interest on the bond (please refer to the comments on the liabilities in section 4.2). The increase in interest income and interest expenses is primarily due to the higher volumes.

Write-downs on financial assets amounted to EUR 8.8 million in fiscal year 2024 (previous year: EUR 4.7 million) and were recognized for impairments that are expected to be permanent.

Taxes on income amounted to a tax expense of EUR 4.4 million (previous year: EUR 3.6 million), which is partly attributable to actual taxes (EUR 3.1 million; previous year: EUR 1.2 million) and partly to deferred taxes (EUR 1.3 million; previous year: EUR 2.5 million).

As a result, the Company's **net profit for fiscal year** 2024 according to the German Commercial Code (HGB) will be EUR 108.3 million compared to EUR 102.5 million in the previous year.

4.2 Assets and financial position of the Group

Fixed assets of EUR 342.4 million as of December 31, 2024 (December 31, 2023: EUR 150.9 million) mainly comprise financial assets of EUR 342.0 million (December 31, 2023: EUR 150.5 million), which in turn comprise shares in affiliated companies (EUR 317.4 million; December 31, 2023: EUR 132.8 million), loans to affiliated companies (EUR 17.6 million; December 31, 2023: EUR 17.6 million) and securities held as fixed assets (EUR 7.0 million; December 31, 2023: EUR 0.0 million). The increase in shares in affiliated companies resulted in particular from capital measures at direct subsidiaries to strengthen the portfolio financially and from the contribution of shares in Steyr Motors AG securitized in shares to a wholly owned subsidiary at the market price on the reporting date.

Current assets of EUR 514.3 million as of December 31, 2024 (December 31, 2023: EUR 402.1 million) include EUR 447.1 million in receivables from affiliated companies (December 31, 2023: EUR 328.6 million), of which EUR 253.8 million is largely attributable to loan receivables from subsidiaries (December 31, 2023: EUR 202.2 million). In addition, receivables from affiliated companies include trade receivables of EUR 107.8 million (December 31, 2023: EUR 63.6 million), interest receivables of EUR 55.2 million (December 31, 2023: EUR 30.8 million) and receivables from profit distributions of EUR 30.4 million (December 31, 2022: EUR 32.0 million). Other assets amount to EUR 8.4 million (December 31, 2023: EUR 17.1 million) and include in particular the credit balances in connection with the acquisition of shares in an indirect subsidiary, Balcke-Durr Energy Solutions S. p. A., Genoa, by a direct subsidiary in fiscal year 2022 of EUR 7.5 million (December 31, 2023: EUR 13.5 million). Bank balances amounted to EUR 58.8 million as of December 31, 2024 (December 31, 2023: EUR 56.4 million).

Deferred tax assets in connection with the future use of tax loss carryforwards amount to EUR 7.0 million (December 31, 2023: EUR 8.3 million).

Taking into account the net profit for fiscal year 2024 of EUR 108.3 million (previous year: EUR 102.5 million) and after distribution of a dividend totaling EUR 47.4 million (previous year: EUR 36.1 million), the Company's **equity** amounted to EUR 406.3 million as of December 31, 2024 (December 31, 2023: EUR 343.6 million).

Provisions amounted to EUR 39.0 million as of December 31, 2024 (December 31, 2023: EUR 24.6 million). Provisions for outstanding invoices, primarily for services from affiliated companies, increased to EUR 14.1 million (December 31, 2023: EUR 1.4 million). As in the previous year, other provisions also include payments of EUR 12.0 million received in connection with the acquisition of shares in Balcke-Durr Energy Solutions S. p. A., Genoa, by an indirect subsidiary. The contribution received by Mutares SE & Co. KGaA serves to cover uncertain obligations from guarantees and is therefore recognized under other provisions. Provisions for personnel costs, in particular bonuses for employees, amounted to EUR 7.3 million as of December 31, 2024 (December 31, 2023: EUR 7.5 million), while tax provisions amounted to EUR 4.1 million (December 31, 2023: EUR 2.7 million).

The increase in liabilities to EUR 416.8 million as of December 31, 2024 (December 31, 2023: EUR 193.7 million) is primarily due to the increase in the current 2023/2027 bond and the issue of a new 2024/2029 bond by a total of EUR 235.0 million to EUR 385.0 million (December 31, 2023: EUR 150.0 million). The terms and conditions of both bonds include specific financial covenants with regard to a minimum liquidity level and the ratio of debt to assets and equity. Non-compliance with the respective financial covenants can generally lead to termination of the respective bond. The resulting repayment obligations therefore harbor potential risks for the financial position of the company and the Group. As at the balance sheet date of December 31, 2024, the financial covenant relating to the ratio of debt to equity in the Group was not complied with. This non-compliance led to the bond creditors being granted a fundamental right of termination. The non-compliance with the secondary condition was remedied by the date of preparation of this combined management and Group management report by restoring compliance with the financial covenants as at March 31, 2025. In accordance with the terms and conditions of the bonds, there is now no longer a right to call in the liabilities from the bonds prematurely.

In order to implement the growth strategy, it was necessary to invest in the portfolio, particularly in the Automotive & Mobility segment. Mutares has consistently pursued a growth strategy in recent years and, with the FerrAl United Group and the Amaneos Group, has created two relevant portfolio groups in the supplier market for the automotive industry, which entailed extensive investments. Mutares now considers the growth of these two portfolio groups to be essentially complete and expects fewer investments in the portfolio in the future, which will result in lower financing requirements for the portfolio on the part of Mutares. Following the strong growth of recent years, Mutares is also planning for lower average investment requirements for the other segments in the context of acquisitions.

Liabilities to affiliated companies increased to EUR 27.4 million (December 31, 2023: EUR 27.0 million). Trade payables of EUR 2.5 million (December 31, 2023: EUR 2.5 million) and other liabilities of EUR 0.9 million (December 31, 2023: EUR 0.8 million) remained at the same level as the previous year's reporting date.

5. Performance indicators and the Management Board's assessment of business performance

5.1 Financial performance indicators

The most important financial performance indicators of the **Mutares Group** are as follows:

- Sales revenue
- Operating result (EBITDA = earnings before interest, taxes, depreciation and amortization)
- Adjusted EBITDA (adjusted EBITDA, see below)

Gains from bargain purchases are recognized immediately in profit or loss in the year of the transaction. Restructuring and other non-recurring expenses, on the other hand, may also be incurred in subsequent periods. Due to the associated regularly significant non-operational volatility of Group EBITDA, the Management Board has introduced an additional performance measure in the form of EBITDA adjusted for non-recurring effects - referred to as “Adjusted EBITDA” in internal management and reporting - for reasons of transparency. The basis for the calculation is the reported Group EBITDA (earnings before interest, taxes, depreciation and amortization), adjusted for gains from bargain purchases, restructuring and other non-recurring expenses and income as well as deconsolidation effects. This makes operating developments more transparent and enables a better assessment of operating profitability.

As part of its business strategy, the Company pursues a decidedly attractive and longterm dividend policy, so that the Management Board considers its net income for the year calculated in accordance with the German Commercial Code (HGB) to be a further significant financial performance indicator for Mutares SE & Co. KGaA, which is used to ensure the ability to pay dividends. Mutares SE & Co. KGaA’s net income for the year is essentially derived from three different sources, namely revenue from the Group’s internal consulting business, dividends from portfolio companies and exit proceeds from the sale of investments.

For the development of the individual financial performance indicators, please refer to the comments above on the Group’s earnings position (section 3.1) and the company’s earnings position (section 4.1) as well as the reports from the portfolio Companies (section 2.3).

With regard to the forecasts made in the previous year’s Combined Management Report for fiscal year 2024, the actual development is as follows:

- The Management Board expected the Mutares Group's **revenues** to increase to between EUR 5.7 billion and EUR 6.3 billion in fiscal year 2024. With actual revenues of EUR 53 billion in fiscal year 2024 (previous year: EUR 47 billion), this target was not achieved despite an increase of 12 % compared to the previous year due to the fact that some acquisitions were completed later than originally expected and the organic revenue development of some of the portfolio companies was not in line with planning. With regard to the main influencing factors, please refer to the explanations in section 2.3 above.

- Benefiting from gains from bargain purchases in connection with the acquisitions totaling EUR 2689 million (previous year: EUR 7272 million) and deconsolidation effects of EUR 704 million (previous year: EUR 1049 million), the Group's (reported) EBITDA for the 2024 fiscal year amounts to EUR 1171 million (previous year: EUR 7569 million) and thus reached at least a slightly positive level in line with the previous year's forecast. With regard to the main influencing factors, please refer to the explanations in sections 2.3 and 3.1 above

- The Management Board expected an extraordinary improvement in adjusted EBITDA compared to the 2023 fiscal year due to balance of opposite effects. As expected, adjusted

EBITDA was negatively impacted by the negative earnings contributions of the newly acquired portfolio companies. On the other hand, the restructuring programs implemented led to an increase in the profitability of the respective portfolio companies. At the same time, however, some of the portfolio companies did not achieve the planned improvement in profitability. Overall, the Group's adjusted EBITDA amounted to EUR –85.4 million in fiscal year 2024 (previous year: EUR +3.5 million) and was therefore unable to increase, contrary to the previous year's forecast. Please refer to the comments in sections 2.3 and 3.1 above with regard to the main influencing factors.

- The **net income** of Mutares SE & Co. KGaA calculated in accordance with the provisions of the German Commercial Code (HGB) should be in a range of 1.8% to 2.2% of the consolidated revenues of the Mutares Group. Based on expected revenues for the Mutares Group of EUR 6.0 billion on average, the Management Board therefore expected a net profit of EUR 108 million to EUR 132 million for the fiscal year 2024. For fiscal year 2024, with revenues of EUR 5.3 billion in the Mutares Group and a net profit under commercial law of EUR 108.3 million for Mutares SE & Co. KGaA a percentual figure of 2.1 % (previous year: 2.2 %), which is once again at the upper end of the target corridor in relation to the actual revenues generated by the Mutares Group; also in relation to the originally higher forecast for the revenues of the Mutares Group, the net income achieved is still within the target corridor. Mutares SE & Co. KGaA's net income for the year is essentially derived from three different sources, namely revenue from the Group's internal advisory business, dividends from portfolio companies and exit proceeds from the sale of investments. The latter also includes proceeds from the IPO of Steyr Motors AG and the contribution of shares in Steyr Motors AG securitized in shares to a wholly owned subsidiary at the stock market price on the date of the contribution in December 2024.

The Mutares Group is currently managed primarily on the basis of financial performance indicators. The non-financial Group report in accordance with Section 315b (3) HGB is published in a separate sustainability report.

5.2 Management Board's assessment of business performance

The benchmark for the success of Mutares SE & Co. KGaA and the Mutares Group is essentially the restructuring and development progress of the investments as well as completed M&A transactions, which contribute to an increase in value in the Group following a successful turnaround and further development of the investments depending on the situation.

With regard to transaction activities in fiscal year 2024, the Management Board is satisfied on the one hand due to the many acquisitions. However, due to the increasing size and complexity of the acquisitions associated with the Group's growth, a general increase in risks from the acquisition process can be observed, not least in connection with the acquisitions of TeamTex and Serneke. The exits in fiscal year 2024, some of which generated significant cash inflows, but some of which also served to streamline the portfolio, generated a cash inflow for the Mutares holding company of around EUR 70 million and income of around EUR 112.8 million at the Annual Financial Statements level. [20] .

In an environment that remains challenging in some cases, particularly in the Automotive & Mobility segment, Mutares' various portfolio companies implemented comprehensive operational improve-

[20] This also includes the effects from the listing of Steyr Motors AG and the contribution of shares in Steyr Motors AG securitized in shares to a owned subsidiary at the stock market price of EUR 14.00 per share on the date of the contribution in December 2024.

ment, transformation or restructuring programs over the course of the fiscal year. For portfolio companies that have been part of the Mutares portfolio for at least twelve months and for which a valid assessment of the restructuring and development progress is therefore possible, the Management Board assesses the restructuring and development progress at SFC Solutions (part of Amaneos), Guascor Energy, NEM Energy Group, Steyr Motors, Palmia, Terranor Group and keeeper Group in particular as positive or very positive. The Management Board also sees significant progress in some cases in realizing improvement potential at Gemini Rail and Conexus). In contrast, the Management Board believes that there are significant challenges, particularly at HILO Group, Peugeot Motocycles, Byldis, La Rochette, Fasana and Lapeyre. Following the large number of add-on acquisitions for the FerrAl United Group, the focus in the short term is on necessary optimization measures, particularly at Cimos, Selzer and PrimoTECS, and subsequently on the further integration of the FerrAl United Group.

Mutares SE & Co. KGaA's revenues increased encouragingly to EUR 109.8 million in fiscal year 2024 (previous year: EUR 103.6 million) as a result of the expanded portfolio in conjunction with the high level of acquisition activity in the past, which was followed by the planned expansion of operational consulting capacities. Benefiting in particular from the exits in fiscal year 2024, as described above, the company generated net income for the year of EUR 108.3 million, which is in line with the forecast, compared to EUR 102.5 million in the previous year.

Against the backdrop of the challenging environment, the Management Board is satisfied overall with the course of the fiscal year. This applies both to the parent Company Mutares SE & Co. KGaA and its development in fiscal year 2024 and to the Mutares Group. The Management Board believes that the ambitious growth course is on a successful path thanks to the acquisitions made and the transformation programs initiated in the portfolio.

6. Further information

6.1 Supplementary report

For information on significant events after the balance sheet date, please refer to the notes to the consolidated financial statements (section G., note 50.) and the notes to the annual financial statements (section 5.10) of Mutares SE & Co. KGaA.

6.2 Information relevant to a takeover

The following information contains disclosures in accordance with Sections 289a and 315a HGB, including information on share capital, voting rights and the transfer of shares.

Composition of capital/class of shares

The subscribed capital of Mutares SE & Co. KGaA is fully paid in and consists of 21,348,256 (December 31, 2023: 21,058,756) registered shares with a notional interest in the share capital of EUR 1.00 each as of December 31, 2024. The increase in fiscal year 2024 resulted from the exercise of share options in connection with share-based payment by means of settlement from Conditional Capital 2019 / II. The Company's shares are registered shares. There is only one class of shares; all shares carry the same rights and obligations arising from the statutory regulations.

Restrictions affecting voting rights or the transfer of shares

Each share grants one vote at the Annual General Meeting and is decisive for the shareholders' share in the Company's profit. This does not apply to treasury shares held by the Company, which do not entitle the Company to any rights. In the cases of Section 136 AktG, voting rights from the shares concerned are excluded by law.

The Chairman of the Management Board, Robin Laik, may dispose of voting rights for a total of 5,380,884 shares on the basis of a contractual agreement; the voting rights for these shares are exercised uniformly by Robin Laik.

Direct or indirect shareholdings in the share capital that exceed 10% of the voting rights

According to current information, Robin Laik, Munich, directly holds more than 10% of the voting rights. The members of Robin Laik's family, all resident in Germany, together directly hold more than 10% of the voting rights.

Provisions (statutory /statute) on the appointment and dismissal of the Management Board and amendments to the Articles of Association

The Company is represented by the general partner, Mutares Management SE, and thus by its Management Board. In accordance with Article 8 of the Articles of Association of Mutares Management SE, the Management Board of Mutares Management SE may consist of one or more persons. The Supervisory Board of Mutares Management SE determines the specific number of members of the Management Board. A simple majority of the votes cast by the members of this Supervisory Board is required for their appointment and dismissal; in the event of a tie, the Chairman has the casting vote in accordance with Article 13 (7) of the Articles of Association of Mutares Management SE. The members of the Management Board of Mutares Management SE may be appointed for a maximum period of six years; reappointments are permitted. Pursuant to Article 7 of the Articles of Association, the exclusion of shareholders of Mutares SE & Co. KGaA may exempt individual, several or all members of the Management Board of the General Partner in general or in individual cases from the prohibition of multiple representation pursuant to Section 181 Alt. 2 BGB; Section 112 of the German Stock Corporation Act (AktG) remains unaffected.

Amendments to the Articles of Association are made by resolution of the Annual General Meeting in accordance with Section 179 AktG. This means that amendments to the Articles of Association generally require the approval of at least three quarters of the share capital represented at the time the resolution is adopted. Pursuant to Art. 10 par. 4 of the Articles of Association, the Supervisory Board is authorized to make amendments to the Articles of Association that relate only to the wording. Furthermore, the Supervisory Board is authorized to amend Art. 4 par. 5 of the Articles of Association in line with the respective issue of subscription shares and to make all other related amendments to the Articles of Association that only affect the wording. The same applies in the event that the authorization to issue subscription rights is not utilized.

Powers of the Management Board to issue or buy back shares

Conditional capital

The Annual General Meeting of the Company on May 23, 2019, created Contingent Capital 2019 / I of EUR 3,000 thousand for the purpose of granting shares upon exercise of conversion or option rights or upon fulfillment of conversion or option obligations to the holders or creditors of convertible bonds, warrant bonds, profit participation rights and /or participating bonds or combinations of these instruments issued on the basis of the authorization resolution of the Annual General Meeting on May 23, 2019.

After the partial cancellation of Conditional Capital 2016 / I took effect, the share capital of Mutares SE & Co. KGaA was conditionally increased by up to EUR 802 thousand by resolution of the Annual General Meeting on May 23, 2019, by issuing up to 802,176 no-par value registered shares ("Conditional Capital 2019 / II"). Conditional Capital 2019 / II serves to grant subscription rights to members of the Management Board and employees of the Company, members of the management and employees of companies affiliated with the company.

After the partial cancellation of Conditional Capital 2016 / I took effect, the Company's share capital was conditionally increased by up to EUR 387 thousand by issuing up to 387,000 no-par value registered shares ("Conditional Capital 2021 / I"). Conditional Capital 2021 / I was used exclusively to issue shares in the Company to service subscription rights to shares in the Company granted to members of the company's Management Board and employees of the Company as well as members of the management and employees of companies affiliated with the Company within the meaning of Sections 15 et seq. AktG in the form of stock options in accordance with the above authorization resolution pursuant to lit. b).

In the period from January 1 to December 31, 2023, a total of 154,525 new no-par value registered shares were issued from Conditional Capital 2016 / I. As a result of the issue of the new no-par value registered shares, the Conditional Capital 2016 / I was reduced from EUR 361 thousand to EUR 206 thousand. Furthermore, in the period from January 1 to December 31, 2023, a total of 267,500 new no-par value registered shares were issued from Conditional Capital 2019 / II. As a result of the issue of the new no-par value registered shares, Conditional Capital 2019 / II decreased by EUR 267 thousand from EUR 802 thousand to EUR 535 thousand as at December 31, 2023.

In the period from January 1 to December 31, 2024, a total of 289,500 new no-par value registered shares were issued from Conditional Capital 2019 / II. As a result of the issue of the new no-par value registered shares, Conditional Capital 2019 / II was reduced by EUR 289 thousand from EUR 535 thousand to EUR 245 thousand.
By resolution dated June 4, 2024, the Annual General Meeting resolved to cancel the Conditional Capital 2019 / I. In addition, the Annual General Meeting resolved on June 4, 2024, to conditionally

increase the Company's share capital by up to EUR 2.1 million by issuing up to 2,105,875 new no-par value registered shares ("Conditional Capital 2024 / I"). The Conditional Capital 2024 / I serves to grant no-par value registered shares to the holders or creditors of convertible bonds, bonds with warrants, profit participation rights and /or participating bonds (or combinations of these instruments) issued on the basis of the authorization resolution of the Annual General Meeting on June 4, 2024 when conversion or option rights are exercised, when conversion or option obligations are fulfilled or when the company exercises an option to grant shares in the company in whole or in part instead of payment of the cash amount due.

Authorized capital

By resolution dated May 23, 2019, the Annual General Meeting of the Company resolved to cancel the Authorized Capital 2015 / I and instead authorized the Management Board, with the approval of the Supervisory Board, to increase the Company's share capital by a total of up to EUR 7.7 million by issuing up to 7,748,146 new no-par value registered shares against cash and /or non-cash contributions in the period up to May 22, 2024 ("Authorized Capital 2019 / I"). On September 28, 2021, the Management Board of the Company's general partner, Mutares Management SE, resolved, with the approval of the Supervisory Board, to increase the Company's share capital from EUR 15.5 million to EUR 20.6 million by issuing 5.1 million new no-par value ordinary registered shares. The capital increase with subscription rights for the Company's limited liability shareholders was carried out in return for cash contributions, making partial use of the existing Authorized Capital 2019 / I. This still amounts to EUR 2,608 thousand after the partial utilization. By resolution dated July 10, 2023, the Annual General Meeting of the company resolved to cancel the Authorized Capital 2019 / I and thus reduce the Authorized Capital 2019 / I to EUR 0. Instead, the Management Board was authorized, with the approval of the Supervisory Board, to increase the share capital once or several times in the period up to July 9, 2028 by a total of up to EUR 8,254,692.00 by issuing up to 8,254,692 new no-par value registered shares against cash and /or non-cash contributions ("Authorized Capital 2023 / I"). By resolution dated June 4, 2024, the Annual General Meeting of the Company resolved to cancel the Authorized Capital 2023 / I and thus reduce the Authorized Capital 2023 / I to EUR 0. In its place, the general partner was authorized, with the approval of the Supervisory Board, to increase the share capital on one or more occasions in the period up to June 3, 2029 by a total of up to EUR 8.4 million by issuing up to 8,423,502 new no-par value registered shares in return for cash and /or non-cash contributions ("Authorized Capital 2024 / I").

Treasury shares

By resolution of the Annual General Meeting on June 4, 2024, the general partner was authorized to acquire treasury shares in the Company up to a total of 10 % of the Company's share capital existing at the time of the resolution or – if this value is lower – at the time the authorization is exercised, while observing the principle of equal treatment (in accordance with Section 53a AktG), until the end of June 3, 2029. The shares acquired on the basis of this authorization, together with other treasury shares of the Company which the Company has acquired and still holds or which are attributable to it in accordance with Sections 71a et seq. of the German Stock Corporation Act (AktG), may not exceed 10 % of the Company's share capital at any time. The authorization may be exercised once or several times, in full or in partial amounts, in pursuit of one or several purposes by the Company, but also by dependent companies or companies in which the Company holds a majority interest or by third parties for the account of the Company or companies dependent on it or in which the Company holds a majority interest.

In connection with the acquisition of treasury shares, the Annual General Meeting on June 4, 2024, authorized the general partner, with the approval of the Supervisory Board, to acquire treasury shares until June 3, 2029, including through the use of equity derivatives ("derivatives"). These include (1) the sale of options to third parties that oblige the Company to acquire shares in the Company when the option is exercised ("put options"), (2) the acquisition of options that give the

Company the right to acquire shares in the Company when the option is exercised (“call options”), (3) forward purchases in which the Company acquires treasury shares at a specific date in the future, and (4) the use of a combination of put options, call options and forward purchases. Derivative transactions may only be concluded via the stock exchange or one or more banks or other companies that meet the requirements of Section 186 para. 5 sentence 1 AktG. In any case, a maximum of 5 % of the share capital existing at the time of the resolution or – if this value is lower – of the Company’s share capital existing at the time the authorization is exercised may be acquired using derivatives. The term of the derivatives may not exceed 18 months and that the shares are acquired by exercising or fulfilling the derivatives no later than June 3, 2029. The shareholders are not entitled to enter into such derivative transactions with the Company – in corresponding application of Section 278 para. 3 AktG in conjunction with Section 186 para. 3 sentence 4 AktG.

No treasury shares were held as at December 31, 2024.

Further details on the existing authorizations can be found in the aforementioned Annual General Meeting resolutions. Information on authorized and conditional capital and the acquisition of treasury shares can also be found in the Notes to the Annual Financial Statements (section 3.5) and in the Notes to the Consolidated Financial Statements (Notes 31, 32.1 and 33).

Agreements that are conditional on a change of control following a takeover bid

In January 2024, the company as issuer increased the existing senior secured bond with a nominal volume of EUR 150 million and a term until March 31, 2027 ("Bond 2023/2027") by an amount of EUR 100 million to the maximum nominal volume of EUR 250 million. In September 2024, Mutares also issued a senior secured bond with a nominal volume of EUR 135 million and a term until September 19, 2029 ("Bond 2024/2029"); this bond can be increased to a nominal volume of up to EUR 300 million during its term.

The agreements concluded under the two bonds each grant the other contracting party a right of termination in the event, among other things, that the shares are delisted from the Frankfurt Stock Exchange, that 50% of the shares are held by a natural or legal person or group of persons (with the exception of Robin Laik), or that all or all material assets are sold, irrespective of whether this relates to individual transactions or a series of related transactions.

6.3 Corporate governance and non-financial statement

The Management Board of the general partner of Mutares SE & Co. KGaA, Mutares Management SE, as well as the Shareholder Committee and the Supervisory Board of Mutares SE & Co. KGaA are committed to the principles of corporate governance geared towards long-term and sustainable value creation. In accordance with Sections 289f and 315d of the German Commercial Code (HGB), they jointly issue a combined "Corporate Governance Statement". The full text of the current declaration is available on the company's website at https://ir.mutares.de/corporate-governance/. As part of the corporate governance declaration, the Management Board of the general partner of Mutares SE & Co. KGaA, Mutares Management SE, as well as the Shareholder Committee and the Supervisory Board of Mutares SE & Co. KGaA issued the declaration required by section 161 of the German Stock Corporation Act in December 2024 and made it publicly available on the company's website at https://ir.mutares.de/corporate-governance/.

The obligation to issue a non-financial Group statement in accordance with Sections 315b and 315c HGB the Management Board of the general partner of Mutares SE & Co. KGaA, Mutares Management SE, and the Supervisory Board of Mutares SE & Co. KGaA will comply with this obligation by publishing a separate non-financial Group report on the Company's website at https://ir.mutares.de/corporate-governance/ in due time.

7. Opportunity and risk report

7.1 Risk management and internal control system

Mutares' business activities, like any entrepreneurial activity, are associated with opportunities and risks. Mutares defines "risk" as possible future developments or events which, if they occur, could lead to a negative deviation from the forecast or target for the Group. Conversely, "opportunities" can lead to a positive deviation from the forecast or target if they materialize.

Risk management system

Mutares SE & Co. KGaA is required by law (see section 278 (3) AktG in conjunction with section 91 (3) AktG) to operate and maintain an appropriate and effective risk management system, including an early risk detection system in accordance with section 91 (2) AktG.

Risk management, as the entirety of all organizational regulations and measures for the early identification of risks and the adequate handling of the risks of entrepreneurial activity, has a high priority in the Group and plays a key role in the Mutares business model. The Management Board has therefore installed a systematic, multi-level risk management system and anchored it in the organization.

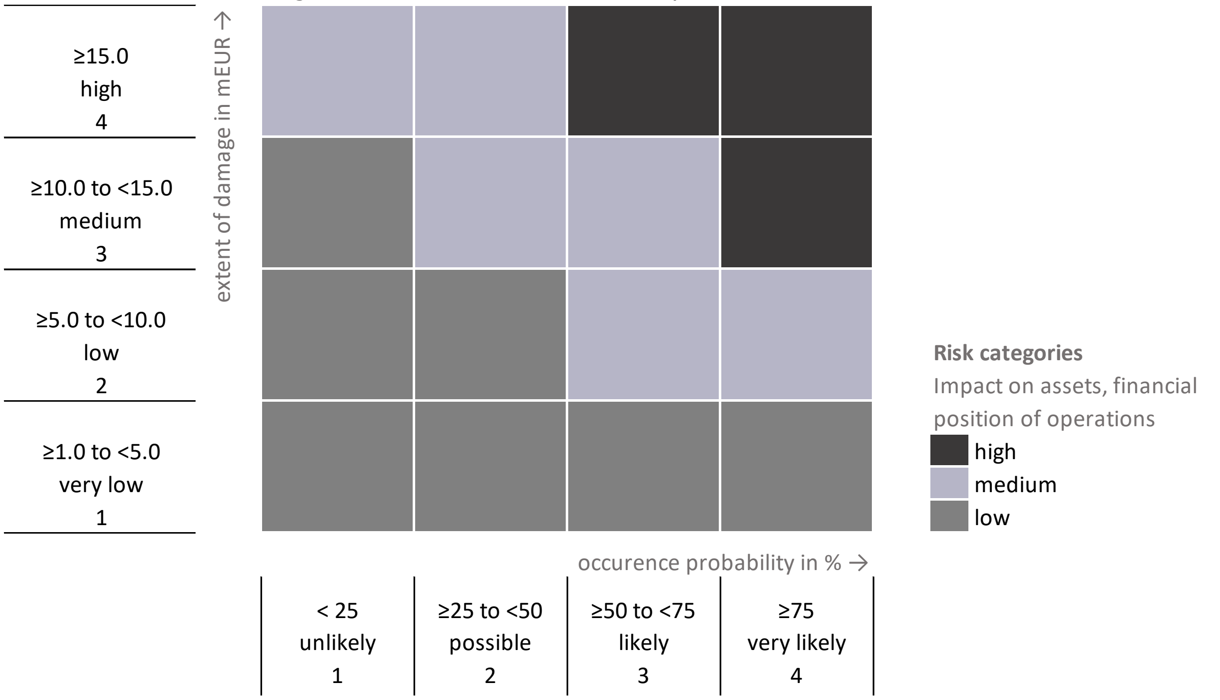
The primary objective of Mutares' risk strategy is to identify existential risks and reliably avert them from the Company – while at the same time limiting risk costs to a necessary level. Furthermore, risks that threaten to miss the published forecasts if they materialize, thus leading to a failure to meet the expectations of the capital market, are to be avoided or mitigated in good time. Finally, Mutares' Compliance Management System ("CMS") is aimed at identifying and mitigating existential regulatory risks (in particular risks relating to corruption and bribery, antitrust and competition law, capital market law and money laundering law, hereinafter referred to as "compliance risks").

The risk management process[21] is used to identify, assess and report actual and potential risks :

Risks are **identified** by using a combination of bottom-up and top-down analyses. The risks identified in this way are assessed on the basis of two key dimensions, namely their monetary impact (extent of damage) on the results of operations and /or financial position and /or net assets of the Company or the Group and their expected probability of occurrence with regard to a one-year observation horizon. The focus of the assessment is always on the most likely risk scenario. The risk assessment distinguishes between gross and net assessment: Measures that have already been taken can reduce the gross risk both in terms of the monetary impact and in terms of the possible occurrence of the risk. The net risk then represents the amount of damage and probability of occurrence, taking the measures already initiated by the reporting date that reduce the potential loss or the expected probability of occurrence into account.

[21] The identification of opportunities and the entrepreneurial exploitation of the identified opportunities represent the core of the Mutares business model and are therefore performed by original entrepreneurial functions. The Mutares risk management system therefore focuses on the management of risks in the narrower sense.

The risk classes resulting from this assessment can be presented in a **risk matrix:**



Risks in the medium or high risk category in particular are **actively managed** in order to achieve the risk reduction targeted by the Company.

Mutares has installed a standardized **reporting** process for the reporting of actual and potential risks: Accordingly, quarterly reports are submitted to the Company by the operating portfolio companies and assessed together with the Company's risk analysis. In the event of particularly significant new risks (especially those that threaten the existence of the Company) or significant changes in existing risk positions, immediate reporting is also carried out (ad hoc risk process). Regular reporting to the Management Board and Supervisory Board and its Audit Committee is also carried out on a quarterly basis and, in addition, to the Management Board and, if of significant relevance from a Group perspective, to the Supervisory Board or its Audit Committee on an ad hoc basis.

The **risk-bearing capacity** represents the maximum extent of risk that can be borne by the company without jeopardizing its continued existence and generally forms the upper limit for a cumulative risk position. It is calculated both on the basis of liquidity and in relation to the company's equity. Both figures are compared with the sum of the assessed risks as an aggregated risk position. All recorded and assessed risks are aggregated into risk portfolios in order to analyze the risk-bearing capacity and thus also the overall risk position of Mutares and to be able to initiate suitable countermeasures. A recognized quantitative method is used for this purpose. The scope of consolidation of risk management corresponds to the scope of consolidation of the consolidated financial statements. In this context, the total risk positions determined in relation to the risk-bearing capacity of Mutares for the period under review are analyzed using a suitable indicator, the total net expected loss value, and regularly monitored by the Executive Board with regard to the coverage of the net assets, financial position and results of operations. However, the quarterly analyses of risk-bearing capacity in this regard did not regularly result in any need for action by the Executive Board in the 2024 fiscal year.

Risk management is also flanked by the following activities: All critical contractual components, business developments and liability risks are subject to an appropriate review by the Management Board or internal and/or experts commissioned by it and are regularly followed up in the reviews of the portfolio companies as well as in the Management Board meetings and reported to the Supervisory Board if of significant relevance from a Group perspective. Standardized financial reporting of all portfolio companies on a weekly or monthly basis gives the Management Board a comprehensive picture of developments in the entire portfolio. In addition, Mutares works closely with the operational teams in the portfolio companies - consisting of Mutares consultants on site and/or the local members of management - who check compliance with the guidelines on site in the respective portfolio companies and work with Mutares to develop concrete steps for their implementation. The Executive Board monitors the business performance of the portfolio companies in regular reviews and is informed about the net assets, financial position and results of operations of all investments on the basis of the implemented reporting system. Mutares has sufficient free personnel and financial capacity to be able to react flexibly and appropriately if necessary.

Compliance risks are also analyzed and addressed qualitatively as part of the compliance risk analyses provided for by the CMS. Standardized and regular reporting on the compliance risks of all portfolio companies, supplemented where necessary by ad hoc reporting, provides the Management Board and the Supervisory Board or its Audit Committee with a comprehensive picture of developments across the entire portfolio.

In the interests of **continuous improvement**, adjustments to the risk management system and the CMS are regularly evaluated and implemented.

Internal control system [22]

The internal control system ("ICS"), as the totality of all systematically defined controls and monitoring activities, is aimed at ensuring the security and efficiency of business transactions, the reliability of financial reporting and the compliance of all activities with relevant laws and internal guidelines. In addition to safeguarding against financial reporting risks, the ICS therefore also includes general basic safeguards against sustainability risks and compliance risks, for example.

In accordance with Section 91 (3) of the German Stock Corporation Act (AktG), the scope and structure of the ICS are at the discretion and responsibility of the Management Board. The ICS supports the organizational implementation of the Management Board's decisions. This includes the achievement of business objectives, the correctness and reliability of accounting (see the following section on the internal control and risk management system with regard to the accounting process) and compliance with the relevant legal requirements and regulations. Sustainability and compliance aspects are also taken into account and continuously developed on the basis of regulatory requirements.

The components of the ICS organization are anchored decentrally in the portfolio companies of the Mutares Group and, in addition to technical system controls, also include manual spot checks, technical system and manual reconciliation processes and the separation of executive and controlling functions (so-called "separation of functions").

Internal control and risk management system in relation to the accounting process

The internal control and risk management system relating to the accounting process is designed to ensure that all business processes and transactions are recorded in a timely, uniform and correct manner for accounting purposes. The goal of the internal control system for the consolidation of the

[22] The disclosures in this section are so-called non-management report disclosures that go beyond the statutory requirements for the (combined) management report and are therefore excluded from the content of the audit by the auditor.

subsidiaries included in the Consolidated Financial Statements is to ensure that legal standards, accounting regulations and internal accounting instructions are complied with. Changes to these are analyzed on an ongoing basis with regard to their relevance and impact on the Consolidated Financial Statements and taken into account accordingly. The Company's finance department actively supports all business divisions and Group companies in the development of uniform guidelines and work instructions for accounting-related processes as well as in the monitoring of operational and strategic objectives. In addition to defined controls, system-related and manual reconciliation processes, the separation of executive and controlling functions and compliance with guidelines and work instructions are key components of the internal control system with regard to the accounting process.

The Group companies and their management are responsible for compliance with the applicable guidelines and accounting-related processes as well as the proper and timely preparation of the financial statements. The Group companies are supported in the accounting process by central contacts at the Group parent Company and are monitored regularly, including during the year.

Internal audit

The tasks, purpose, authorities and responsibilities of Internal Audit are codified in Rules of Procedure adopted by the Management Board ("Audit Charter"). This also stipulates that the Internal Audit department acts independently of the units to be audited, which is also ensured by organizational independence with reporting directly to the Management Board and the Audit Committee or Supervisory Board. The annual audit plan for fiscal year 2024 was defined by the Management Board on the basis of a risk-oriented assessment of relevant information of the Group (so-called "Audit Universe"), supplemented by the qualitative assessment, and fully fulfilled by internal audits. As a result of the audits completed for fiscal year 2024, mitigating measures were agreed with the local management in the portfolio companies to address the audit findings, the implementation of which will be followed up by the Management Board and Internal Audit in fiscal year 2025. In addition to the regular audits in accordance with the audit plan, Internal Audit is also deployed on an ad hoc basis to clarify and mitigate any risks that arise that require significant action.

Statement on the appropriateness and effectiveness of the risk management and internal control system[23]

During the reporting year, the Management Board identified isolated weaknesses in the accounting-related internal control system that require improvements to the internal control system in order to ensure that adapted controls adequately support the Group's further growth. Apart from the weaknesses identified, the Management Board is no aware of any relevant indications that significantly impair the adequacy and effectiveness of the risk management system or internal control system as a whole. Irrespective of this, every system is subject to inherent limitations which, by their nature, cannot provide complete assurance that all relevant risks will be identified by appropriate control mechanisms and addressed fully and effectively.

This is all the more true due to the frequent changes in the composition of the portfolio inherent in the business model and Mutares' special investment focus on targets in economically challenging situations or situations of upheaval (e. g. pending restructuring).

However, this specific risk of the Mutares business model is also addressed appropriately and effectively by the Management Board. When compiling the annual audit plan of the Internal Audit department, the Management Board deliberately opts for a risk-oriented rather than a randomized approach in order to increase the probability that relevant topics with significant potential for improvement will be addressed by the Internal Audit department and sees its selection approach confirmed by the

[23] The disclosures in this section are so-called non-management report disclosures that go beyond the statutory requirements for the (combined) management report and are therefore excluded from the content of the audit by the auditor.

results of the Internal Audit audits for fiscal year 2024. Newly acquired portfolio companies are also audited particularly closely on the basis of standardized audit plans after 50 and 100 days of belonging to the Group and are monitored closely by a Mutares team. Lastly, a deliberately closely timed financial reporting system ensures that the Group is fully and promptly informed of all significant developments and, in particular, deviations from plan, and can initiate mitigating measures immediately

7.2 Risks to future development

The table shows the risks discussed below and classifies them into the risk classes defined above (low /medium /high) on the basis of the two key dimensions of probability of occurrence and potential extent of damage in the event of materialization, taking mitigating measures in each case into account.

		Current closing date			Previous Year		
		Probability of occurrence	**Extent of damage**	**Total**	**Probability of occurrence**	**Extent of damage**	**Total**
Future economic conditions	Economic development	Possible	High	Medium	Possible	Medium	Medium
	Geopolitical development	High	High	High	High	High	High
Opportunities and risks inherent in the business model	Competition	Possible	Medium	Medium	Possible	Medium	Medium
	Risks from the acquisition process	High	High	High	Possible	High	Medium
	Failure to achieve restructuring successes	High	High	High	Possible	High	Medium
Other risk areas and significant individual risks	Legal and compliance risks	Possible	High	Medium	Possible	High	Medium
	Financial risks and financing risks	High	High	High	High	High	High
	Distribution and sales risks	High	Medium	Medium	Possible	Medium	Medium
	Sustainability risks	Possible	Medium	Low	Possible	Medium	Low
	Supply chain risks	High	High	High	Possible	High	Medium
	Personnel risks	Possible	Low	Low	Possible	Low	Low
	IT risks and data security	Possible	High	Medium	Possible	High	Medium
	Tax risks	Possible	Low	Low	Possible	Low	Low

Compared to the previous year, the Management Board's assessment has changed as follows:

- Economic development: loss amount upgraded to “high”, in particular due to the subdued economic outlook for Germany for 2025 as described below; this does not change the overall risk class.

- Risks from the acquisition process and lack of restructuring successes: Probability of occurrence upgraded to “high” and thus to the “high” risk class, due to a general increase in risks from the acquisition process as a result of the increasing size and complexity of acquisitions associated with the growth of the Group. The risk of a lack of restructuring success is also increasing in this context.
- Distribution and sales risks: probability of occurrence upgraded to “high” given the protectionist trade policy of the USA under the new administration with measures such as tariffs, import restrictions and subsidies; this does not change the overall risk class, given the protectionist trade policy of the USA under the new administration with measures such as tariffs, import restrictions and subsidies.

The order in which the following explanations are presented does not reflect the Management Board 's assessment of the extent of damage and /or probability of occurrence. Unless explicit information is provided on which segments are (particularly) affected by the risks presented, they generally apply to the entire Group. The opportunities and risks inherent in the business model, on the other hand, focus on the business activities of Mutares SE & Co. KGaA, consisting of the acquisition, transformation (restructuring, optimization and repositioning) and /or development of companies in transitional situations and their subsequent sale.

◔ = Classification in risk class "low"

◑ = Classification in risk class "medium"

◕ = Classification in risk class "high"

Future economic framework conditions

◑ ***Economic***

The economic outlook for 2025 paints a mixed picture for the world, Europe and Germany:

Global economic growth is expected to remain moderate at around 2.8%. Emerging economies such as India and sub-Saharan Africa will continue to record robust growth, while the developed economies could experience a slight slowdown.[24]

With regard to the European economy in 2025, the European Commission expects a moderate recovery.[25] Gross domestic product (GDP) in the eurozone is expected to continue to grow moderately, supported by rising household incomes, a robust labor market and improved financing conditions. Challenges such as high energy costs, demographic changes and stagnating productivity remain, but the resilience of the eurozone is emphasized. The ECB forecasts that inflation is likely to be close to the 2% inflation target from the second quarter of 2025 as cost pressures ease and previous monetary policy decisions take effect. [26]

The economic outlook for Germany in 2025 is rather subdued. Most forecasts point to only slight economic growth. The German government and leading economic institutes expect the gross domestic product (GDP) to grow by around 0.2 % to 0.9 %. The German economy continues to struggle with the consequences of high energy prices, weak global demand and structural challenges, particularly in the export-oriented industry.
Falling interest rates and rising real incomes are anticipated as positive influences.

Negative effects on the asset, financial and earnings position of Mutares or portfolio companies due to economic developments that are worse than anticipated cannot be ruled out.

However, in view of the diversification of the portfolio into four segments, Mutares assumes that adverse economic developments - apart from potentially disruptive influences such as a new pandemic - will generally only affect some of the portfolio companies and will be at least partially offset by less cyclical subsidiaries and/or sufficient exit revenues to such an extent that the fulfillment of the annual targets of the Group and the Company will generally remain unaffected by economic influences.

◕ ***Geopolitical development***

[24] https://www.allianz-trade.com/en_global/news-insights/economic-insights/economic-outlook-2025-26-defying-gravity.html; accessed March 12, 2025
[25] https://economy-finance.ec.europa.eu/publications/2025-euro-area-report_en; accessed March 12, 2025
[26] https://www.ecb.europa.eu/press/projections/html/ecb.projections202412_eurosystem-staff~71a06224a5.de.html#toc6; accessed March 12, 2025

Geopolitical tensions and conflicts, such as the wars in Ukraine or Gaza and the tensions in the South China Sea, can affect important transportation routes and production locations and therefore have far-reaching, possibly even disruptive effects on global supply chains. Geopolitical tensions also increase uncertainty and can lead to higher costs for companies as they have to adapt to alternative suppliers and markets. Punitive tariffs for political reasons and sanctions against certain countries or companies – possibly introduced at short notice – can have a major impact on business relationships and investments.

In addition to the geopolitical tensions and conflicts that already exist, new bilateral or multilateral trade conflicts could significantly affect international trade and have a negative impact on the global economy; a specific risk in this regard is currently posed by the pronounced protectionist trade policy introduced by the administration of the new US president. Such trade conflicts arise when countries introduce protectionist trade barriers such as tariffs, import restrictions, import quotas or subsidies in order to protect their own industries; these measures often lead to retaliatory measures by other countries. The impact of trade conflicts on companies can be manifold: increased costs due to tariffs and other trade barriers raise the cost of imported goods and raw materials, which increases production costs and ultimately prices for end consumers. Trade conflicts can lead to delays and disruptions in global supply chains, affecting the efficiency and reliability of production. Portfolio companies in the Mutares Group could lose or have their access to important markets be restricted, which could have a negative impact on profitability.

In summary, negative effects on the asset, financial and earnings position of the respective portfolio companies and possibly also Mutares due to adverse geopolitical developments for Mutares cannot be ruled out. Geopolitical risks require careful analysis and strategic planning in order to minimize the potential impact and take appropriate risk mitigation measures. The deliberate strategic expansion of the Mutares business model to international markets outside Europe, namely the Chinese, US and Indian markets, increases the geopolitical risk, but is justifiable in the Management Board's assessment in light of the opportunities associated with this expansion due to a significantly larger target universe.

Risks inherent in the business model

The success of Mutares’ business model depends to a large extent on the ability to identify suitable target companies (“targets”) for acquisition and to acquire them on reasonable terms. The portfolio companies are then further developed in the three phases of value creation that portfolio companies usually go through during their affiliation with Mutares (Realignment, Optimization and Harvesting) after completion of an initial optimization or transformation program by means of active investment management and finally sold. In addition to a successful restructuring, Mutares must also be able to sell the investment at an attractive price in order to achieve an appropriately high return on the invested capital or to collect sustainable dividends from profitable portfolio companies temporarily until a favorable exit. If this is not successful, this could have a negative impact on the Mutares Group’s asset, financial and earnings position. However, given the size of the portfolio, Mutares assumes that any lack of restructuring successes of individual portfolio companies or portfolio adjustments without significant exit proceeds will be compensated for by a sufficient number of successful restructurings or exits with significant proceeds to such an extent that the fulfillment of the forecast for the Company and the Group will generally remain unaffected.

Competitive situation

Strategic realignments of large corporations are leading to a stable supply of acquisition opportunities, which may be particularly high in the context of economic developments that continue to be subject to uncertainty due to additional opportunities. Price expectations on the seller’s side remain high in principle, but could also be depressed by economic developments. The fundamental attractiveness of the “companies in transition” market segment has also led to increased competition. For instance, funds have entered the market as competitors, particularly in France. In addition to the growing number of direct competitors, strategists, particularly from China, are increasingly entering the market segment with the goal of expanding their business. At the same time, Mutares is also in competition with the Groups themselves, which may decide to initiate the restructuring of an unprofitable part of the Company themselves or even close it down instead of spinning it off and selling it. In principle, there is therefore a risk of a shortage of acquisition opportunities with a negative impact on the Mutares Group’s asset, financial and earnings position, even though Mutares is well positioned to compete for acquisition opportunities thanks to its reliability and expertise as an experienced expert in transformation and repositioning.

Risks from acquisition processes

The acquisition of companies in situations of upheaval involves considerable tax, legal and economic risks as well as the risk of deliberate deception of an acquirer by the seller, even if an in-depth analysis of the target company (due diligence) has taken place prior to the acquisition – as is customary at Mutares without exception. Liabilities, obligations and other encumbrances of the respective target company that were not known or identifiable at the time of acquisition despite the due diligence carried out or were concealed by the seller could have a significant negative impact on Mutares. This applies in particular if inventory or other guarantees are given to the sellers. If such risks materialize unexpectedly, the asset, financial and earnings position of the Mutares Group could be significantly impacted even if the seller provides substantial financial resources for restructuring as consideration. In addition, claims against a seller due to unfulfilled commitments or undisclosed facts can generally only be enforced at considerable expense and, depending on the circumstances, only partially or not at all.

As a matter of principle and in order to minimize the effects of any insolvency of individual companies within the Group, no profit transfer or cash pooling agreements are concluded within the Mutares Group. In some cases, guarantees, sureties, loans or similar commitments are given or extended to investments after detailed examination in order to exploit business opportunities, growth or working capital financing. The utilization of guarantees and sureties or the default of loans could have negative consequences for the asset, financial and earnings position of Mutares.

In order to reduce the extent of possible risks, Mutares uses a corporate structure in which the operating risks of each individual investment are ring-fenced via a legally independent company (intermediate holding company). This is intended to ensure that the sum of any risks that may arise cannot exceed the previously assessed maximum risk. This risk generally amounts to the purchase price paid, plus any additional financing measures and any off-balance sheet obligations, less the returns received from the operating activities of the respective company over the holding period.

Due to the continuing high level of acquisition activity and the recent increase in the size and complexity of Mutares' acquisitions, there is a general increase in risks from the acquisition process, which could have a negative impact on Mutares' asset, financial and earnings position if they materialize, but this is justifiable in the Management Board's assessment against the backdrop of the opportunities associated with this Group growth..

Failure to achieve restructuring successes

If Mutares succeeds in successfully restructuring and developing the investments as planned, there is a high value enhancement potential for Mutares that will be realized in the event of an exit. There is a risk that the restructuring of a portfolio company could prove to be more difficult than assumed in the previous due diligence. Even with careful and conscientious selection of the target companies, it cannot be ruled out that the success Mutares is striving for from the upheaval situation may not materialize or not materialize quickly enough in individual cases, or that the economic or political conditions in the countries important to the portfolio companies could deteriorate.

If the positioning in the market, the potential for value enhancement or other key success factors of Mutares are assessed incorrectly, this could have consequences for the operational development of the investment and thus for the return at Mutares. Furthermore, it cannot be ruled out that the ability to restructure is assessed incorrectly or that risks are not fully recognized or assessed incorrectly prior to an acquisition. It is therefore possible that the value of investments develops negatively, that the measures initiated may not be successful and that the return targeted by Mutares may not be achieved for a variety of reasons. This would result in portfolio companies remaining in the Group for longer than originally expected, being resold below their acquisition price and thus possibly only taking impairment losses into account, or even having to file for insolvency. In the latter case, Mutares would suffer a total loss of the capital invested, i. e. lose all the financial resources used for the acquisition, ongoing support and, if applicable, financing of this portfolio company. In addition, there could be a risk of third-party claims arising from commitments made by Mutares.In summary, a lack of restructuring success could have a negative impact on the net assets, financial position and results of operations of the portfolio companies concerned and possibly also Mutares.

In summary, a lack of restructuring success could have a negative impact on the asset, financial and earnings position of the portfolio companies concerned and possibly also Mutares.

Nevertheless, given the size of the portfolio, Mutares assumes that any lack of restructuring successes of individual portfolio companies will be compensated for by a sufficient number of successful restructurings or exits with significant proceeds so that the fulfillment of the forecast for the Company and the Group will generally remain unaffected.

Other risk areas and significant individual risks

Legal and compliance risks

In connection with its business activities, Mutares could be confronted with various legal disputes and legal proceedings. Details on ongoing proceedings are presented in the "Legal disputes" section. In addition, difficulties could arise in fulfilling obligations arising from purchase agreements or the business plans communicated prior to a transaction. Both can end in legal disputes, the probable outcome of which cannot always be clearly estimated. In addition, legal cases taken on by the investments could turn out to be more critical or more positive over time than originally assumed.

Furthermore, non-compliance with legal requirements and regulations may result in official proceedings. Such compliance risks in relation to the topics listed below are analyzed and addressed as part of the CMS. Standardized and regular reporting on the compliance risks of all portfolio companies also provides the Management Board with a comprehensive picture of developments across the entire portfolio in this regard and generally allows mitigating measures to be initiated in good time.

Capital market compliance

Mutares is subject to capital market regulations in the European Union and is therefore exposed to risks with regard to associated enforcement measures. The discovery of a breach of capital market regulations could adversely affect Mutares in various ways, including fines and reputational damage, which could have a negative impact on Mutares' asset, financial and earnings position. Mutares counteracts these risks through extensive internal preventive measures. Mutares has implemented an internal guideline to ensure that all employees are informed about risks related to capital market law. This guideline has been made available to all employees via the digital guideline portal and is accessible to all employees at all times. In addition, risk-oriented training and communication measures are carried out for employees who are particularly relevant in this context. To better manage the requirements, Mutares also uses an IT system from a specialized provider to implement and document capital market-related obligations.

Data protection

The Mutares Group is subject to data protection regulations with regard to, among other things, the use and disclosure of personal data as well as the confidentiality, integrity and availability of such data. In particular, Mutares is subject to the requirements of the General Data Protection Regulation (GDPR) in the EU. If the Mutares Group does not comply with this regulation, this could lead to claims for damages and other liability claims, high fines and other penalties as well as damage to business relationships with various partners and Mutares' reputation, which could have a negative impact on the net assets, financial position and results of operations of Mutares or the portfolio companies concerned.

Mutares counteracts these risks through extensive preventive measures. All business processes of Mutares SE & Co. KGaA are recorded, evaluated and transferred to a data protection management system as part of DSGVO or GDPR compliance. All employees of Mutares SE & Co. KGaA have been provided with detailed guidelines and work instructions on data protection, data security and general information security. The IT infrastructure of Mutares SE & Co. KGaA is also continuously kept up to date with the latest technical developments (see the following comments on risks relating to IT processes and data security).

Country-specific requirements

Mutares SE & Co. KGaA and its portfolio companies operate worldwide and are therefore subject to various legal systems. Uncertainties affecting the Mutares Group's asset, financial and earnings position could therefore result in particular from ongoing changes in legislation, case law and different legal interpretations in different legal fields and could assume considerable proportions under certain circumstances. In order to be able to react appropriately to the associated legal risks, which could have a negative impact on the asset, financial and earnings position of Mutares or portfolio companies if they materialize, changes in legislation are constantly monitored with the help of external expertise and countered by means of appropriate measures, e. g. by involving external experts. Furthermore, any violations of the law occurring in a target company could entail liability risks for Mutares if these are not identified and remedied in good time after the acquisition. In the opinion of the Management Board, this risk is particularly but not exclusively relevant for company acquisitions in the United States.

Risk from recourse liability

As an investor that specializes in special situations, Mutares generally operates in a field of tension in which, on the one hand, the extensive restructuring measures of the transformation plans must be implemented and, on the other hand, the individual autonomy of the acquired portfolio companies must be preserved. Depending on the legal system, there is a risk that Mutares could be deemed to be a "de facto management" with the consequence of possible Group or corporate liability. Similar areas include so-called employee liability in France or the subsequent liability under Company law of the transferee's executive bodies or shareholders in Italy. Furthermore, such regulations are often in a state of flux, so that increased vigilance is required here. As far as possible, Mutares has organized its deployment of employees in such a way that such liability is avoided as far as possible. However, it cannot be ruled out that a claim could nevertheless be made with negative effects on Mutares' asset, financial and earnings position.

In addition, Mutares is also exposed to a risk of recourse liability in relation to other areas of law. This applies in particular, but not exclusively, to the risk of possible violations of corruption regulations or antitrust and competition law, where not only potential fines are calculated on the basis of Group revenue, but - under certain circumstances - the Group parent company could also be held liable.

Obligations from company acquisitions and disposals

In connection with contracts for the purchase or sale of companies, Mutares may issue guarantees and /or indemnification undertakings under which it could be held liable or which could lead to legal disputes (an overview of all current guarantees can be found in Note 45 of the Notes to the Consolidated Financial Statements). The issuance of guarantees can be a differentiating factor in the competition for potential takeover targets if competitors are unable to issue guarantees due to their own Articles of Association. In individual cases, a possible claim under the guarantees provided could have a significant negative impact on the asset, financial and earnings position of the Mutares Group.

In principle, the Management Board does not expect the obligations from company acquisitions and disposals to be utilized, even if it cannot be ruled out that such utilization of individual obligations entered into may occur in the event of unexpected adverse developments in general conditions - such as a significant deterioration in economic development - or disruptive events, e.g. a blockade of important supply chains due to geopolitical developments. However, this risk is unavoidable in Mutares' business model, which is characterized by a high level of transaction activity.

Legal disputes

Risks from legal disputes cannot be excluded in principle by any economic operator and thus also not by Mutares or its Portfolio Companies; this also applies to negative effects on the net assets, financial position and results of operations of the Portfolio Companies and possibly also of the Mutares Group if legal disputes are not or only partially won.

A lawsuit was filed in the Court of Michigan in May 2022 against companies of the SFC Solutions Group by the former owner Cooper-Standard Automotive, Inc. ("CSA") based on alleged delayed payment of royalties. The lawsuit is based on a license agreement under which companies of the SFC Solutions Group are required to pay royalties for intellectual property claimed by CSA. However, there is disagreement on the basis, cause, scope and existence of the claimed royalties. SFC Solutions Group considers the action to be inadmissible, in any case unfounded, and has taken up the defense. The Court of Michigan has referred the action to the competent federal court in Michigan (United States). On the one hand, civil proceedings (summary proceedings) were initiated towards the end of 2024; on the other hand, discovery, i. e. the submission of all relevant documents in a formally narrowly defined procedure, began in the regular proceedings. In December 2024, the opportunity arose to start out-of-court mediation. In January 2025, a term sheet was signed to settle the dispute out of court, and finally a settlement agreement was signed in March 2025, according to which payments of USD 9.5 million (approx. EUR 9.1 million) is to be made after the settlement agreement is signed. A corresponding amount was recognized as a provision as at the reporting date of December 31, 2024. In addition, USD 2.0 million (approx. EUR 1.9 million) is to be paid on the basis of the settlement agreement in the event of the sale of the SFC Solutions Group.

Another lawsuit is being pursued by the liquidator of the former investment Grosbill, based on the alleged corporate liability of Mutares. At the same time, the former seller of Grosbill is being sued for breach of contract against the company sold. Mutares has defended itself in full against this claim, which it considered to be unfounded. The legal dispute was initially deleted from the list of pending proceedings due to a lack of grounds for the action and put on hold; shortly before the limitation period for potential claims expired at the end of 2022, the plaintiff filed a new statement of claim containing a statement of the grounds. Furthermore, in August 2024, the liquidator filed another statement of claim, which is essentially directed against the former seller. Mutares will defend itself against this, as the claims are considered unfounded and legally absurd due to the lack of statutory provisions. The court in Paris has since declared that it has no jurisdiction. No new hearing is scheduled and should be unlikely.

With regard to the acquisition of the business now operating as MoldTecs Group, there are still differences of opinion between the acquiring company, a direct subsidiary of Mutares, and the former owner regarding the final purchase price and a possible purchase price adjustment. As no agreement has been reached to date, the former owner filed an arbitration claim with the German Institute of Arbitration in January 2024 in order to clarify preliminary legal issues. On this basis, an arbitrator will then decide on the final purchase price calculation and adjustment in a second step. The plaintiff is also claiming damages. Mutares' direct subsidiary will defend itself against the lawsuit together with its legal advisors. In April 2024, the direct subsidiary of Mutares, together with the legal advisors, submitted pleadings to the DIS in response and counterclaim. The arbitration tribunal is currently being constituted and a written statement and hearing are expected in the third quarter of fiscal year 2025. No reliable information can currently be provided regarding the possible outcome of the proceedings and any prospects of success of the claim.

In addition, a lawsuit was filed by 13 independent service providers of the Stuart Group against Mutares and a direct subsidiary of Mutares. At the same time, the sellers of the Stuart Group companies and several other companies were also sued. The service providers are suing for a declaration that they are employees of the Stuart Group. The proceedings are being conducted before the Spanish central court "Sala nacional de la AUDIENCIA NACIONAL". Mutares will defend itself against this and, after consultation with local lawyers, is confident of winning the legal dispute. An initial hearing took place in November 2024 and a decision is currently pending.

Other obligations

Indirect subsidiaries of Mutares SE & Co. KGaA from the Engineering & Technology segment are involved as partners in joint arrangements within the meaning of IFRS 11 as part of joint ventures or consortium agreements. These have been entered into with the aim of implementing customer projects. The majority of the joint ventures are based in Europe, in Germany, Portugal, Spain, Austria and France. The ownership interests are between 20% and 77%.

Taking into account the structure and legal form of the agreements and all other relevant facts and circumstances, the joint agreements are to be classified as joint operations that are not individually material for the Group.

As at the reporting date, the joint and several liability from the investment in the civil law companies relates to projects with a total order value equivalent to around EUR 646.1 million (previous year: around EUR 698.2 million). The subsidiaries' own share of this amounts to EUR 298.5 million (previous year: EUR 318.1 million). Based on the ongoing credit assessments of the consortium and consortium partners, the Executive Board does not expect any claims to be made for the shares of other companies; the same applies to the own share with the exception of the amounts recognized as provisions for onerous contracts or as part of the loss-free valuation.

◕ *Financial risks and financing risks*

Price change, default and liquidity risk

Fluctuations in prices, sales and demand, including supply bottlenecks on the part of customers and suppliers, as well as general fluctuations on the commodities, capital and currency markets can have a negative impact on the financial position and financial performance of the Group's portfolio companies. Mutares counters these risks at portfolio company level by continuously and promptly monitoring business results and project progress using indicators (e.g. cash position and cash flow development), among other things, in order to be able to take countermeasures at an early stage. In particular, a reporting system is used to enable the timely monitoring of performance in the portfolio companies. For example, the level of cash and cash equivalents in each portfolio company is monitored on a weekly basis. Nevertheless, there is a fundamental risk that the management information system may not provide sufficient information, may provide it too late or may provide it incorrectly, resulting in incorrect decisions being made or, if sufficient information is available, in necessary discretionary decisions being made.

With this in mind, price change, default and liquidity risks at portfolio companies with negative effects on the asset, financial and earnings position of the portfolio companies and possibly also of the Mutares Group cannot be ruled out.

The portfolio companies use financial instruments as required to hedge commodity, currency and interest rate risks. The focus of the instruments is on forward transactions that provide for a fixed payment or receipt in the future. The aim of using financial instruments is to hedge underlying transactions and reduce risks from cash flow fluctuations. The discontinuation of the underlying transaction or a change in the key assumptions for hedging can lead to an increased liquidity risk.

Another significant risk for Mutares against the backdrop of its business model is the correct quantification of the restructuring costs and the portfolio companies, the provision of appropriate financing and the corresponding human resources by Mutares and the assessment of the future prospects of a portfolio company. This risk is limited as far as possible through focused due diligence, which also regularly includes the anticipation of later exit opportunities and achievable exit proceeds, and is then monitored continuously.

In the case of trade receivables, there is a risk of loss for the Group if one of the parties fails to meet its contractual obligations. Credit default insurance is taken out in some cases to hedge against this risk. In addition, business relationships should only be entered into with creditworthy contracting parties and, if appropriate, collateral should be provided in order to reduce the risk of loss from nonfulfilment of obligations. Nevertheless, additional bad debt losses cannot be ruled out, particularly in connection with the negative effects of the current general conditions on the economic performance of the portfolio companies’ customers.

Financing risks

The Mutares Group and numerous portfolio companies regularly make use of external financing. In addition to banks and insurance companies, the financing partners also include leasing and factoring providers.

A change in the credit rating of individual investments as well as increasing regulatory requirements for banks and insurance companies can lead to more difficult or less favorable financing conditions or to more difficult and more expensive procurement of guarantees and sureties. In addition, if development falls short of planning, the repayment of (loan) liabilities may be delayed or not possible in full. In addition to the bond conditions that affect Mutares SE & Co. KGaA and GoCollective, the contracts in connection with financing lines for the equity investments generally contain covenants and other obligations that, if breached, give the financing partner the right to terminate the contract. So far, amicable solutions have been found with the financing partners in the event of such breaches. If such an agreement is not reached, the financing partner can demand the repayment of all financing, which can have a negative impact on the financial position.

The terms and conditions of both of the company's bonds contain specific financial covenants with regard to a minimum liquidity level and the ratio of debt to assets or equity. Non-compliance with the respective financial covenants can generally lead to termination of the respective bond. The resulting repayment obligations therefore harbor potential risks for the financial position of the company and the Group. As at the balance sheet date of December 31, 2024, the financial covenant relating to the ratio of debt to equity in the Group was not complied with. This non-compliance led to the bond creditors being granted a fundamental right of termination. The non-compliance with the secondary condition was remedied by the date of preparation of this combined management and Group management report by restoring compliance with the financial covenants as at March 31, 2025. In accordance with the terms of the bonds, there is now no longer a right to call in the liabilities from the bonds prematurely.

Newly acquired investments of Mutares with existing financing in the form of credit, loan, leasing, guarantee, surety or factoring agreements at the time of acquisition are exposed to the risk that the financing partners may terminate these financing agreements at short notice or provide them with less favorable terms in the event of a change of ownership. Mutares counters these risks with new portfolio companies by generally contacting financing partners before or shortly after the takeover and explaining the current financial situation and the restructuring plan for the investment in detail. However, there is a fundamental risk with every takeover that the previous financing partner cannot be fully convinced and therefore terminates the existing financing.

The risk of rising interest rates for debt financing in the Mutares Group has currently decreased following the slowdown in inflationary momentum, which has already led to the first interest rate cuts by the European Central Bank. Irrespective of this, interest rate risks remain in principle and can be hedged using appropriate instruments (e. g. interest rate swaps, options) after examining each individual case. Even hedging does not fully protect against the effects of rising interest rates in such constellations. In addition, valuation and liquidity effects can arise from interest rate hedges using financial instruments, which have a negative impact on the asset, financial and earnings position.

◑ *Distribution and sales risks*

The loss of profitable customers or the delay of major incoming orders in particular can have a negative impact on the net assets, financial position and results of operations of those portfolio companies whose business is highly concentrated on a small number of large customers or projects. The same applies to sales markets that are characterized by high competitive pressure, as a result of which the contribution margins and margins of the portfolio companies suffer. The adjustment of the product and customer portfolio to eliminate drivers of negative contribution margins is usually part of the restructuring following the acquisition of a new portfolio company and can lead to negative shadow effects in the market or with other customers. Finally, problems with customers that have arisen at one investment can also have a negative impact on other Group investments, particularly those in the same segment.

Against this background, distribution and sales risks with negative effects on the net assets, financial position and results of operations of the Mutares Group and the portfolio companies cannot be ruled out if they materialize.

The materialization of these risks is regularly counteracted through active communication with customers and a systematic sales structure and work at the level of the respective investment. The aim is to conclude longer-term contracts, particularly for customers who account for a large proportion of sales revenue, in order to increase predictability. Intensive communication can lead to better opportunities for orders or large orders, especially if the order processing in the past was satisfactory for both sides.

◔ *Sustainability risks*

Sustainability risks can include environmental, social or governance risks (“ESG”, for short) and, if realized, could have a negative impact not only on the asset, financial and earnings position of the Mutares Group or the portfolio companies, but also on Mutares’reputation.

Environmental risks[27] include risks to the health of people, living beings, the environment and nature and can arise from a company's business activities and its products ("inside-out view"). Causes may include waste, chemicals and raw materials that cause air, soil and water pollution. Mutares may be exposed to these risks at the level of the portfolio companies, for example through the assumption of hidden soil and groundwater damage, which may result in cost-intensive remediation requirements. Risks can also relate to occupational safety and include hazards such as inadequate protective equipment or technical defects, which is why regular safety checks and preventive measures are required to minimize risks. Mutares carefully examines potential environmental risks and their costs before acquiring a target company in the context of due diligence. Environmental risks can also arise as a result of an accident, for example if harmful substances are released into the environment. The occurrence of such environmental risks is counteracted through an active approach to environmental protection and occupational safety as well as the training of employees at the portfolio companies' production sites.

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[27] Social and governance risks can be found in the comments on other risk areas, meaning that environmental risks in particular are addressed under the heading of sustainability risks.

Environmental risks can also consist of climate-related risks that are of a physical or transitory nature (so-called transition risks).

Physical climate risks

Physical climate risks comprise risks from direct damage to and/or costs for a company ("outside-in view") as a result of physical phenomena such as extreme weather events. A distinction is made between an increasing accumulation and intensity (acute climate risks) and longer-term changes in mean values and fluctuation ranges of various climate variables (chronic climate risks).

Mutares counters acute, physical climate risks that could have a negative impact on the net assets, financial position and results of operations of the Mutares Group or the portfolio companies, for example through a shutdown of operations or repair and investment costs, at the portfolio company level. Among other things, building damage insurance policies that insure the business premises can also cover damage caused by natural disasters.

Chronic, physical climate risks can be relevant for portfolio companies that conduct their business activities in locations that are more exposed to extreme weather events in the future, such as coastal locations. These are not yet directly affected by claims, but may be in the future due to the effects of climate change. If a portfolio company is affected by chronic, physical climate risks, this is countered by physical measures such as flood protection.

Chronic, physical climate risks have not materialized for the Mutares Group at the current time, nor have any significant chronic, physical climate risks been identified.

Climate-related transition risks

Dealing with climate-related transition risks is of crucial importance for Mutares and the sustainable development of both the Group and many of its portfolio companies. Mutares therefore expanded the Group’s ESG management and the related advice to portfolio companies in fiscal year 2024 and will continue this expansion in fiscal year 2025. Climate-related transition risks are already systematically addressed in the acquisition process and the risks identified are included as standard in the decision-making process for an acquisition.

Nevertheless, these extensive measures cannot completely rule out climate-related transition risks. This applies not only, but in particular, to climate-related transition risks that materialize as a result of new legislation, regulatory changes and mentality-related structural changes to relevant framework conditions and /or markets and have a negative impact on the business activities of individual portfolio companies.

For example, the increasing focus of consumers and growing regulation on climate protection leads to market risks for a company’s products and services that do not contribute to a CO2-neutral economy overall.

Mutares takes such foreseeable or potential changes to the framework conditions in the context of climate policy measures by the EU or national governments into account when making acquisition decisions. In addition, the optimization phase of a portfolio company regularly provides for the integration of sustainability aspects into day-to-day operations to an economically justifiable extent.

Supply chain risks

Procurement risks

In the area of purchasing, the portfolio companies are exposed to risks such as supplier default, late or poor-quality deliveries and price fluctuations, particularly for raw materials. Mutares counters these risks by establishing a procurement management system and strictly monitoring the respective suppliers at portfolio company level. However, these measures cannot always mitigate the global trend of increased procurement costs in almost all sectors. Depending on future developments, it cannot be ruled out that procurement risks and in particular a further increase in procurement prices could have a significantly negative impact on the net assets, financial position and results of operations of the Mutares Group and the portfolio companies, particularly if it is not possible to pass these price increases on to customers to an appropriate extent.

Mutares has adapted its internal processes to the requirements of the German Supply Chain Due Diligence Act (LkSG). Companies within the scope of the LkSG are obliged, among other tasks, to set up a risk management system for human rights and environmental risks. At the heart of this risk management system is a comprehensive risk analysis, which must be carried out once a year as well as when the Company expects human rights and environmental risks to have changed or increased significantly. As with other new laws, the implementation of the requirements of the Supply Chain Act also raises questions regarding the practical implementation of the regulations in operational practice. Mutares has therefore decided to implement the legal requirements with the advice of external experts. As part of the regular risk analysis carried out in fiscal year 2024, no specific risks were identified in the company's own field of business.

Production risks

The individual portfolio companies of the Mutares Group are exposed to various production risks. There is a risk that the optimization measures implemented by Mutares may not have an effect or may only have a delayed effect after the acquisition and that cost savings may not be implemented or may only be implemented with a delay. In addition, quality problems and delays in new and further product developments may lead to a loss of orders and customers at individual portfolio companies, which could have a negative impact on the net assets, financial position and results of operations of the respective portfolio company.

Against this backdrop, production risks with negative effects on the net assets, financial position and results of operations of the Mutares Group and the portfolio companies cannot be ruled out if they materialize.

Mutares addresses such risks by deploying qualified personnel and closely monitoring production processes.

In the project business, in which parts of the portfolio companies in the Engineering & Technology segment are primarily active, risks may arise from deviations from the schedules originally agreed with customers, resulting in a delay in the realization of sales and profits or, in individual cases, contractual penalties. Risks may also arise due to deviations from agreed technical specifications, which may result in additional costs for the completion of the project or even contractual penalties. The scope and complexity of individual projects can lead to unexpected cost increases that are not compensated for by customers. In order to counter these specific project business risks, the portfolio companies concerned carry out extensive project management involving technical and commercial departments, both in the bidding phase and in the further course of the projects.

Trade credit insurance

In the event of a change of ownership in particular (and especially in the case of asset deals), trade credit insurers subject their exposures to intensive scrutiny, with the risk of a deterioration in the insurance conditions or a reduction or termination of the limits /cover commitments. For individual portfolio companies, this could result in increased liquidity requirements due to advance payments required from suppliers. At the same time, risks could arise from increased bad debt losses if these cannot be adequately covered by taking out trade credit insurance. The materialization of these risks can have a negative impact on the asset, financial and earnings position of the Mutares Group and the respective portfolio companies.

Mutares counteracts these risks in the investments by means of strict accounts payable and accounts receivable management adapted to the circumstances and regularly attempts to reach an agreement with the seller on purchasing conditions and payment terms in the purchase agreement, provided that the seller remains a major supplier after the acquisition.

In order to prevent the risk of a deterioration in insurance conditions or a reduction or termination of limits/cover commitments, contact is generally made with trade credit insurers before or shortly after the takeover and the current financial situation and the restructuring plan for the investment are explained in detail. Proactive communication and regular reporting on the participations to the trade credit insurers create a basis of trust that enables constructive cooperation.

◔ *Personnel risks*

Mutares' business success depends to a large extent on experienced key personnel with outstanding cross-sector expertise in corporate transactions, financing and corporate law as well as operational restructuring and a high degree of resilience. In terms of recruiting and retaining these key personnel, Mutares is in global competition with renowned private equity firms and management consultancies, where this personnel profile is also in high demand. Against this background, negative effects on the Mutares Group's net assets, financial position and results of operations due to the absence or unexpected departure of highly qualified key personnel in the Mutares holding company and in the portfolio companies cannot be ruled out in principle.

Mutares uses a bundle of measures to ensure that the company has sufficient highly qualified personnel at its disposal. Mutares offers an attractive working environment for entrepreneurial personalities through careful personnel selection, a high degree of autonomy for the restructuring managers employed and variable, strongly performance-related remuneration.

Preventing staff turnover and recruiting qualified personnel is also a key success factor for the portfolio companies. Local factors - such as locations without an attractive local living environment or high demand from other employers in the region - can represent an additional risk. Here, too, Mutares attempts to create attractive conditions for qualified personnel by offering appropriate conditions, which are generally also success-oriented.

◑ *IT risks and data security*

The business and production processes and the internal and external communication of companies are based to a large extent on information technologies. Information security requirements are constantly changing and increasing – particularly with regard to the confidentiality, availability and integrity of personal data, but also increasingly with regard to authenticity, non-repudiation, binding nature and reliability. Regulatory requirements with regard to the implementation of information security-related requirements are also increasing and are of growing importance and significance across all industries. Against this backdrop, risks relating to IT processes and data security that could have a negative impact on the Mutares Group's asset, financial and earnings position cannot be ruled out.

One focus of the measures to avert IT risks is on reliable protection against unauthorized access, for example to sensitive information on potential transactions, the portfolio companies or economic information of the Mutares Group. Attacks on networks, infrastructure, applications, systems and the targeted interception of digital, analog and spoken information pose a risk to the Mutares Group. A significant disruption or failure of the systems used can lead to an impairment of the business and production systems up to and including a complete loss of information and data, unintentional disclosure or falsification of that information. This can potentially have negative financial consequences and/or reputational damage.

In light of this, the preparation, monitoring and training of IT documentation on the hardware used, software licenses, the network and security policies, including access and data protection security concepts, is an integral part of risk prevention at the Mutares Group. The IT structures and data flows in the Mutares Group are largely standardized and make use of advanced technologies. In order to prevent potential outages, data loss, data manipulation and unauthorized access to the IT network, Mutares uses current industry-specific standard software from well-known vendors. If necessary, this is supplemented and continuously developed further by the Group's own specific developments that are subject to continuous quality control. Back-up systems, mirrored databases and defined contingency planning secure the data stock in the long term and guarantee its availability. The IT systems are protected by special access and authorization concepts as well as effective and continuously updated antivirus software. An AI-based anomaly detection system has also been implemented to curb phishing attacks. Penetration tests are also carried out at regular intervals to ensure the security of the systems and identify potential vulnerabilities at an early stage. These tests help to uncover security gaps that could be exploited by attackers and enable suitable countermeasures to be taken.

All business processes of Mutares SE & Co. KGaA are recorded, evaluated and transferred to a data protection management system as part of DSGVO or GDPR compliance. All employees of Mutares SE & Co. KGaA have been provided with detailed guidelines and work instructions on data protection, data security and general information security. The IT infrastructure of Mutares SE & Co. KGaA is also continuously kept up to date with the latest technical developments.

Newly acquired portfolio companies of Mutares are regularly confronted with the challenge of replacing the existing IT systems from the IT landscape of the former parent company and/or upgrading them to a state-of-the-art level in a timely, cost-effective manner and without system failures. Such conversion phases are also associated with the risks described above. Mutares generally pursues the approach of subjecting the Group companies to a technical modernization as part of the carve-out, replacing outdated systems and hardware and thereby increasing the IT security standard as well as identifying and implementing applicable standards and laws in the security context. As part of IT due diligence, IT and information risks are recorded and evaluated and mitigation measures are defined. The implementation of these measures is weighed up according to a dedicated cost-benefit ratio and, in addition to minimization, can also imply risk acceptance, avoidance or transfer (e.g. through appropriate insurance). The current implementation status of each portfolio company is monitored at regular intervals (at least quarterly). In addition, an annual meeting is held with the local management to coordinate the security strategy. The aim is always to use state-of-the-art systems and applications and cloud technologies to ensure the efficient and secure provision of business processes. Mutares strives to achieve a high level of transparency regarding the security level of each Group company and to ensure the pragmatic implementation of security measures in line with the respective security ambitions.

The generally observed increase in attacks on commercial enterprises with the aim of sabotage, blackmail or industrial espionage in recent years reinforces Mutares' approach of continuously reviewing and improving internal standards. To this end, Mutares has invested in cyber security, among other things, in order to further conceptualize and implement information and IT security in accordance with leading standards and to continuously monitor and consistently establish relevant standards and laws within the Group.

Tax risks

Mutares SE & Co. KGaA and its portfolio companies operate worldwide and are therefore subject to various tax regulations. Uncertainties affecting the Mutares Group's net assets, financial position and results of operations may therefore result in particular from ongoing changes in legislation, case law and different interpretations of the law by the respective tax authorities and may assume considerable proportions under certain circumstances. In order to be able to react appropriately to the associated tax risks, changes in tax legislation are continuously monitored by the tax department and countered with appropriate measures. External experts are consulted where necessary.

Mutares, in cooperation with external advisors, monitors the progress of the legislative process closely in each country in which the Company operates. Mutares makes use of the exemption from accounting and further disclosures on deferred taxes in connection with Pillar Two income taxes, which was the subject of the amendments to IAS 12 published in May 2024.

Overall statement on the risk situation

Based on the information currently available to the Management Board from the systematic, multilevel risk management system, the Management Board cannot identify any risks that individually or in combination could jeopardize the continued existence of Mutares SE & Co. KGaA, the Mutares Group or individual material Group companies – with the exception of the insolvency of Serneke on January 7, 2025, referred to above. However, it is generally possible that further developments with regard to the external framework conditions, the respective effects of which cannot be fully reliably estimated at the time this Combined Management Report was prepared, could deviate from the Management Board’s current expectations.

7.3 Opportunities for future development

The identification of opportunities and the entrepreneurial exploitation of identified opportunities is the core of the Mutares business model.

In addition to the above presentation of the risks of the Mutares Group and, where relevant, of its portfolio companies, the following comments are made on their opportunities, insofar as these are of particular relevance in the opinion of the Executive Board. The following comments are deliberately limited to the opportunities inherent in the business model, i.e. those arising from the activities of Mutares as a whole, after the opportunities in the portfolio companies themselves are presented in the reports from the portfolio companies (section 2.3). The order in which the following explanations are presented does not reflect the assessment of the opportunities in terms of their significance.

Opportunities inherent in the business model

The consistent strategic orientation of the Mutares business model and its further upscaling to a growing number of portfolio companies is by far the most significant opportunity for the Mutares Group.

The acquisition of companies in economically challenging situations or situations of upheaval (e. g. pending restructuring) with potential for operational improvement holds great potential for increasing value. To this end, extensive transformation plans are implemented at the acquired portfolio companies. The goal of the sale is to realize the potential for value appreciation and achieve a high return on invested capital.

As part of its business model, Mutares actively and systematically searches for target companies in situations of upheaval. In times of high uncertainty, additional opportunities may arise, particularly on the buy side. The pipeline for purchase transactions continues to include promising acquisition projects. In addition to Mutares' strong reputation with a successful track record in the private equity market for special situations, its financial flexibility is yet another pledge of confidence for its transaction partners.

When selecting investments, Mutares is not limited to specific regions or business models. Besides companies with a focus on activities in Europe, the focus is increasingly on targets in other core regions of Mutares and thus increasingly also in China, the US and India. In addition to its domestic market of Germany, Mutares is also present in other strategi core markets in Europe, including France, Italy, Sweden and Spain.

In addition, the Company expanded into China by opening an office in Shanghai in fiscal year 2023; additional offices were opened in the US, India and Dubai in fiscal year 2024. This should ensure a constant flow of deals thanks to a regional network.

8. Forecast report

This forecast is based on the expectations regarding the general economic development described in section 7.2 and the specific expectations regarding the likely further development of the individual portfolio companies as described in section 2.3. The forecast also expressly assumes that other risks, in particular the geopolitical risks described, do not materialize to a significant extent for the financial, asset and earnings position.

Against the background of the transactions concluded and signed in the current fiscal year 2025 up to the date of preparation of this combined management and Group management report, the assumptions regarding further intended transactions in the course of the year and the plans for the individual portfolio companies, the Management Board expects **revenues** for the Mutares Group to increase to between EUR 6.5 billion and EUR 7.5 billion in the fiscal year 2025 (fiscal year 2024: EUR 5.3 billion).

Taking into account the transactions completed and signed by the time of preparation as well as further planned transactions in the current fiscal year 2025, (reported) **EBITDA** is again expected to reach at least a clearly positive level (fiscal year 2024: EUR 117.1 million), in particular due to the gains from bargain purchases arising in connection with the acquisitions.

Based on the current budgets and the start to the 2025 fiscal year to date, the Executive Board currently expects an extraordinary improvement in **adjusted EBITDA** compared to the 2024 fiscal year due to the balance of opposing effects. Adjusted EBITDA will be significantly impacted in part by the negative earnings contributions from the newly acquired investments. On the other hand, from today's perspective, the Executive Board expects the restructuring measures successfully initiated at the portfolio companies and the resulting increase in their respective profitability to make a significantly positive overall contribution to adjusted EBITDA, which amounted to EUR -85.4 million for the 2024 fiscal year.

Mutares SE & Co. KGaA's **net income for the year** is generated on the one hand from revenue from the advisory business and on the other hand from dividends from portfolio companies and, in particular, from exit proceeds from the sale of investments. The Management Board expects the latter to make a disproportionately high contribution to the net income of Mutares SE & Co. KGaA in the 2025 fiscal year. For this reason, the link between the expected net income of Mutares Holding and the revenues of the Mutares Group, as expressed in the past with a regular range of 1.8% to 2.2%, has been removed for the present forecast for the fiscal year 2025. This is because in fiscal year 2024 in particular - primarily due to the earnings contribution from the listing of Steyr Motors AG and the contribution of shares in Steyr Motors AG to a wholly owned subsidiary - it became apparent that individual investments can make a disproportionately high contribution to the net income of Mutares SE & Co. KGaA in terms of their contribution to the Group's revenue. Based on the current exit plans and taking into account the risk factors, the Management Board assumes that a sufficiently high net income can also be achieved for the fiscal year 2025 to ensure the ability of Mutares SE & Co. KGaA to pay dividends at least at the level of market expectations. Based on the current planning, the Management Board assumes a net profit for the year for Mutares SE & Co. KGaA in a range of EUR 130 million to EUR 160 million (fiscal year 2024: EUR 108.3 million).

General statement on the forecast

The benchmark for the success of Mutares SE & Co. KGaA and the Mutares Group is essentially the restructuring and development progress of the investments as well as completed M&A transactions, which contribute to an increase in value in the Group following a successful turnaround and further development of the investments depending on the situation.

Building on a fiscal year 2024 with which the Executive Board satisfied overall against the backdrop of the challenging environment, the Executive Board believes that the ambitious growth course - in terms of both the above-mentioned forecasts and the medium-term targets - is on a successful path thanks to the acquisitions made and the transformation programs initiated in the portfolio.

However, it is fundamentally possible that further developments with regard to the external framework conditions, the respective effects of which cannot be fully reliably estimated at the time of preparing this combined management report, may deviate from the current expectations of the Management Board.

Munich, May 19, 2025

Mutares Management SE,
General Partner of Mutares SE & Co. KGaA

The Management Board

Robin Laik

Mark Friedrich

Johannes Laumann

Dr. Lennart Schley

TRANSLATION
– German version prevails –

Mutares SE & Co. KGaA, Munich

Annual Financial Statements

for the fiscal year from January 1 to December 31, 2024

TRANSLATION

– German version prevails –

Statement of Financial Position

AS if December 31, 2024

in EUR thousand	**31.12.2024**	**31.12.2023**
Assets		
A. Non-current assets		
I. Intangible assets	0	0
Concessions, industrial property rights and similar rights and assets acquired for consideration, as well as licenses for such rights and assets	0	0
II. Property, plant, and equipment	398	384
1. Other equipment, operating and office equipment	398	383
2. Advance payments made	0	1
III. Financial assets	342,034	150,487
1. Shares in affiliated companies	317,375	132,827
2. Loans to affiliated companies	17,623	17,624
3. Participating interests	36	36
4. Securities held as non-current assets	7,000	0
	342,432	**150,872**
B. Current assets		
I. Receivables and other assets	455,537	345,687
1. Receivables from affiliated companies	447,093	328,622
2. Other assets	8,445	17,065
II. Cash on hand and bank balances	58,803	56,420
	514,340	**402,107**
C. Prepaid expenses	**1,256**	**1,001**
D. Deferred taxes	**6,973**	**8,264**
Total assets	**865,001**	**562,244**

AS if December 31, 2024

in EUR thousand	31.12.2024	31.12.2023
Equity and Liability		
A. Equity		
I. Subscribed capital	21,348	21,059
(Contingent capital)	*(2.738)*	*(3.922)*
II. Capital reserves	139,704	138,204
III. Retained earnings	132	132
Statutory reserve	132	132
IV. Net profit	245,092	184,192
	406,276	**343,587**
B. Provisions		
1. Tax provisions	4,076	2,672
2. Other provisions	34,928	21,933
	39,005	**24,605**
C. Liabilities		
1. Bonds	385,000	150,000
2. Trade payables	2,534	2,496
3. Liabilities to affiliated companies	27,364	26,867
4. Liabilities to companies in which a participating interest is held	1,063	13,576
5. Other liabilities	875	796
(of which from taxes)	*351*	*571*
(of which social security)	*29*	*38*
	416,836	**193,735**
D. Deferred income	**2,885**	**318**
Total equity and liability	**865,001**	**562,244**

Mutares SE & Co. KGaA

Annual financial statements as at December 31, 2024

Income Statement

For the period from January 1 to December 31, 2024

in EUR thousand	**2024**	**2023**
1. Revenue	109,840	103,644
2. Other operating income	26,399	4,837
3. Expenses for purchased services	-36,343	-33,690
4. Personnel expenses	-24,805	-23,447
a) Wages and salaries	-23,284	-22,159
b) Social security contributions and pension expenses	-1,521	-1,288
(of which for pension plans)	*0*	*0*
5. Amortization of intangible assets and depreciation of property, plant, and equipment	-103	-118
6. Other operating expenses	-77,377	-96,756
7. Income from investments and gains on the sale of investments	120,942	149,468
(of which from affiliated companies)	*120,942*	*149,468*
8. Income from loans from financial assets	1,215	1,744
(of which from affiliated companies)	*1,215*	*1,744*
9. Other interest and similar income	41,418	28,811
(of which from affiliated companies)	*39,625*	*28,751*
10. Write-downs on financial assets	-8,761	-4,741
11. Interest and similar expenses	-39,704	-23,654
(of which from affiliated companies)	*-359*	*-3,572*
12. Income taxes	-4,433	-3,632
(of which deferred tax expense)	*-1,291*	*-2,463*
13. Profit after taxes	**108,288**	**102,465**
14. Other taxes	-6	-5
15. Net income for the year	**108,282**	**102,460**
16. Profit carried forward from the previous year	136,810	81,733
17. Retained earnings	**245,092**	**184,192**

ANNEX

1. General information

Mutares SE & Co. KGaA (hereinafter also referred to as "the Company" or "Mutares") has its registered office in Munich and is registered there with the local court in the commercial register section B under the number 250347. The registered office and head office of the Company is Arnulfstraße 19, 80335 Munich.

The annual financial statements for the fiscal year from January 1 to December 31, 2024 were prepared on the basis of the German Commercial Code (HGB) and the German Stock Corporation Act (AktG). Mutares is considered a large corporation due to the listing of the company's shares on the organized market in accordance with section 267 (3) sentence 2 HGB in conjunction with section 264d HGB. § Section 264d HGB as a large corporation. The annual financial statements of Mutares SE & Co. KGaA are prepared by the Management Board of the general partner of Mutares SE & Co. KGaA, Mutares Management SE, Munich, and are to be adopted by the Annual General Meeting of Mutares SE & Co. KGaA.

The fiscal year is the calendar year.

The Statement of Financial Position was structured in accordance with Section 266 HGB. The income statement was structured in accordance with Section 275 (2) HGB using the nature of expense method, whereby, due to the special features of the company in accordance with Section 265 (5) sentence 2 in conjunction with Section 265 (6) HGB, the item "Income from investments" was added to the item "Income from investments and gains from the sale of investments". (6) HGB, the item "Income from investments" was added to the item "Income from investments and gains from the disposal of investments". For reasons of clarity, disclosures required by law are generally made in the notes.

The principle of display consistency was observed

Some of the figures in these notes are shown in thousands of euros (EUR thousand) and some in millions of euros (EUR million). This may result in rounding differences in individual cases.

2. Accounting and valuation principles

The company's annual financial statements were prepared unchanged in accordance with the following accounting and valuation methods and on a going concern basis.

Statement of Financial Position

Non-current assets

Purchased **intangible assets** are capitalized at cost and amortized on a straight-line basis over their expected useful life of three years. If the fair value of individual intangible fixed assets is lower than their carrying amount, additional impairment losses are recognized.

Property, plant and equipment are capitalized at cost and depreciated on a scheduled basis. Items of property, plant and equipment are depreciated on a straight-line basis over their expected useful life of three to fifteen years. Additions in the fiscal year were depreciated pro rata temporis. If the fair value of individual assets is lower than their carrying amount, additional impairment losses are recognized if the impairment is expected to be permanent.

Since January 1, 2018, movable tangible fixed assets with acquisition costs of up to EUR 800.00 have been fully depreciated in the year of acquisition and treated as disposals in the statement of changes in fixed assets on an accrual basis. Such assets can only be found in the statement of changes in fixed assets under other equipment, operating and office equipment.

The carrying amount of **non-current assets** is calculated as the acquisition cost plus incidental acquisition costs and, if necessary, impairment losses in accordance with Section 253 (3) sentence 5 HGB in the event of an expected permanent impairment. If the reasons for a write-down made in the past no longer exist, write-ups are made up to a maximum of the historical acquisition costs.

Current assets

Receivables and other assets are recognized at the lower of nominal value or fair value on the balance sheet date in accordance with the strict lower of cost or market principle

Cash in hand and **bank balances** are recognized at their nominal or face value on the balance sheet date.

Prepaid expenses

Payments made before the reporting date are recognized as **prepaid** expenses if they represent expenses for a specific period after this date. If the settlement amount of a liability is higher than the issue amount, the difference is recognized as a discount on the assets side of the Statement of Financial Position and amortized over the term of the liability.

Deferred taxes

Deferred taxes are calculated for temporary differences between the carrying amounts of assets, liabilities and prepaid expenses and deferred income in the financial statements and their tax base as well as for tax loss carryforwards. Deferred taxes are calculated on the basis of the tax rates for corporation tax (plus solidarity surcharge) and trade tax of Mutares SE & Co. KGaA, which currently add up to 32.98%. The company has tax loss carryforwards for which **deferred tax assets** are recognized. Deferred taxes are reported on a net basis. Use is made of the option under Section 274 (1) sentence 2 HGB to recognize an overall tax relief as deferred tax assets.

Provisions

Provisions are formed for uncertain liabilities and for anticipated losses from pending transactions and are recognized at the settlement amount required according to prudent business judgment. Provisions with a remaining term of more than one year are discounted at the average market interest rate of the past seven years, corresponding to their remaining term, which is published by the Deutsche Bundesbank.

Provisions are recognized for virtual share options on the basis of the estimated intrinsic value of the option. Additions to the provision are made pro rata over the vesting period of six years in accordance with the option conditions.

In contrast, share option plans settled in shares are not recognized in the Statement of Financial Position as long as the options have not yet been exercised. The reason for this is that these share options only represent a transaction at shareholder level and therefore do not affect the company level and thus do not constitute consideration under accounting law.

Liabilities

Liabilities are recognized at their settlement amount.

Foreign currency translation

Transactions in **foreign currencies** during the year are recognized at the mean spot exchange rate on the respective date. Receivables and liabilities with a remaining term of one year or less are translated at the mean spot exchange rate on the reporting date in accordance with Section 256a HGB. If they have a remaining term of more than one year, they are translated in accordance with the realization principle (section 252 (1) no. 4 sentence 2 HGB) and the acquisition cost principle (section 253 (1) sentence 1 HGB).

Profit and loss account

Revenues result from consulting services to affiliated companies and from management fees and are recognized as soon as the service has been rendered

Income from investments is recognized (in the same period) in the year in which distributable net profit arises at the level of the subsidiary if the parent company holds a interest in the subsidiary corporation, the subsidiary corporation is a dependent group company within the meaning of Sections 17 (2) and 18 (1) sentence 3 AktG, the shareholders' meeting or Annual General Meeting of the dependent subsidiary corporation has resolved to approve the annual financial statements and the appropriation of profits for the past fiscal year before the audit of the parent company's annual financial statements has been completed, and the parent company's annual financial statements are audited. 1 sentence 3 AktG, the shareholders' meeting or Annual General Meeting of the dependent subsidiary corporation has resolved to approve the annual financial statements and the appropriation of profits for the past fiscal year before the audit of the parent company's annual financial statements has been completed and the parent company and subsidiary have the same fiscal year. In the case of a majority shareholding of less than , an accounting obligation is also to be assumed if the fiscal year of the subsidiary does not end after that of the parent company, the annual financial statements of the subsidiary have been adopted before the audit of the annual financial statements of the parent company is completed and the controlling parent company alone is in a position to implement the corresponding resolution on the appropriation of profits. Otherwise, such income is not recognized (out of phase) until after a legally effective resolution on the proposed distribution has been passed and the legal entitlement to the distribution has arisen (usually in the following year).

3. Notes to the Statement of Financial Position

3.1 Non-current assets

The **non-current assets** of EUR 342,034 thousand as of December 31, 2024 (December 31, 2023: EUR 150,487 thousand) include shares in affiliated companies of EUR 317,374 thousand, loans to affiliated companies of EUR 17,623 thousand and securities held as non-current assets of EUR 7,455 thousand (December 31, 2023: EUR 0 thousand). The latter result from the acquisition of the company's own bonds ("Bond 2023/2027" as defined in Note 3.7) with a nominal amount of EUR 7,000 thousand. The shares in affiliated companies also include shares that were pledged as collateral in favor of third parties as part of the issue of bonds ("Bond 2023/2027" and "Bond 2024/2029" as defined in Note 3.7) and the financing of a subsidiary. The latter relates to the provision of collateral for third-party liabilities and was explained in Note 5.5.

For further information on non-current assets, please refer to the Statement of Changes in Noncurret Assets (Appendix 1 to the Notes).

The overview of the list of shareholdings to be disclosed in accordance with Section 285 Nos. 11 to 11b HGB (list of shareholdings) is attached to the notes as Annex 2.

3.2 Current assets

Receivables from affiliated companies and other assets are broken down as follows:

in EUR thousand	**31.12.2024**	**31.12.2023**
Receivables from affiliated companies	447,093	328,622
of which receivables from loans	253,765	202,221
of which trade receivables	107,754	63,640
of which interest receivables	55,195	30,790
of which receivables from profit distributions	30,379	31,971
Other assets	8,445	17,065
Total receivables and other assets	**455,537**	**345,687**

As in the previous year, **receivables from affiliated companies** do not include any receivables with a remaining contractual term of more than one year. They include receivables of around EUR 174,000 thousand for which the Management Board currently expects that they will not be collected until twelve months after the balance sheet date. To clarify the previous year's disclosure based on the information available at the time of preparation of these 2024 financial statements, receivables from affiliated companies as of December 31, 2023, which had not been collected by the balance sheet date of the following year (December 31, 2024), amounted to EUR 203,185 thousand. Like loans, these advances are subject to a general annual interest rate of approximately 9.4% plus the 3-month EURIBOR.

Other assets include pledged credit balances in connection with the acquisition of shares in an indirect subsidiary, Balcke-Dürr Energy Solutions S.p.A., Genoa, by a direct subsidiary in the amount of EUR 7,457 thousand (December 31, 2023: EUR 13,543 thousand). Please also refer to the comments on provisions in note 3.6 and contingent liabilities in note 5.5. In addition, other assets include a VAT receivable of EUR 0 thousand (December 31, 2023: EUR 2,738 thousand). Other assets amounting to EUR 229 thousand (December 31, 2023: EUR 229 thousand) have a remaining term of more than one year.

As of December 31, 2024, **cash and cash equivalents** amounted to EUR 58,803 thousand (December 31, 2023: EUR 56,420 thousand).

3.3 Prepaid expenses

Prepaid expenses and deferred charges were calculated pro rata temporis according to the nominal amount. This includes advance payments for insurance and licenses.

3.4 Deferred taxes

There are deferred tax liabilities on differences between the carrying amounts of assets, liabilities and prepaid expenses and their tax base. These relate in the amount of EUR 138 thousand (December 31, 2023: EUR 103 thousand) to receivables and liabilities from affiliated companies. In addition, deferred tax assets of EUR 7,111 thousand (31 December 2023: EUR 8,367 thousand) are recognized in connection with the future use of tax loss carryforwards. The future usability of the tax loss carryforwards results from a three-year plan, on the basis of which the tax loss carryforwards can be used in the following three assessment periods. The recognition of deferred tax assets takes into account the full utilization of corporate income tax and trade tax loss carryforwards in the planning period. After netting deferred tax assets and liabilities, the net amount of EUR 6,973 thousand (December 31, 2023: EUR 8,264 thousand) is reported as deferred tax assets.

The total amount of EUR 6,973 thousand (December 31, 2023: EUR 8,264 thousand) blocked from distribution within the meaning of Section 268 (8) HGB is attributable in full to the aforementioned surplus of deferred tax assets.

3.5 Equity

Subscribed capital

The subscribed capital of Mutares SE & Co. KGaA is fully paid in and as of 31 December 2024 consists of 21,348,256 (31 December 2023: 21,058,756) registered shares with a notional interest in the share capital of EUR 1.00 each. In fiscal year 2024, the subscribed capital was increased by EUR 289 thousand to EUR 21,348 thousand as part of the exercise of stock options in connection with a stock option program for members of the Management Board and selected employees (289,500 shares) by means of fulfillment from the conditional capital.

Conditional capital

The Annual General Meeting of the company on 23 May 2019 created Contingent Capital 2019/I of EUR 3,000 thousand to grant shares upon the exercise of conversion or option rights upon the fulfilment of conversion or option obligations to the holders or creditors of convertible bonds, bonds with warrants, profit participation rights and/or participating bonds or combinations of these instruments that were issued on the basis of the authorizing resolution of the Annual General Meeting on 23 May 2019.

After the partial cancellation of Conditional Capital 2016/I took effect, the share capital of Mutares SE & Co. KGaA was conditionally increased by up to EUR 802 thousand by resolution of the Annual General Meeting on May 23, 2019 by issuing up to 802,176 no-par value registered shares ("Conditional Capital 2019/II"). Conditional Capital 2019/II serves to grant subscription rights to members of the Management Board and employees of the company, members of the management and employees of affiliated companies.

After the partial cancellation of Conditional Capital 2016/I took effect, the company's share capital was conditionally increased up to EUR 387 thousand by issuing up to 387,000 no-par value registered shares ("Conditional Capital 2021/I"). The Conditional Capital 2021/I serves exclusively to issue shares in the company to service subscription rights to shares in the company that are granted to members of the company's Management Board and employees of the company as well as members of the management and employees of affiliated companies within the meaning of Sections 15 et seq. AktG in the form of share options in accordance with the above authorization resolution pursuant to b).

In the period from January 1 to December 31, 2023, a total of 154,525 new no-par value registered shares were issued from Contingent Capital 2016/I. As a result of the issue of the new no-par value registered shares, Contingent Capital 2016/I was reduced from EUR 361 thousand to EUR 206 thousand. The remaining Conditional Capital 2016/I was canceled in fiscal year 2024. Furthermore, a total of 267,500 new no-par value registered shares were issued from Contingent Capital 2019/II in the period from January 1 to December 31, 2023. As a result of the issue of the new no-par value registered shares, Contingent Capital 2019/II decreased by EUR 267 thousand from EUR 802 thousand to EUR 535 thousand as of December 31, 2023.

In the period from January 1 to December 31, 2024, a total of 289,500 new no-par value registered shares were issued from Contingent Capital 2019/II. As a result of the issue of the new no-par value registered shares, Contingent Capital 2019/II was reduced by EUR 289 thousand from EUR 535 thousand to EUR 245 thousand.

The Annual General Meeting resolved on June 4, 2024 to cancel the Conditional Capital 2019/I. In addition, the Annual General Meeting resolved on June 4, 2024 to conditionally increase the company's share capital by up to EUR 2.1 million by issuing up to 2,105,875 new no-par value registered shares ("Conditional Capital 2024/I"). The Conditional Capital 2024/I serves to grant no-par value registered shares to the holders or creditors of convertible bonds, bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) issued on the basis of the authorization resolution of the Annual General Meeting on 4 June 2024 when conversion or option rights are exercised, when conversion or option obligations are fulfilled or when the company exercises an option to grant shares in the company in whole or in part instead of payment of the cash amount due.

Authorized capital

By resolution dated 23 May 2019, the Annual General Meeting of the company resolved to cancel the Authorized Capital 2015/I and instead authorized the Management Board, with the approval of the Supervisory Board, to increase the company's share capital by a total of up to EUR 7.7 million by issuing up to 7,748,146 new no-par value registered shares against cash and/or non-cash contributions in the period up to 22 May 2024 ("Authorized Capital 2019/I"). On September 28, 2021, the Management Board of the company's general partner, Mutares Management SE, resolved, with the approval of the Supervisory Board, to increase the company's share capital from EUR 15.5 million to EUR 20.6 million by issuing 5.1 million new no-par value ordinary registered shares. The capital increase with subscription rights for the company's limited liability shareholders was carried out in return for cash contributions, making partial use of the existing Authorized Capital 2019/I. This still amounted to EUR 2,608 thousand after partial utilization. By resolution dated 10 July 2023, the Annual General Meeting of the company resolved to cancel the Authorized Capital 2019/I and thus reduce the Authorized Capital 2019/I to EUR 0. Instead, the Management Board was authorized, with the approval of the Supervisory Board, to increase the share capital once or several times in the period up to 9 July 2028 by a total of up to EUR 8,254,692.00 by issuing up to 8,254,692 new no-par value registered shares against cash and/or non-cash contributions ("Authorized Capital 2023/I"). By resolution dated 4 June 2024, the Annual General Meeting of the company resolved to cancel the Authorized Capital 2023/I and thus reduce the Authorized Capital 2023/I to EUR 0. In its place, the general partner was authorized, with the approval of the Supervisory Board, to increase the share capital on one or more occasions in the period up to 3 June 2029 by a total of up to EUR 8.4 million by issuing up to 8,423,502 new no-par value registered shares in return for cash and/or non-cash contributions ("Authorized Capital 2024/I").

Own shares

By resolution of the Annual General Meeting on 4 June 2024, the general partner was authorized until the end of 3 June 2029, subject to the principle of equal treatment (pursuant to Section 53a AktG), to acquire own shares in the company up to a total of the company's share capital existing at the time of the resolution or - if this value is lower - at the time the authorization is exercised. The shares acquired on the basis of this authorization, together with other own shares of the company that the company has acquired and still holds or are attributable to it in accordance with Sections 71a et seq. of the German Stock Corporation Act (AktG), may not exceed 10% of the company's share capital at any time. The authorization may be exercised once or several times, in full or in partial amounts, in pursuit of one or several purposes by the company, but also by dependent companies or companies in which the company holds a majority interest or by third parties for the account of the company or companies dependent on it or in which the company holds a majority interest.

In connection with the acquisition of own shares, the Annual General Meeting on 4 June 2024 authorized the general partner, with the approval of the Supervisory Board, to acquire own shares until 3 June 2029, including through the use of equity derivatives ("derivatives"). These include (i) the sale of options to third parties that oblige the company to acquire shares in the company when the option is exercised ("put options"), (ii) the acquisition of options that give the company the right to acquire shares in the company when the option is exercised ("call options"), (iii) forward purchases in which the company acquires own shares at a specific date in the future, and (iv) the use of a combination of put options, call options and forward purchases. Derivative transactions may only be concluded via the stock exchange or with one or more banks or other companies that meet the requirements of Section 186 para. 5 sentence 1 AktG. In any case, a maximum of 5% of the share capital existing at the time of the resolution or - if this value is lower - of the company's share capital existing at the time the authorization is exercised may be acquired using derivatives. The term of the derivatives may not exceed 18 months and that the shares are acquired by exercising or fulfilling the derivatives no later than June 3, 2029. The shareholders are not entitled to enter into such derivative transactions with the company - in the corresponding application of Section 278 para. 3 AktG in conjunction with Section 186 para. 3 sentence 4 AktG.

As of December 31, 2024, as of December 31, 2023, no own shares were held.

Capital reserves

In fiscal year 2024, the capital reserves increased by EUR 1,500 thousand to EUR 139,704 thousand (December 31, 2023: EUR 138,204 thousand). The increase results from the recognition of a difference between the issue amount and the pro rata amount of the share capital of EUR 1.00 per share of the share options exercised in June 2024 as part of the capital increase from conditional capital to service the share options from the 2019 share option plan (shares: 289,500).

Retained earnings

The statutory reserve amounted to EUR 132 thousand as of December 31, 2024 (December 31, 2023: EUR 132 thousand).

Appropriation of earnings for the previous year

By resolution of the Annual General Meeting on June 4, 2024, a partial amount of EUR 47,382,201.00 of the company's net retained profits of EUR 184,192,268.13 as of December 31, 2023 was distributed in the form of a dividend of EUR 2.25 per dividend-bearing share and the remaining amount of EUR 136,810,067.13 was carried forward to new account.

3.6 Provisions

The **tax provisions** relate to corporation tax, solidarity surcharge and trade tax for the 2024 assessment period and trade tax in the amount of EUR 1,170 thousand for the 2023 assessment period.

Other provisions break down as follows as at the reporting date:

in EUR thousand	31.12.2024	31.12.2023
Outstanding invoices	14,090	1,362
Other provisions	12,021	12,029
Personnel	7,272	7,492
Closing and audit	1,495	999
Litigation	50	50
Total other provisions	**34,928**	**21,933**

The provisions for outstanding invoices mainly relate to services from affiliated companies in the amount of EUR 12,311 thousand (December 31, 2023: EUR 350 thousand) and legal advice in the amount of EUR 978 thousand (December 31, 2023: EUR 857 thousand).

Other provisions mainly relate (as in the previous year) to payments received in connection with the acquisition of shares in Balcke-Dürr Energy Solutions S.p.A., Genoa, by an indirect subsidiary in the amount of EUR 12,000 thousand (December 31, 2023: EUR 12,000 thousand). The contribution received by Mutares SE & Co. KGaA serves to cover uncertain obligations from the assumption of guarantees and is therefore recognized as other provisions.

The provisions for personnel costs include provisions for variable remuneration ("bonuses") of EUR 6,583 thousand (December 31, 2023: EUR 6,850 thousand) and vacation provisions of EUR 689 thousand (December 31, 2023: EUR 642 thousand).

3.7 Liabilities

Liabilities break down as follows:

in EUR thousand	31.12.2024	31.12.2023
Bonds	385,000	150,000
of which with a remaining term of more than one year	*385,000*	*150,000*
of which with a remaining term of up to one year	*0*	*0*
Trade payables	2,534	2,496
of which with a remaining term of up to one year	*2,534*	*2,496*
Liabilities to affiliated companies	27,364	26,867
of which with a remaining term of up to one year	*27,364*	*26,867*
Liabilities to companies in which the company holds a participating interest	0	13,576
of which with a remaining term of up to one year	*0*	*13,576*
Other liabilities	875	796
of which taxes	*351*	*571*
of which social security	*29*	*38*
of which with a remaining term of up to one year	*875*	*796*
Total liabilities	**415,773**	**193,735**

The bonds item comprises the senior secured bond issued by the company in March 2023 with a term until March 31, 2027 ("Bond 2023/2027"), which was increased by a volume of EUR 100.0 million to the maximum nominal volume of EUR 250 million with value date of January 29, 2024 as part of an existing increase option. The proceeds of the issue will be used for general corporate financing. The bond is listed on the OTC market of the Frankfurt Stock Exchange and on the Nordic ABM of the Oslo Stock Exchange. The bond bears interest quarterly at the 3-month EURIBOR (EURIBOR floor of 0.00%) plus a margin of 8.50%.

In September 2024, Mutares issued a senior secured bond with a nominal volume of EUR 135.0 million and a term until September 19, 2029 ("Bond 2024/2029"). The proceeds of the issue will be used for general corporate financing. The new bond is listed on the OTC market of the Frankfurt Stock Exchange and on the Nordic ABM of the Oslo Stock Exchange. The bond was issued at an issue price of 100.00%. The bond will pay interest quarterly, for the first time on December 19, 2024, at the 3-month EURIBOR (EURIBOR floor of 0.00%) plus a margin of 6.25% and can be increased to a nominal volume of up to EUR 300 million during the term.

The bonds in the amount of EUR 385,000 thousand are secured by the pledge of of the shares in certain affiliated companies held by Mutares SE & Co. KGaA and by the assignment of existing and any future loan receivables of Mutares SE & Co. KGaA from these affiliated companies.

As at the balance sheet date of December 31, 2024, the financial covenant relating to the 2023/2027 and 2024/2029 bonds was not complied with with regard to the debt/equity ratio in the consolidated financial statements. The non-compliance with the secondary condition was remedied by the date of preparation of these annual financial statements by restoring compliance with the financial covenants as at March 31, 2025.

As in the previous year, there are no liabilities with a remaining term of more than five years.

Liabilities to affiliated companies include EUR 4,943 thousand in liabilities from short-term loans (December 31, 2023: EUR 1,067 thousand), EUR 17,235 thousand in trade payables and other liabilities (December 31, 2023: EUR 18,255 thousand) and EUR 5,185 thousand in advance payments received for consulting services (December 31, 2023: EUR 7,574 thousand)

3.8 Deferred income

Deferred income was recognized for the premium on the bond issued in March 2023 and increased in January 2024 in the amount of EUR 2,885 thousand. The issue amount of the first tranche is 0.75% and the second tranche 3.75% above the settlement amount and will be distributed accordingly over the term.

4. Notes to the Income Statement

4.1 Revenues

Revenue in fiscal year 2024 of EUR 109,840 thousand (previous year: EUR 103,644 thousand) resulted from consulting services to affiliated companies of EUR 92,415 thousand (previous year: EUR 88,524 thousand) and management fees of EUR 17,414 thousand (previous year: EUR 15,120 thousand).

4.2 Other operating income

Other operating income amounted to EUR 26,399 thousand (previous year: EUR 4,837 thousand) and includes income of EUR 22,056 thousand from the write-up of receivables from direct subsidiaries. These write-ups resulted from the improved asset situation at the subsidiaries. This income also represents extraordinary income within the meaning of section 285 no. 31 HGB. In addition, EUR 3,963 thousand of other operating income (previous year: EUR 351 thousand) resulted from affiliated companies, of which EUR 1,313 thousand resulted from the collection of loan receivables acquired at an amount lower than the nominal value. In the previous year, other operating income primarily included the write-up of shares in a direct subsidiary of EUR 4,110 thousand.

4.3 Expenses for purchased services

At EUR 35,552 thousand (previous year: EUR 31,492 thousand), the cost of purchased services mainly includes expenses from the Mutares national companies in connection with restructuring services for indirect subsidiaries.

4.4 Personnel expenses

During the fiscal year 2024, Mutares SE & Co. KGaA employed an average of 93 people (previous year: 88) in the areas of M&A (12; previous year: 12), Operations (53; previous year: 52) and Administration (28; previous year: 24).

4.5 Other operating expenses

Other operating expenses include:

in EUR thousand	2024	2023
Write-offs on current assets	25,805	38,897
Other operating expenses related to affiliated companies	16,889	26,412
Other operating expenses Mutares Management SE	11,236	12,728
Legal and consulting fees	10,598	9,202
Travel expenses	5,300	4,232
Administration	1,671	1,855
Insurance, contributions, and taxes	658	676
Vehicle costs	764	620
Office expenses	592	571
Miscellaneous operating expenses	3,864	1,560
Other operating expenses	**77,377**	**96,756**

Other operating expenses include value adjustments on receivables, which were incurred as write-offs on current assets of EUR 25,805 thousand (previous year: EUR 38,897 thousand) and relate to the sale of (indirect) subsidiaries completed in fiscal year 2024 as well as value adjustments on receivables from (indirect) subsidiaries. Other operating expenses also include expenses in connection with affiliated companies in the amount of EUR 16,889 thousand (previous year: EUR 26,412 thousand), primarily from the recharging of consulting services of the national companies in the amount of EUR 16,159 thousand (previous year: EUR 26,299 thousand).

4.6 Income from investments and gains on the sale of investments

Income from investments and gains on the sale of investments mainly includes income from the recognition of profits from subsidiaries in the same period of EUR 66,879 thousand (previous year: EUR 138,155 thousand) and from gains on the sale of investments of EUR 54,029 thousand (previous year: EUR 10,263 thousand). The deferred recognition of profits from subsidiaries amounted to EUR 34 thousand (previous year: EUR 1,050 thousand)

On October 28, 2024, Steyr Motors AG was admitted to trading on the open market (Scale segment) of the Frankfurt Stock Exchange. In this context, Mutares placed 910,000 shares at an offer price of EUR 14.00 per share, generating income of EUR 12,740 thousand. Overall, this transaction resulted in a capital gain of EUR 10,859 thousand after the disposal of the shares. In addition, income from the sale of investments amounting to EUR 43,891 thousand includes income from the contribution of shares in Steyr Motors AG to a wholly owned subsidiary at the market price on the contribution date.

4.7 Write-downs on financial assets

This item includes EUR 8,761 thousand (previous year: EUR 4,741 thousand) in write-downs on shares in affiliated companies due to expected permanent impairment.

4.8 Interest

Interest and similar income include interest on loans and commissions for the assumption of guarantees on behalf of subsidiaries in favor of third parties of EUR 41,418 thousand (previous year: EUR 28,811 thousand). The increase is primarily due to the greater financing requirements of an expanded portfolio.

Interest and similar expenses in fiscal year 2024 include EUR 32,843 thousand (previous year: EUR 14,635 thousand) in interest expenses from the bond. In this context, we also refer to the explanations in Note 3.7.

4.9 Taxes on income and earnings

With the law to implement Council Directive (EU) 2022/2523 to ensure global minimum taxation and other accompanying measures, Germany should comply with the obligation (applicable to all countries in the EU) to transpose the EU Directive on global minimum taxation ("Pillar Two"), which came into force at the end of 2022, into national law by December 31, 2023 at the latest. The regulations on global minimum taxation provide for the taxation of the worldwide profits of large companies (with an annual turnover of at least EUR 750 million) at an effective tax rate of at least 15%. Technically, the global minimum taxation is implemented via a primary supplementary tax, a secondary supplementary tax and a recognized national supplementary tax.

The Act to Ensure Global Minimum Taxation for Groups of Companies (Minimum Tax Act - MinStG), which contains the regulations on global minimum taxation in Germany, had already entered into force as at the balance sheet date and is generally applicable to all fiscal years from January 1, 2024. The company falls within the scope of these regulations.

Mutares has accordingly carried out analyses in cooperation with external consultants to determine the basic impact and the jurisdictions from which the Group is exposed to possible effects in connection with Pillar Two Top-up Taxes. The first step was to check whether the CbCR safe harbor regulations were relevant. If a country was not excluded from the Pillar Two calculation after checking the safe harbor regulations, the calculation of the effective tax rate was carried out. Only insignificant effects of less than EUR 0.5 million from the payment of a Pillar Two top-up tax were identified from this analysis.

Mutares, in cooperation with external advisors, closely monitors the progress of the legislative process in each country in which Mutares operates.

5. Other information

5.1 Auditor's fee

The auditor's fee for fiscal year 2024 is composed as follows:

in EUR thousand	2024	2023
Audit services	1,436	1,117
Other confirmation services	311	21
Other services	75	82
Total fee	**1,822**	**1,220**

The audit services for 2024 include fees of EUR 85 thousand relating to services for the 2023 fiscal year.

The other assurance services related to agreed-upon investigative procedures in connection with the bonds, the audit of the remuneration report, and particularly the support of the planned reporting in accordance with the Corporate Sustainability Reporting Directive. The other services mainly relate to the audit of non-financial reporting. The services were provided on the basis of a prior engagement by the Audit Committee, which was authorized to do so by the Supervisory Board.

5.2 Supervisory Board of Mutares SE & Co. KGaA

The Supervisory Board of Mutares SE & Co. KGaA consists of the following persons:

- Volker Rofalski, Managing Director of only natural munich GmbH, Munich, Chairman, member of the Audit Committee;
  Memberships of statutory supervisory boards or comparable domestic or foreign supervisory bodies of commercial enterprises
  (as of December 31, 2024):
  - HELIAD AG, Frankfurt am Main (Member of the Supervisory Board)
  - Bio-Gate AG, Nuremberg (Deputy Chairman of the Supervisory Board)
  - Mutares Management SE, Munich (Member of the Supervisory Board)
  - paycentive Group AG, Augsburg (Member of the Supervisory Board)
  - HELIAD Crypto Partners GmbH & Co. KGaA, Frankfurt am Main (member of the Supervisory Board until December 15, 2024)
  - SECANDA AG, Villingen-Schwenningen (since July 1, 2024, Deputy Chairman of the Supervisory Board)

- Dr. Axel Müller, independent management consultant, Lahnstein, Deputy Chairman and Chairman of the Audit Committee until April 12, 2025;
  Memberships of statutory supervisory boards or comparable domestic or foreign supervisory bodies of commercial enterprises
  (as of December 31, 2024):
  - Mutares Management SE, Munich (Member of the Supervisory Board)
  - Mellifera Sechsunddreißigste Beteiligungsgesellschaft mbH (MIP Pharma Unternehmensgruppe), Berlin (Chairman of the Advisory Board)

- Dr. Lothar Koniarski, Managing Director of ELBER GmbH, Regensburg, member of the Supervisory Board and Chairman of the Audit Committee since 12 April 2025;
  Memberships of statutory supervisory boards or comparable domestic or foreign supervisory bodies of commercial enterprises
  (as of December 31, 2024):
  - Mutares Management SE, Munich (Deputy Chairman of the Supervisory Board)
  - SBF AG, Leipzig (Chairman of the Supervisory Board)
  - DV Immobilien Management GmbH, Regensburg (Deputy Chairman of the Supervisory Board)
  - Regensburg University Foundation, Hans Vielberth University Foundation and Hans

Vielberth University Foundation for Real Estate Management (member of the Board of Trustees)

- Raffaela Rein, Managing Director of WildWildVentures GmbH, Member of the Board of the German Startup Association, Berlin, Member of the Supervisory Board, Member of the Audit Committee (since June 4, 2024)
  Memberships of statutory supervisory boards or comparable domestic or foreign supervisory bodies of commercial enterprises
  (as of December 31, 2024):
  - IU International University of Applied Sciences GmbH, Erfurt (Member of the Advisory Board)
  - Member of the extended board, Bundesverband Deutscher Startups e.V. (German Startups Association)

The members of the company's Supervisory Board receive a fixed basic remuneration of EUR 20 thousand for the respective fiscal year of the company. The Chairman of the Supervisory Board receives a fixed basic remuneration of EUR 45 thousand and his deputy receives a fixed basic remuneration of EUR 30 thousand for the respective fiscal year of the company. As the Supervisory Board consisted of a Chairman, a Deputy Chairman and two other members in fiscal year 2024, the total basic remuneration of the Supervisory Board members in fiscal year 2024 amounted to EUR 115 thousand. For their work on the Audit Committee of the Supervisory Board, the Chairman of the committee also receives EUR 15 thousand and each other member of the committee receives EUR 5 thousand for the respective fiscal year of the company. The company has an Audit Committee, which is chaired by Dr. Axel Müller (until 12 April 2025) and includes Volker Rofalski and Raffaela Rein. For their work on other Supervisory Board committees, the Chairman of the committee receives an additional EUR 10 thousand and each other member of the committee an additional EUR 5 thousand for the respective fiscal year of the company. In addition to the aforementioned remuneration, the members of the Supervisory Board are reimbursed for expenses incurred in the performance of their duties, including VAT. The remuneration is payable at the end of the respective fiscal year. Supervisory Board members who only belong to the Supervisory Board or a committee of the Supervisory Board for part of the full fiscal year or who hold the office of Chairman or Deputy Chairman receive pro rata remuneration. The members of the company's Supervisory Board are also members of the Shareholders' Committee. The members of the Shareholders' Committee receive a fixed remuneration of EUR 10 thousand for the respective fiscal year of the company. The remuneration is payable at the end of the respective fiscal year. Members of the Shareholder Committee who only belong to the Shareholder Committee for part of the full fiscal year receive pro rata remuneration. The total remuneration of the above-mentioned members of the Supervisory Board and the Shareholder Committee therefore amounted to EUR 178 thousand in fiscal year 2024.

5.3 Management Board of Mutares Management SE

The Management Board of Mutares Management SE as the general partner of Mutares SE & Co. KGaA consists of the following persons:

- Robin Laik, Chief Executive Officer, Munich;
  Memberships of statutory supervisory boards or comparable domestic or foreign supervisory bodies of commercial enterprises (as of December 31, 2024):
  - mutares Holding-02 AG, Bad Wiessee (member of the Supervisory Board until July 30, 2024)
  - mutares Holding-11 AG i.L., Bad Wiessee (member of the Supervisory Board until April 5, 2024)
  - mutares Holding-20 AG i.L., Bad Wiessee (member of the Supervisory Board until January 30, 2024)
  - mutares Holding-21 AG, Bad Wiessee (member of the Supervisory Board until July 30,

2024)

- Mark Friedrich, Chief Financial Officer, Munich;
  Memberships of statutory supervisory boards or comparable domestic or foreign supervisory bodies of commercial enterprises (as of December 31, 2024): none

- Johannes Laumann, Chief Investment Officer, Bonn (since July 1, 2024);
  Memberships of statutory supervisory boards or comparable domestic or foreign supervisory bodies of commercial enterprises: none

- Dr. Lennart Schley, Chief Operating Officer, Berlin (since 1 July 2024);
  Memberships of statutory supervisory boards or comparable domestic or foreign supervisory bodies of commercial enterprises:
  - mutares Holding-03 AG, Bad Wiessee (until July 30, 2024)
  - Redo Oy, Vantaa, Finland (member of the Board of Directors until June 27, 2024)
  - Kuljettava Oy, Helsinki, Finland (member of the Board of Directors since May 30, 2024)
  - Slide S.r.l., Milan, Italy (member of the Board of Directors since March 3, 2024)
  - Lapeyre Holding SAS, Paris, France, Member of the Strategic Committee

The total remuneration of the Management Board (including share-based remuneration) for fiscal year 2024 amounted to EUR 10.2 million (previous year: EUR 10.0 million), of which EUR 0.5 million (previous year: EUR 0.5 million) was for former members of the Management Board. No payments were made to members of the Management Board in connection with defined contribution plans. In September 2023, 180,000 shares were issued to the members of the Management Board as part of a virtual stock option program. The share options granted are not entitled to dividends and do not grant any voting rights. In fiscal year 2024, 45,000 share options expired, leaving 135,000 share options outstanding.

In addition, Mutares Management SE, as the general partner, receives annual remuneration of of its share capital, irrespective of profits and losses, plus any value added tax owed. As in the previous year, this remuneration amounted to EUR 5 thousand for fiscal year 2024.

5.4 Other financial obligations

Since April 2016, there have been annual financial obligations of EUR 451 thousand (previous year: EUR 398 thousand) from a long-term rental agreement for the fixed basic rental period of ten years.

5.5 Contingent liabilities

Guarantees/patronage declarations

As at the reporting date, there were guarantees and letters of comfort to affiliated companies in the total amount of EUR 161.1 million (December 31, 2023: EUR 60.7 million). In addition, there are guarantees and letters of comfort to third parties in favor of affiliated companies in the amount of EUR 135.3 million (December 31, 2023: EUR 112.0 million). Of this amount, EUR 75.9 million (December 31, 2023: EUR 42.0 million) relates to guarantees for loan collateral and EUR 59.4 million (December 31, 2023: EUR 70.0 million) to payment and performance guarantees.

Mutares SE & Co. KGaA also has a guarantee facility with a financial institution in the amount of EUR 15.0 million, of which EUR 13.5 million was utilized as of 31 December 2024 (31 December 2023: EUR 5.8 million).

The company's Management Board does not currently see any significant risk from a potential claim arising from the above-mentioned guarantees and letters of comfort. When financing is provided from commitments to affiliated companies, a claim against the respective affiliated companies arises at the same time. In principle, however, it cannot be ruled out that unexpected adverse developments in general conditions - such as a significant deterioration in economic performance - or disruptive events, e.g. a blockade of important supply chains due to geopolitical developments, could lead to such a claim being made on individual commitments entered into. However, this risk is unavoidable in Mutares' business model, which is characterized by a high level of transaction activity.

Obligations arising from company acquisitions

As at the reporting date of December 31, 2024, the following obligations from company acquisitions exist:

In connection with the acquisition of the Gemini Rail Group, Mutares undertook to provide rental guarantees to ensure the fulfillment of the contractual obligations of Gemini Rail Services UK Ltd., whereby the liability under these guarantees was limited to an amount of around GBP 9.7 million and is reduced over time in the amount of the rental payments made by Gemini Rail Services UK Ltd. As at the reporting date, the potential liability from this rental guarantee amounted to GBP 6.3 million (approx. EUR 7.5 million).

In May 2021, a direct subsidiary of Mutares acquired Alan Dick Communications Ltd. As part of the transaction, Mutares undertook to indemnify the seller against losses from two projects existing at the time of the closing of the transaction. The indemnification was limited to EUR 7.1 million and was due to expire upon completion of the projects, i.e. probably in 2029. In June 2024, the guarantee was revised and increased to GBP 9 million (approx. EUR 10.9 million) in the course of negotiations on compensation payments by the previous owner for (major) projects taken over by it as part of the acquisition.

A direct subsidiary completed the acquisition of Balcke Dürr Energy Solution S.p.A. in February 2022. As part of the acquisition, Mutares has undertaken to indemnify the seller from the signing of the purchase agreement until five years after completion of the transaction against damages arising from the buyer's failure to fully and timely fulfill certain obligations defined in the guarantee. This obligation is limited to EUR 2.0 million. Furthermore, Mutares has undertaken vis-à-vis the seller and vis-à-vis a company belonging to the seller's group of companies to guarantee all obligations of the buyer within the scope of a customer relationship defined in the purchase agreement. This guarantee is limited to EUR 8.0 million and a period of five years after completion of the transaction. In the course of the acquisition, Mutares also pledged credit balances of EUR 7.45 million at Intesa Sanpaolo to secure a guarantee given by Intesa Sanpaolo to the seller or a company belonging to the seller's group. The term of the obligation and the collateral is not limited in time. The obligation and the collateral are reduced over time by the completion of project services by Balcke Dürr Energy Solution S.p.A. Mutares has undertaken to use the funds released by the bank as part of a reduction in the collateral up to an amount of EUR 12.0 million for the benefit of Balcke Dürr Energy Solution S.p.A., whereby the necessity of this is at the discretion of Mutares depending on the development of Balcke-Dürr Energy Solutions S.p.A.. In connection with this obligation, Mutares has undertaken to indemnify the seller against all possible damages arising from the breach of its agreed obligations. At the time of preparing these financial statements, no breach of duty is known and no actions have been initiated that could be seen as a breach of the agreed duties.

In July 2022, a direct subsidiary of Mutares acquired SFC Solutions Automotive France S.A.S. As part of the transaction, Mutares guaranteed to the seller that it would provide SFC Solutions Automotive France S.A.S. with financial resources should it be unable to repay the existing loan liability between it and the seller. This guarantee was limited to EUR 6.5 million and has a term until January 15, 2027, provided that the loan is not repaid in full by SFC Solutions Automotive France S.A.S. to the seller before then. As at the reporting date, the guarantee still amounted to EUR 5.5 million, taking into account repayments made by SFC Solutions Automotive France S.A.S. in the meantime. In addition, Mutares has guaranteed to the seller that it will provide SFC Solutions Automotive France S.A.S. with financial resources if it is unable to repay the existing loan liability between it and the seller. This guarantee was limited to EUR 7.5 million and has a term until January 15, 2027. Due to repayments made by SFC Solutions Automotive France S.A.S. in the meantime, this guarantee has been reduced to EUR 4.1 million as of the reporting date.

In September 2022, a direct subsidiary of Mutares SE & Co. KGaA acquired Conexus S.p.A.. As part of the transaction, Mutares has undertaken to the seller to guarantee the buyer's obligations under the purchase agreement up to an amount of EUR 10.0 million. The guarantee remains in full force and effect until the date on which the buyer has fulfilled all obligations under the purchase agreement or until five years after completion of the transaction at the latest, i.e. until September 22, 2027.

A direct subsidiary acquired Guascor Energy S.A.U. in October 2022. As part of the transaction, Mutares has undertaken to guarantee all obligations of the buyer under the purchase and assignment agreement for a period of five years from the closing date. The guarantee is only limited to the amount of the purchase price with regard to damages arising from false statements or assurances made by the buyer. In connection with the acquisition, Mutares also issued a further guarantee to third parties for an indefinite period totaling EUR 3.6 million. The guarantee was reduced to EUR 1.8 million in the fiscal year without being utilized.

In November 2022, in connection with the acquisition of the heat transfer technology business of Siemens Energy B.V., Mutares undertook to grant the acquiring company NEM Energy B.V. a loan commitment of EUR 5.0 million with a term of four years. In addition, Mutares has undertaken to provide NEM Energy B.V. with liquid funds in the amount of EUR 10.0 million for a period of four years, should this be necessary to avoid insolvency of the company. This guarantee is reduced to EUR 7.5 million after twelve months, to EUR 5.0 million after 24 months and to EUR 2.5 million after 36 months. In the course of fiscal year 2024, the guarantee was reduced to EUR 5.0 million without being utilized. In addition, Mutares SE & Co. KGaA issued further guarantees to third parties totaling EUR 49.8 million in connection with the acquisition.

A direct subsidiary acquired MMT-B S.A.S. in March 2023. As part of the transaction, Mutares has guaranteed to pay an additional purchase price that could become due in 2026 if certain conditions are met. This guarantee is limited to a maximum of EUR 5.0 million. In addition, Mutares has guaranteed to cover the obligations of MMT-B S.A.S. under the loan agreement with the former shareholder in the amount of EUR 6.6 million until December 2025. This guarantee may increase by up to EUR 2.5 million as a result of a subsequent purchase price adjustment.

In May and June 2023, a direct subsidiary acquired 100% of the shares in GoCollective A/S and 98.8% of the shares in RELOBUS Transport Sp. z.o.o. As part of the transaction, Mutares has undertaken to assume guarantees from the seller to third parties. Accordingly, Mutares has guaranteed Atradius Danmark A/S that it will cover the obligations of GoCollective A/S in the maximum amount of DKK 90.0 million (approx. EUR 12.0 million) if the company is unable to meet its contractual obligations. The guarantee is expected to remain in place until the end of 2030. Furthermore, Mutares has undertaken to Tryg Forsikring A/S to guarantee the liabilities of GoCollective A/S up to a maximum amount of DKK 150.0 million (approx. EUR 20.1 million). This guarantee is expected to expire at the end of 2030. Furthermore, in the course of the acquisition of RELOBUS Transport Sp.z.o.o., Mutares has guaranteed Credendo - Guaranteed & Speciality Risks SAlNV to be responsible for contractual obligations of RELOBUS Transport Sp. z.o.o. in the maximum amount of PLN 60.0 million (approx. EUR 14.0 million) if the company is unable to meet its contractual obligations. The guarantee is expected to run until the end of 2030.

In August 2023, a direct subsidiary completed the acquisition of all shares in Gläserne Molkerei GmbH. As part of the transaction, Mutares has guaranteed to provide Gläserne Molkerei GmbH with financial resources of up to EUR 5.0 million to avoid possible insolvency. The guarantee has a term until September 14, 2025.

In September 2023, an indirect subsidiary acquired Selzer Fertigungstechnik GmbH & Co. As part of the acquisition, Mutares undertook providing Selzer Fertigungstechnik GmbH & Co. KG with cash and cash equivalents of EUR 10.0 million to the extent necessary to avoid any insolvency of the company. In fiscal year 2024, the guarantee was reduced to EUR 0 by granting cash and cash equivalents. In addition, Mutares has provided a loan commitment to the company for the purpose of general corporate financing in the amount of EUR 5.0 million. In fiscal year 2024, this loan commitment was reduced to EUR 0 due to the granting of a loan. In addition, Mutares guarantees the seller that it will be responsible for the repayment of the loan between the seller and Selzer Fertigungstechnik GmbH & Co. KG if the latter is not in a financial position to meet its repayment obligations. The guarantee is limited to EUR 3.0 million. All three guarantees have a term until August 31, 2025.

In October 2023, a direct subsidiary completed the acquisition of the shares in Gesenkschmiede Schneider GmbH, Schöneweiss & Co. GmbH, Falkenroth Umformtechnik and Jeco-Jellinghaus GmbH. As part of the transaction, Mutares has guaranteed the seller that it will be responsible for repaying the loan between the seller and the buyer if the buyer is not in a financial position to meet its repayment obligations. The guarantee is limited to EUR 0.0 million. The guarantee is limited to EUR 10.0 million and has a term until December 30, 2024, or until the loan has been repaid in full. The guarantee expired in January 2025 when the loan was repaid by the direct subsidiary and was therefore not utilized.

In October 2023, Mutares issued a guarantee to third parties in the amount of EUR 10.0 million in connection with the acquisition of the assets of Holland Industrial Constructions Systems Coöperatief U.A. for the acquiring company Byldis Prefab B.V. and Byldis Facades B.V.. This expires as soon as the guarantees between Byldis Prefab B.V. and Byldis Facades B.V. and the third party expire.

In October 2023, an indirect subsidiary completed the acquisition of Walor International S.A.S. and its subsidiaries. In connection with the transaction, the seller entered into a contract for specified services with a subsidiary of Mutares. Mutares has undertaken to the seller to guarantee the obligations arising from this agreement should this be necessary. The guarantee is limited to EUR 3.0 million and has a term until November 1, 2029.

In November 2023, an indirect subsidiary completed the acquisition of Efacec Power Solutions SGPS S.A. and its subsidiaries. As part of the acquisition, Mutares has guaranteed to provide up to EUR 60.0 million in the form of shareholder guarantees should this be necessary to support the acquired company. No shareholder guarantees were issued for Efacec Power Solutions SGPS S.A. as at the reporting date.

In December 2023, a direct subsidiary acquired 100% of the shares in Prénatal Moeder en Kind B.V. As part of the transaction, Mutares has undertaken to indemnify the seller if it is called upon to provide guarantees to third parties or to replace the seller's guarantees with its own guarantees, up to a maximum amount of EUR 5.2 million.

A direct subsidiary of Mutares acquired all shares in Temakinho S.r.l. in March 2024. As part of the acquisition, Mutares has guaranteed to assume obligations from guarantees of the seller to third parties until April 30, 2028 and up to a maximum amount of EUR 0.5 million. In addition, Mutares has guaranteed to assume the liabilities of the buyer if the buyer is unable to pay the deferred purchase price. The guarantee is limited to EUR 1.0 million and a term until March 2026.

In April 2024, an indirect subsidiary of Mutares acquired 90% of the shares in Sofinter S.p.A. As part of the acquisition, Mutares has guaranteed Illimity Bank S.p.A. that it will guarantee Sofinter S.p.A.'s obligations up to a maximum of EUR 10.0 million if the company is unable to meet its contractual obligations.

In June 2024, a direct subsidiary of Mutares acquired all shares in Alterga S.A. (formerly: Eltel Networks Energetyka S.A.) and Alterga Engineering S.A. (formerly: Eltel Networks Engineering S.A.). As part of the acquisition, Mutares has undertaken to assume guarantees from the seller to third parties. Accordingly, Mutares has guaranteed to Atradius Crédito y Caución S.A. that it will cover Alterga S.A.'s obligations up to a maximum amount of EUR 1.6 million if the company is unable to meet its contractual obligations. The guarantee is expected to remain in place until September 13, 2025. Mutares has also guaranteed Credendo - Guarantees & Speciality Risk SAINV that it will be liable for the contractual obligations of Alterga Engineering S.A. up to a maximum amount of EUR 15.0 million if the company is unable to meet its contractual obligations. In addition, Mutares has undertaken to InterRisk Towarzystwo Ubezpieczeń Spółka Akcyjna Vienna Insurance Group to guarantee the contractual obligations of Alterga S.A. and Alterga Engineering S.A. up to a maximum amount of PLN 20.0 million (approx. EUR 4.6 million) if the companies are unable to meet their contractual obligations. This guarantee runs until August 31, 2033. In addition, Mutares has undertaken to guarantee Korporacja Ubezpieczeń Kredytów Eksportowych Spółka Akcyjna for the contractual obligations of Alterga S.A. in the maximum amount of PLN 40.0 million (approx. EUR 9.4 million) if the companies are unable to meet their contractual obligations. This guarantee runs until December 31, 2034.

A direct subsidiary acquired all shares in KmB Technologie GmbH in July 2024. As part of the transaction, Mutares undertook the seller to guarantee the buyer's payment obligations should the buyer not be in a financial position to meet its obligations. The guarantee was originally limited to EUR 11.3 million and was reduced to EUR 8.8 million in July 2024 due to the agreed partial payment of the purchase price by the buyer. The guarantee runs until December 30, 2025.

In August 2024, a direct subsidiary of Mutares acquired all shares in Matikon GmbH & Co. KG (formerly: fischer automotive systems GmbH & Co. KG). As part of the transaction, Mutares guaranteed the seller that it would guarantee the buyer's obligations and indemnify the seller against all possible damages arising from the breach of its agreed obligations. The indemnification was originally limited to EUR 14.0 million and has since been reduced to EUR 2.8 million. The guarantee runs until July 31, 2027.

In connection with the acquisition of the Serneke Group, a subsidiary of Mutares entered into a loan liability to the seller of SEK 1,055 million (approximately EUR 92 million). As part of the transaction, Mutares has guaranteed the seller that it will be responsible for the repayment of the loan between the seller and the buyer if the buyer is not in a financial position to meet its repayment obligations. The guarantee is limited to SEK 112.6 million (approx. EUR 9.8 million) and has a term until December 31, 2025.

In a letter dated January 2, 2025, the Mutares subsidiary declared that it was contesting the purchase agreement and on January 7, 2025, the management of Serneke initiated insolvency proceedings. On February 10, 2025, the seller demanded payment primarily from the Mutares subsidiary and secondarily from Mutares itself from the loan entered into as part of the transaction. In a response dated February 24, 2025, the direct subsidiary of Mutares and Mutares itself completely rejected the seller's claim and reaffirmed the position already taken in the letter dated January 2, 2025, that the purchase agreement should be contested. To date, no arbitration proceedings have been initiated and Mutares currently has no knowledge of whether or when this might happen. Furthermore, Mutares is convinced of its legal position and believes it has strong arguments to prevail in any arbitration proceedings initiated by the seller.

In December 2024, a direct subsidiary of Mutares acquired all shares in Natura Sp.z.o.o. As part of the transaction, Mutares has guaranteed the seller to guarantee the buyer's contractual obligations under the purchase agreement with regard to the obligation (i) to pay an insolvency penalty (ii) to pay 20% of the exit proceeds and (iii) to reimburse the seller-supplier guarantees. The guarantee is limited to an amount of PLN 48.5 million (approx. EUR 11.3 million) and a term until June 30, 2029. Furthermore, Mutares has guaranteed to the seller that it will be responsible for the contractual obligations of the buyer towards Alior Bank if the latter is not in a financial position to meet its obligations. The guarantee is limited to a maximum amount of PLN 7.5 million (approx. EUR 1.7 million) and has a term until October 31, 2026.

In principle, the Management Board does not assume that the obligations from company acquisitions and disposals will be utilized, even if it cannot be ruled out that such utilization of individual obligations entered into may occur in the event of unexpected adverse developments in general conditions - such as a significant deterioration in economic development - or disruptive events, e.g. a blockade of important supply chains due to geopolitical developments. However, this risk is unavoidable in Mutares' business model, which is characterized by a high level of transaction activity.

The following obligations from company acquisitions expired in fiscal year 2024

Mutares had undertaken to indemnify the seller of keeeper GmbH in the event of a claim in connection with an earlier financing commitment and earlier guarantees, whereby this obligation was limited to an amount of EUR 3.5 million and expired on June 20, 2024. This guarantee expired in fiscal year 2024 without being utilized.

In April 2021, as part of the acquisition of La Rochette Cartonboard S.A.S., Mutares had guaranteed to the seller that it would guarantee the obligations of La Rochette Cartonboard S.A.S. under the loan agreement with the former shareholder in the amount of EUR 6.5 million until April 2024. Due to the full repayment of the loan by the company to its former shareholder, this guarantee expired in November 2024 without being called upon.

In connection with the acquisition of three Exterior plants, Mutares has undertaken to the seller to provide Light Mobility Solutions GmbH with financial resources of up to EUR 15.0 million until June 2024, should this be necessary to avoid possible insolvency. The guarantee is increased by all payments made by Light Mobility Solutions GmbH to Mutares and reduced accordingly by payments made by Mutares to Light Mobility Solutions GmbH. The guarantee expired in fiscal year 2024 without being utilized.

A direct subsidiary acquired MoldTecs GmbH and companies in France, the USA, China, Japan, Korea, Brazil and India in October 2022. As part of the financing of the transaction, which is expected to run until September 2023, Mutares SE & Co. KGaA issued a guarantee to third parties in the amount of EUR 25.0 million. This guarantee was not limited in time but was linked to the term of the financing. It is only expected to be utilized if the direct subsidiary fails to meet its payment obligations under the financing. In the 2023 fiscal year, the term of the guarantee was extended by one year until September 2024 and the amount was reduced to EUR 10.0 million. The guarantee expired in fiscal year 2024 without being utilized.

In April 2023, a direct subsidiary acquired BEW Umformtechnik GmbH. As part of the transaction, Mutares had guaranteed to the seller that it would assume the buyer's liabilities if the buyer was unable to pay the deferred purchase price. The guarantee was limited to an amount of EUR 2.1 million and a term until December 30, 2024. The guarantee expired in April 2024 without being utilized.

In the course of the acquisition of MobiLitas d.o.o. (formerly: Arriva Litas d.o.o.), Mutares had guaranteed to of OTB Bank Serbia that it would stand surety for the obligations of MobiLitas d.o.o. in the maximum amount of EUR 5.0 million should the latter be unable to meet its contractual obligations. Due to the sale of MobiLitas d.o.o., the guarantee expired in fiscal year 2024 without being utilized.

In December 2023, a direct subsidiary acquired shares in Prénatal Moeder en Kind B.V. As part of the transaction, Mutares undertook to the seller to guarantee the fulfillment of the liabilities of Prénatal Moeder en Kind B.V. under the so-called "403 Declaration", a declaration under Dutch law by the parent company, for the subsidiary's obligations up to a total amount of EUR 1.0 million for a limited period until December 31, 2024. This guarantee expired on December 31, 2024 without being called upon.

In addition, shares in a direct subsidiary have been pledged for a loan liability of EUR 35.0 million of this subsidiary.

Obligations arising from divestitures

On November 10, 2022, the sale of all shares in Nordec Group OY by Donges Steeltec GmbH was completed. In connection with the sale, Mutares has undertaken to guarantee the indemnification obligation of Donges Steeltec GmbH under the purchase and transfer agreement. The guarantee is limited to a maximum amount of EUR 13.0 million. The guarantee expires (i) no later than fifteen years after the guarantee is issued, i.e. at the end of November 10, 2037, or (ii) if all claims have been duly satisfied and no further claims for compensation are expected, or (iii) if the maximum amount has been exhausted, or (iv) if a termination agreement regarding the guarantee has been reached, or (v) if the claims for compensation have been waived as a result of a change of control. The Management Board does not expect any claims to be made under this obligation. Due to the conclusion of a settlement agreement in April 2023, the guarantee was reduced to EUR 11.8 million in the 2023 fiscal year.

In the course of the sale of properties and the leaseback of these to Japy Tech S.A.S. in November 2021, Mutares undertook to guarantee Japy Tech S.A.S.'s investment obligations for an amount of up to EUR 1.5 million and its payment obligations under the lease for a period of five years from the date of sale, i.e. until November 8, 2026, for an amount of up to EUR 1.2 million. Both guarantees are reduced over time. In fiscal year 2024, both obligations were reduced to EUR 0.6 million each.

In principle, the Management Board does not expect the obligations from company acquisitions and divestitures to be utilized, even if it cannot be ruled out that such utilization of individual obligations entered into may occur in the event of unexpected adverse developments in general conditions - such as a significant deterioration in economic development or disruptive events, e.g. a blockade of important supply chains due to geopolitical developments. However, this risk is unavoidable in Mutares' business model, which is characterized by a high level of transaction activity.

Legal disputes

The liquidator of the former investment Grosbill is pursuing a lawsuit based on Mutares' alleged responsibility under company law. At the same time, this liquidator is also suing the former seller of Grosbill for breach of contract against the company sold. Mutares defended itself in full against this claim, which it considered to be unfounded. The legal dispute was initially removed from the list of pending proceedings by the court due to a lack of grounds for the action and suspended; shortly before the limitation period for potential claims expired at the end of 2022, the plaintiff filed a new statement of claim containing a statement of grounds. Furthermore, in August 2023, the liquidator filed another statement of claim, which is essentially directed against the former seller. Mutares will defend itself against this, as the claims are considered unfounded and legally absurd due to the lack of statutory provisions. The court in Paris has since declared that it has no jurisdiction. A new hearing is not known and should be unlikely.

In addition, a lawsuit was filed by 13 independent service providers of the Stuart Group against Mutares and a direct subsidiary of Mutares. At the same time, the sellers of the Stuart Group companies and several other companies were also sued. The service providers are suing for a declaration that they are employees of the Stuart Group. The trial is being conducted before the Spanish central court "Sala de la Penal de la Audiencia Nacional". Mutares will defend itself against this and, after consulting with local lawyers, is confident of winning the legal dispute. An initial hearing took place in November 2024 and a decision is currently pending

5.6 Declaration pursuant to Section 161 AktG on the German Corporate Governance Code

The Management Board of the general partner of Mutares SE & Co. KGaA, Mutares Management SE, as well as the Shareholder Committee and the Supervisory Board of Mutares SE & Co. KGaA are committed to the principles of corporate governance geared towards long-term and sustainable value creation. In accordance with Sections 289f and 315d of the German Commercial Code (HGB), they jointly issue a combined "Corporate Governance Statement". The full text of the current declaration is available on the company's website at https://ir.mutares.de/corporate-governance/. As part of the corporate governance declaration, the Management Board of the general partner of Mutares SE & Co. KGaA, Mutares Management SE, as well as the Shareholder Committee and the Supervisory Board of Mutares SE & Co. KGaA issued the declaration required by Section 161 of the German Stock Corporation Act in December 2024 and made it publicly available on the company's website at https://ir.mutares.de/corporate-governance/.

5.7 Group affiliation

The company prepares consolidated financial statements as of December 31, 2024 in accordance with IFRS, as adopted by the EU, and in compliance with the other provisions of the German Commercial Code (HGB) for the largest group of companies and the smallest group of companies in accordance with Section 315a (1) HGB. Disclosure is made by means of electronic transmission of the documents to the body maintaining the company register for entry in the company register.

5.8 Information on voting rights notifications pursuant to Section 160 para. 1 no. 8 AktG

Pursuant to Section 160 para. 1 no. 8 AktG, information on the existence of shareholdings that have been notified in accordance with Section 20 para. 1 or 4 AktG or Section 33 para. 1 or para. 2 of the German Securities Trading Act ("WpHG") must be disclosed. According to these provisions, investors whose share of voting rights in listed companies has reached, exceeded or fallen below certain thresholds are obliged to notify the company.

The notifications received by the company pursuant to Section 33 (1) or (2) WpHG that reflect the shareholdings last reported to Mutares SE & Co. KGaA are listed below. There may have been changes to the listed voting interests after the dates indicated that were not reportable to the company.

Date of notification to the company	Notifying person	Share of voting rights	Shares held directly or indirectly
20.10.2021	Robin Laik	25,08%	direct
15.01.2024	ELBER GmbH	9,92%	direct
15.01.2024	Dr. Johann Vielberth	9,92%	indirectly via

ELBER GmbH

In addition, five other members of Robin Laik's family, all resident in Germany, directly hold the aforementioned 25.08% of voting rights. The voting rights for these shares are exercised uniformly by Robin Laik.

5.9 Proposed appropriation of earnings

The Management Board of the General Partner of Mutares SE & Co. KGaA will propose to the Annual General Meeting to be held in 2025 for the fiscal year 2024 that the net retained profits of Mutares SE & Co. KGaA as of December 31, 2024 of EUR 245,092,084.43 be used to distribute a dividend of EUR 2.00 per no-par value share entitled to dividends and otherwise carried forward to new account. With 21,348,256 dividend-bearing no-par value shares currently in circulation, the total dividend payout therefore amounts to EUR 42,696,512.00. The remaining amount of EUR 202,395,572.43 is to be carried forward to new account.

5.10 Events after the balance sheet date

The following event of particular significance occurred after the end of fiscal year 2024

After the reporting date, an indirect subsidiary from the Automotive & Mobility segment concluded agreements with two OEMs to make contributions to support the subsidiary. In this context, Mutares has undertaken to provide EUR 20.0 million in interest-free loans or equity contributions. Of this amount, EUR 8.5 million had already been paid out as of December 31, 2024 and EUR 11.5 million by the reporting date in 2025. In addition, Mutares has undertaken to guarantee earnings contributions from the two OEMs for the years 2025-2027 totaling EUR 41.4 million if these are not made.

As at the balance sheet date of December 31, 2024, the financial covenant relating to the 2023/2027 and 2024/2029 bonds was not complied with, with regard to the debt-to-equity ratio in the consolidated financial statements. The non-compliance with the secondary condition was remedied by the date of preparation of the annual financial statements by restoring compliance with the financial covenants as of March 31, 2025. In accordance with the terms of the bonds, there is now no longer a right to call in the liabilities from the bonds prematurely.

Deutsche Börse's regular index review at the beginning of May 2025 has resulted in the exclusion of Mutares SE & Co. KGaA shares from the SDAX. The reason for this decision is that Mutares was unable to submit the audited financial statements for fiscal year 2024 on time by the end of April 2025. An estimate of the potential financial impact on the annual financial statements cannot be made at this time.

Munich, May 19, 2025

Mutares Management SE,

General Partner of Mutares SE & Co. KGaA

The Management Board

Robin Laik

Mark Friedrich

Johannes Laumann

Dr. Lennart Schley

Appendix 1 to the notes: Statement of changes in non-current assets

Appendix 1 to Notes to the Statement of Financial Position

Development of non-current assets for the period from January 1, 2024 to December 31, 2024

	Acquisition and production costs				
in EUR	January 1, 2024	Additions	Disposals	Reclassifications	December 31, 2024
I. Intangible assets					
Concessions, industrial property rights and similar rights and assets acquired for consideration, as well as licenses for such rights and assets	70,490	0	0	0	70,490
	70,490	0	0	0	70,490
II. Property, plant, and equipment					
1. Other equipment, operating and office equipment	1,377,257	118,542	3,095	0	1,492,704
2. Advance payments made	1,451	0	1,451	0	0
	1,378,708	118,542	4,546	0	1,492,704
II. Financial assets					
1. Shares in affiliated companies	147,558,779	229,527,943	37,261,719	0	339,825,003
2. Loans to affiliated companies	17,623,410	0	0	0	17,623,410
3. Participating interests	36,000	0	0	0	36,000
4. Securities held as non-current assets	0	7,455,000	0	0	7,455,000
	165,218,190	236,982,943	37,261,719	0	364,939,414
Total	**166,667,388**	**237,101,485**	**37,266,264**	**0**	**366,502,608**

	Accumulated depreciation						**Book value**	
EUR	January 1, 2024	Depreciation	Additions	Disposals	Reclassifications	December 31, 2024	December 31, 2024	December 31, 2023
Intangible assets								
Concessions, industrial property rights and similar rights and assets acquired for consideration, as well as licenses for such rights and assets	70,483	0	0	0	0	70,483	7	7
	70,483	0	0	0	0	70,483	7	7
Property, plant, and equipment								
1. Other equipment, operating and office equipment	993,885	102,783	0	1,725	0	1,094,943	397,761	383,372
2. Advance payments made	0	0	0			0	0	1,451
	993,885	102,783	0	1,725	0	1,094,943	397,761	384,823
Financial assets								
1. Shares in affiliated companies	14,730,794	8,305,775	0	586,490	0	22,450,079	317,374,924	132,827,986
2. Loans to affiliated companies	0	0	0	0	0	0	17,623,410	17,623,410
3. Participating interests	0	0	0	0	0	0	36,000	36,000
4. Securities held as non-current assets	0	455,000	0	0	0	455,000	7,000,000	0
	14,730,794	8,760,775	0	586,490	0	22,905,079	342,034,335	150,487,396
Total	**15,795,162**	**8,863,558**	**0**	**588,215**	**0**	**24,070,505**	**342,432,103**	**150,872,226**

Appendix 2 to the notes: List of shareholdings as at 31.12.2024

Direct investments/holding companies	Seat	Share in % 31.12.2024	Share in % 31.12.2023	Result as of the previous business year KEUR	Equity as of the previous business year KEUR
Ferral United GmbH	Frankfurt	100	100	-1,887	31,281
HILO Group GmbH	Bad Wiessee	100	100	-16	22,267
Bonaparte Holding S.A.S.	Paris/FR	100	100	-3	-4
Kuljettava Oy (formerly: ShelCo 288 Oy) (4) (1)	Helsinki/FI	100	-	-	-
Mouse Holding S.A.S.	Paris/FR	100	100	-409	757
Mutares Holding Italy 1 S.r.l.	Milan/IT	100	100	55	66
Mutares Holding Italy 2 S.r.l. (5) (4) (1)	Bad Wiessee	-	-	-	-
mutares Holding-02 AG	Bad Wiessee	100	100	-18,127	9,717
mutares Holding-03 AG	Bad Wiessee	100	100	-1	5
mutares Holding-07 GmbH	Bad Wiessee	90	90	-2,484	4,134
mutares Holding-14 GmbH	Bad Wiessee	100	100	-4,069	-23,675
mutares Holding-21 AG	Bad Wiessee	100	100	-1	7
mutares Holding-25 GmbH	Bad Wiessee	100	100	29	-46
mutares Holding-26 GmbH	Bad Wiessee	90	90	-6,825	10,092
mutares Holding-30 AG i.L. (3)	Bad Wiessee	100	100	-	-
mutares Holding-33 GmbH	Bad Wiessee	100	100	125,561	130,771
mutares Holding-35 GmbH	Bad Wiessee	100	100	-3,732	-3,069
mutares Holding-36 GmbH	Bad Wiessee	100	100	-375	1,026
mutares Holding-38 GmbH	Bad Wiessee	90	90	-305	254
mutares Holding-39 GmbH	Bad Wiessee	90	90	-468	-418
mutares Holding-40 GmbH	Bad Wiessee	85	85	-1,872	1,599
mutares Holding-41 GmbH	Bad Wiessee	100	100	-987	966
mutares Holding-42 GmbH	Bad Wiessee	90	90	8,029	9,250
mutares Holding-45 GmbH	Bad Wiessee	90	90	1,986	2,574
mutares Holding-46 GmbH	Bad Wiessee	100	90	-10,364	-10,355
mutares Holding-47 GmbH	Bad Wiessee	90	90	-2,417	-1,916
mutares Holding-48 GmbH	Bad Wiessee	90	90	-1	10
mutares Holding-49 GmbH	Bad Wiessee	100	87	-264	-349
mutares Holding-50 GmbH	Bad Wiessee	91	91	-588	-554
mutares Holding-51 GmbH	Bad Wiessee	100	100	-16,536	-18,118
mutares Holding-53 GmbH	Bad Wiessee	90	90	-314	10,019
mutares Holding-54 GmbH	Bad Wiessee	100	100	-35	-13
mutares Holding-55 GmbH	Bad Wiessee	90	90	-102	-62
mutares Holding-56 GmbH	Bad Wiessee	90	90	-551	1,210
mutares Holding-57 GmbH	Bad Wiessee	90	90	-600	5,200
mutares Holding-58 GmbH	Bad Wiessee	90	90	-1	20
mutares Holding-60 GmbH	Bad Wiessee	90	90	-1	21
mutares Holding-62 GmbH	Bad Wiessee	100	90	-1,092	-1,069
mutares Holding-63 GmbH	Bad Wiessee	90	100	-368	-346
mutares Holding-64 GmbH	Bad Wiessee	100	100	-1	82
mutares Holding-65 GmbH	Bad Wiessee	90	100	-2	15,021
mutares Holding-66 GmbH	Bad Wiessee	90	100	-2	21
mutares Holding-67 GmbH	Bad Wiessee	90	100	-61	259
mutares Holding-68 GmbH	Bad Wiessee	90	100	-2	22
mutares Holding-69 GmbH	Bad Wiessee	90	100	-123	-100
mutares Holding-70 GmbH	Bad Wiessee	90	100	-4	45
mutares Holding-71 GmbH	Bad Wiessee	100	100	-3	22
mutares Holding-72 GmbH	Bad Wiessee	90	100	-51	-26
mutares Holding-73 GmbH	Bad Wiessee	100	100	-2	23
mutares Holding-75 GmbH	Bad Wiessee	100	100	-2	23
mutares Holding-76 GmbH	Bad Wiessee	100	100	-2	23
mutares Holding-77 GmbH	Bad Wiessee	100	100	-2	23
mutares Holding-78 GmbH	Bad Wiessee	100	100	-2	23
mutares Holding-79 GmbH	Bad Wiessee	100	100	-2	23
mutares Holding-80 GmbH (formerly: PFMB Acquisition GmbH)	Bad Wiessee (formerly: Munich)	100	100	-2	23
mutares Holding-82 GmbH (1) (4)	Bad Wiessee	100	-	-	-
mutares Holding-83 GmbH (1) (4)	Bad Wiessee	100	-	-	-
mutares Holding-84 GmbH (1) (4)	Bad Wiessee	100	-	-	-
mutares Holding-85 GmbH (1) (4)	Bad Wiessee	100	-	-	-
mutares Holding-86 GmbH (1) (4)	Bad Wiessee	100	-	-	-
mutares Holding-87 GmbH (formerly: RM 22042 Vermögensverwaltungs GmbH) (1) (4)	Bad Wiessee	100	-	-	-
mutares Holding-88 GmbH (formerly: Blitz 24-122 GmbH) (1) (4) (6)	Bad Wiessee	-	-	-	-
mutares Holding-89 GmbH (1) (4)	Bad Wiessee	100	-	-	-
mutares Holding-90 GmbH (1) (4)	Bad Wiessee	100	-	-	-
mutares Holding-91 GmbH (1) (4)	Bad Wiessee	100	-	-	-
mutares Holding-92 GmbH (1) (4)	Bad Wiessee	100	-	-	-
mutares Holding-93 GmbH (1) (4)	Bad Wiessee	100	-	-	-
mutares Holding-India GmbH (formerly: mutares Holding-81 GmbH) (1)	Bath wiessee	100	-	-	-
MuxTec India Consulting Pvt. Ltd (1) (4)	Mumbai/IN	100	-	-	-
PG Acquisition AB (formerly: Goldcup 36478 AB)	Stockholm/SE	100	-	-	-
PM Gold Acquisition AB (formerly: Goldcup 35552 AB) (1) (4)	Stockholm/SE	100	-	-	-
PP Acquisition B.V. (1) (4)	Amsterdam/NL	100	-	-	-
Mutares Management SE	Munich	30	30	5	137
Mutares Verwaltungs GmbH (2)	Bad Wiessee	100	100	17	71
MUK H-1 Limited (1) (4)	London/UK	100	-	-	-
MuxTec GmbH	Munich	100	100	432	753
PA Acquisition GmbH (formerly: RM 22045 Vermögensverwaltungs	Munich	100	-	-	-
PM Acquisition GmbH (formerly: Blitz 24-123 GmbH) (1) (4)	Munich	100	-	-	-
Slide Copypaper S.r.l. (formerly: Elina S.r.l.) (1) (4)	Milan/IT	100	-	-	-
Slide S.r.l. (formerly: Turchina S.r.l.) (1) (4)	Milan/IT	100	-	-	-

National companies	Seat	Share in % 31.12.2024	Share in % 31.12.2023	Result as of the previous business year KEUR	Equity as of the previous business year KEUR
Mutares France S.A.S	Paris/FR	100	100	1,119	1,238
Mutares Austria GmbH	Vienna/AU	100	100	134	151
Mutares Benelux B.V.	Amsterdam/NL	100	100	119	345
Mutares Consulting Services Middle East Limited (1)	Dudbai/UAE	100	-	-	-
Mutares India Private Ltd (1)	Mumbai/IN	100	-	-	-
Mutares Italy S.r.l.	Milan/IT	100	100	848	1,015
Mutares Iberia SL	Madrid/ES	100	100	196	352
Mutares Management Consulting (Shanghai) Co., Ltd.	Shanghai/CN	100	-	231	2,076
Mutares Nordics AB	Stockholm/SE	100	100	452	462
Mutares Nordics Oy	Vantaa/FN	100	100	110	326
Mutares Poland sp. z.o.o.	Czestochowa/PL	100	100	120	281
Mutares Services SRL (1)	Cluj/RO	100	-	-	-
Mutares UK Limited	London/UK	100	100	394	857
Mutares US Inc (1)	Chicago/US	100	-	-	-

Indirect investments: Operating units/subgroups	Seat	Share in % 31.12.2024	Share in % 31.12.2023	Result as of the previous business year KEUR	Equity as of the previous business year KEUR
Amaneos Group					
Amaneos SE	Frankfurt am Main	100	100	-2	116
ANAITASUNA Investment Consulting Service (Kunshan) Co., Ltd.	Kunshan/CN	35	-	3	124
CIKAUTXO Rubber & Plastic Components (Kunshan) Co., Ltd.	Kunshan/CN	100	-	-575	12,345
DF-Elastomer Solutions LDA	Mindelo/PT	100	100	864	7,601
Elastomer Solutions Maroc SARL	Tangier/MA	100	100	1,481	1,047
Elastomer Solutions Mexico S.R.L. de C.V.	Fresnillo/MX	100	100	-68	1,734
Elastomer Solutions s.r.o.	Belusa/SK	100	100	-2,727	5,593
Elastomer Solutions GmbH	Wiesbaum	100	100	-5,207	6,927
Light Mobility Solutions GmbH	Obertshausen	100	100	-	10,025
MoldTecs US LLC	Willmington/US	100	100	-7,630	-15,333
MoldTecs-01-2022 GmbH	Bad Harzburg	100	100	-987	5,849
MoldTecs Auto Systems Taicang Co. Ltd.	Taicang/CN	100	100	-6,556	2,785
MoldTecs Brazil Limitada (Ltda.)	Indaiatuba/BR	100	100	-4	-4
MoldTecs G.K.	Yokohama/JP	100	100	-283	-284
MoldTecs GmbH	Bad Harzburg	100	100	4,433	10,321
MoldTecs Korea Limited Company (Yuhan Hoesa)	Wonju/KOR	100	100	-2,755	-2,665
MoldTecs Mexico S.d.r.l.d.c.v. (1)	Mexico City/MX	100	100	-	-
MoldTecs S.A.S.	Laval Cedex/FR	100	100	5,457	27,861
MoldTecs Trading India Pvt. Ltd	Bangalore/IN	100	100	-73	-93
SFC Solutions Germany GmbH	Mannheim	100	100	26	146
SFC Solutions Italy S.R.L.	Cirié/IT	100	100	-4,562	3,229
SFC Solutions Automotive France S.A.S.	Charleval/FR	100	100	-2,528	33,117
SFC Solutions Automotive Morocco SARL	Tangier/MA	100	100	215	6,512
SFC Solutions Automotive Romania SRL	Dirmanesti/RO	100	100	-4,592	1,760
SFC Solutions Czestochowa Sp.z.o.o.	Czestochowa/PL	100	100	-3,916	-1,260
SFC Solutions France S.A.S.	Rennes/FR	100	100	56	204
SFC Solutions India Fluid Private Ltd.	Chengalpattu/IN	100	100	114	6,203
SFC Solutions India (Sealing) Private Limited	Dehli/IN	100	100	455	75
SFC Solutions Piotrkow sp. z.o.o. (7)	Piotrków/PL	100	100	-289	3,090
SFC Solutions Spain Borja SL	Borja/ES	100	100	-981	411
Shanghai MoldTecs Trading Co., Ltd.	Shanghai/CN	100	100	123	93
Alcura					
Alcura France S.A.S	Le Poinçonnet/FR	100	-	-4,285	24,867
Alterga					
Alterga S.A. (formerly: Eltel Energetyka S.A.)	Olsztyn/PL	100	-	-2,897	13,900
Alterga Engineering S.A. (formerly: Eltel Engineering S.A.)	Krakow/PL	100	-	-2,410	597
Asteri Facility Solutions					
Asteri Facility Solution AB	Solna/SE	-	100	-409	961
Byldis					
Byldis Deutschland GmbH (formerly: Blitz D23-66 GmbH) (1)	Munich (formerly: Düsseldorf)	100	-	-	-
Byldis Facades B.V. (1)	Veldhoven/NL	100	100	-	-
Byldis Group B.V. (1)	Amsterdam/NL	100	100	-7,949	-6,398
Byldis Prefab B.V. (1)	Veldhoven/NL	100	100	-	-
Byldis UK Limited	London/UK	100	100	-2,298	-2,214
Clecim					
Clecim S.A.S.	Savigneux/FR	100	100	4,366	13,756
Conexus					
Conexus S.p.A.	Roma/IT	100	100	-8,622	1,843
Conexus Do Brasil Servicios De ernergia LTDA (1)	Sao Paulo/BR	100	100	-	-
Donges Group					
BFS GmbH	Darmstadt (formerly: Mannheim)	100	100	-4	118
Donges SteelTec GmbH	Darmstadt	100	100	377	10,428
Kalzip Asia Pte. ltd.	Singapore	100	100	35	-16,167
Kalzip France S.A.S.	Magny-Le-Hongre/FR	100	100	27	105
Kalzip Free Zone Establishment (FZE)	Dubai/UAE	100	100	841	1,203
Kalzip GmbH	Coblenz	100	100	485	-3,354
Kalzip Inc.	Valparaiso/US	100	100	5,937	40,901
Kalzip India Private Ltd.	Gurgaon/IN	100	100	198	326
Kalzip Limited	Merseyside/UK	100	100	116	-557
Kalzip Spain S.L.U.	Madrid/ES	100	100	12	111
Smart Curtain Wall S.A	Madrid/ES	100	100	-1,528	3,005

Indirect investments: Operating units/subgroups	Seat	Share in % 31.12.2024	Share in % 31.12.2023	Result as of the previous business year KEUR	Equity as of the previous business year KEUR
Efacec					
Efacec Algérie EURL	Hydra/DZ	100	100	- 3,439	- 3,532
Efacec Angola Ltda.	Luanda/AO	98	98	- 5,186	- 13,993
Efacec Central Europe SRL	Bucarest/RO	100	100	387	- 1,268
Efacec Chile S.A	Santiago de Chile/CL	100	100	0	942
Efacec Contracting Central Europe GmbH	Vienna/AU	100	100	- 1,768	- 6,831
Efacec Electric Mobility S.A.	Porto/PO	100	100	- 7,123	3,997
Efacec Energia - Maquinas e Equipamentos Electricos S.A	Porto/PT	100	100	- 21,187	35,380
Efacec Engenharia e Sistemas S.A.	Porto/PO	100	100	- 18,885	20,566
Efacec Engenharia e Sistermas (Chile) SpA	Santiago de Chile/CL	100	100	457	197
Efacec Equipos Electricos S.L.U.	Tarragona/ES	100	100	- 782	2,316
Efacec India Pvt. Ltd	Maharashtra/IN	100	100	- 1,531	- 666
Efacec Marketing Internacional S.A.	Porto/PO	100	100	- 4,172	- 6,531
Efacec Maroc SARL AU	Casablanca/MA	100	100	- 25	- 309
Efacec Mozambique LDA	Maputo/ZA	100	100	- 1,414	- 8,472
Efacec Power Solutions Argentina S.A.	Buenos Aires/AG	100	100	- 1,306	- 1,900
Efacec Power Solutions PT	Porto/PT	100	100	- 161,000	225,778
Efacec Praha s.r.o.	Prague/CZ	100	100	- 352	1,465
Efacec Servicos Corporativos S.A.	Porto/PT	100	100	- 129	5,510
Efacec USA Inc.	Norcross/US	100	100	612	- 11,551
EFAMULTI AB	Sweden/SE	67	100	210	214
EFASA Proprietary Limited Company (Pty. Ltd.) (1)	Joannesburg/ZA	100	100	-	-
Power Solutions Brasil	Sao Paulo/BR	-	100	13	- 1,549
S2M Dublin Light Rail Limited (1)	Clondalkin/IR	51	51	-	-
XELA AB	Malmö/SE	67	67	- 14,148	6,124
Fasana					
FASANA GmbH	Euskirchen	100	100	- 1,851	1,914
FerrAl United Group					
BEW-Präzisionstechnik GmbH	Uhldingen-Mühlhofen	88	88	- 1	-
BEW-Umformtechnik GmbH	Rose garden	88	88	- 204	4,028
CIMOS "TMD Automobilka indusrija" d.o.o.	Gradačac/BA	100	100	- 3,690	18,198
CIMOS BUZET Ltd.	Buzet/CR	100	100	69	8,796
Cimos d.d.	Koper/SI	100	100	- 14,708	923
Cimos GERMANY GmbH i.L. (4)	Munich	-	100	- 23	25
Cimos LJEVAONICA ROC d.o.o.	Roc/HR	100	100	48	1,482
CIMOS IP d.o.o.	Koper/SI	100	100	47	109
Falkenroth Umformtechnik GmbH	Schalksmühle	100	100	- 1,256	1,093
Ferral United France S.A.S. (1)	Paris/FR	100	100	- 11	15,190
Drop forge Schneider GmbH	Aalen	100	100	- 1,670	17,784
Jeco-Jellinghaus GmbH (1)	Gevelsberg	100	100	-	-
JECO Forging Bosna Novi Travnik BA (1) (4)	Novi Travnik/BH	100	-	-	-
KmB Technology GmbH	Zerbst/Anhalt	100	-	- 689	793
Laval WI S.C.I	Laval/FR	100	100	603	604
Livnica Kikinda A.D.	Kikinda/RS	92	92	240	50,202
LIVNICA KIKINDA AUTOMOBILSKA INDUSRIJA d.o.o.	Kikinda/RS	100	100	4,769	- 357
MMT-B S.A.S.	Blanquefort/FR	100	100	8,935	52,895
Offranville WI S.C.I	Laval/FR	100	100	265	266
P.P.C. Buzet Ltd.	Buzet/CR	100	100	- 9,259	- 12,630
PrimoTECS S.P.A.	Avigliana/IT	100	100	- 16,757	1,041
Rasche Holding GmbH (1)	Plettenberg	100	100	-	-
Rasche Umformtechnik GmbH & Co KG	Plettenberg	100	100	- 2,640	- 4,136
Rasche Verwaltungs GmbH (1)	Plettenberg	100	100	-	-
Schöneweiß & Co. GmbH	Hagen	100	100	9,168	12,842
Selzer Automotive Bosnia d.o.o.	Rajlovačka/BH	100	100	- 7,157	- 13,130
Selzer Automotive do Brasil Limitada (Ltda.)	Sao Paulo/BR	100	100	- 43	- 395
Selzer Automotive RO SRL (1)	Sudet Bihor / RO	100	100	-	-
Selzer Automotive Systems Co., Ltd.	Kunshan/CN	100	100	89	- 860
Selzer Fertigungstechnik GmbH & Co KG	Driedorf	100	100	- 12,760	8,304
Selzer Holding-GmbH (formerly:mutares Holding-74) GmbH (4)	Bad Wiessee	100	100	- 54	1
Selzer International GmbH	Driedorf	100	100	- 929	- 1,109
Selzer Systemtechnik GmbH	Driedorf	100	100	- 846	241
Selzer Verwaltungsgesellschaft GmbH	Driedorf	100	100	5	65
Suzhou Walor Automotive Components Co., Ltd.	Suzhou/CN	100	100	365	3,695
Toucy WI S.C.I	Laval/FR	100	100	137	138
Walor Bogny S.A.S.	Bogny sur meuse/FR	-	100	235	3,331
Walor Extrusion S.A.S.	Laval/FR	100	100	481	8,826
Walor International S.A.S.	Laval/FR	100	100	- 7,809	- 1,905
Walor LCF S.A.S.	Le chambon-Feugerolles/FR	100	100	153	2,446
Walor Lege S.A.S.	Legé/FR	100	100	139	228
Walor North America Inc. (formerly: Hirschvogel Inc.)	Columbus/US	100	-	- 23,142	- 11,359
Walor RO SRL	Sfantu Gheorge/RO	100	100	2,744	10,336
WALOR Vöhrenbach GmbH	Vöhrenbach	100	100	- 76	13,559
Walor Vouziers S.A.S.	Vouziers/FR	-	100	- 1,819	551
Walormex S.R.L. de C.V.	Irapuato/MX	100	100	274	1,153
Ganter Group					
FSL Ladenbau GmbH	Westerstede	100	-	- 171	60
FSL Project GmbH	Westerstede	100	-	-	13
Ganter Interior GmbH (formerly: Ganter Constructions & Interior	Waldkirch	100	100	- 192	11,781
Ganter Italia S.r.l.i.l (3)	Merano/IT	100	100	- 162	- 890
Ganter Suisse AG	Schenkon/CH	100	100	- 241	350
Gemini Rail and ADComms					
Alan Dick Communications Limited	Scunthorpe/UK	100	100	- 8,720	- 19,715
Gemini Rail Services UK Limited	Wolverton/UK	100	100	- 6,650	- 1,226
Gemini Rail Technology UK Ltd. i.L. (1) (9)	Wolverton/UK	-	100	-	-
IPS Communications Ltd. i.L. (3)	Scunthorpe/UK	100	100	- 1,210	- 14,233
Rail Order Ltd. i.L. (3)	Scunthorpe/UK	100	100	1,950	1,911

Indirect investments: Operating units/subgroups	Seat	Share in % 31.12.2024	Share in % 31.12.2023	Result as of the previous business year KEUR	Equity as of the previous business year KEUR
Transparent dairy					
Gläserne Molkerei GmbH	Dechow	100	100	-8,763	14,578
Gläserne Molkerei Münchehofe GmbH	Münchehofe	100	100	-	4,872
Hofmolkerei Münchehofe GmbH	Münchehofe	100	100	-	291
GoCollective, ReloBus					
BusDan 32. 1 A/S	Kastrup/DN	100	100	-15	2,732
BusDan 32.2 ApS (formerly: BusDan 42 ApS)	Kastrup/DN	100	100	-295	-0
BusDan 39 ApS	Kastrup/DN	100	100	-1,204	1,063
BusDan 40 ApS	Kastrup/DN	100	100	-566	555
BusDan 44 ApS (1) (4)	Kastrup/DN	100	-	-	-
Dan Captive Insurance A/S	Kastrup/DN	100	100	2,074	6,867
GoCollective Bus A/S (formerly : GoCollective A/S)	Kastrup/DN	100	100	-18,949	96,909
GoCollective Bus Service A/S (1) (4)	Kastrup/DN	100	-	-	-
GoCollective Holding A/S (1) (4)	Kastrup/DN	100	-	-	-
GoCollective Rail A/S	Kastrup/DN	100	100	-18,008	49,148
GoCollective Rail Service A/S (formerly :GoCollective Service A/S)	Kastrup/DN	100	100	-159	144
MobiLitas d.o.o. (formerly: Arriva Litas d.o.o.)	Pozarevac/RS	-	100	2,933	8,451
RailDan 35 ApS (formerly : BusDan 35 ApS)	Kastrup/DN	100	100	-898	11,973
RELOBUS Transport Polska sp. z.o.o.	Torun/PL	100	100	-5,734	25,458
UCPLUS A/S	Skovlunde/DN	100	100	1,208	2,462
Greenview Group					
Bel-Air Services (NI) Limited	NewtownAbbey/UK	100	-	212	3,888
BI Electrical Services (NI) Limited	NewtownAbbey/UK	100	-	-215	-921
Central Heating Services Limited	London/UK	100	-	-158	-3,204
Electrical Services Southern Limited	London/UK	100	-	-2,007	-3,046
Greenview Gas Limited	Carryduff/UK	100	-	-2,616	9,070
Greenview Group Holdings Limited	Carryduff/UK	100	-	-3,541	-9,276
Guascor Energy					
Guascor Energy R&D SAU.	Miñano/ES	100	100	-957	1,095
Guascor Energy S.A.U.	Zumaia/ES	100	100	-23,333	9,175
Guascor Power USA Inc.	New York/US	100	100	-722	5,123
HILO Group					
High Precision Components Witten GmbH	Witten/GER	100	100	-	48
Innomotive Systems Hainichen Co, Ltd.	Nanjing/CN	100	100	-1,709	4,709
Innomotive Systems Hainichen GmbH	Hainichen	100	100	-13,669	23,876
Innomotive Systems Romania S.R.L	Cluj/RO	100	100	39	39
KICO GmbH	Halver	100	100	-9,355	-
KICO Kunststofftechnik GmbH	Halver	100	100	-65	784
KICO Sistemas Mexico S.R.L. de C.V.	El Marques/MX	100	100	-68	-666
KICO-Polska sp. z.o.o.	Swiebodzin/PL	100	100	-18	141
Mesenhöller Verwaltungs- GmbH	Halver	100	100	3	13
Prinz Kinematics (Shenyang) Co., Ltd.	Shenyang/CN	100	-	157	2,895
WST Kinematics Bulgaria EOOD	Pyce/BU	100	-	-1,616	-4,449
Prinz Kinematics GmbH	Stromberg	100	-	-	17,426
Keeeper Group					
keeeper GmbH	Hille	100	100	-1,677	5,513
keeeper sp. z.o.o.	Bydgoszcz/PL	100	100	-147	2,331
La Rochette					
La Rochette Cartonboard S.A.S.	La Rochette/FR	100	100	30,807	38,669
La Rochette Holding S.A.S.	Paris/FR	100	100	8,571	14,321
Lapeyre Group					
Azur Production S.A.S.	Courbevoie/FR	100	100	-480	-295
Cougnaud S.A.S.	Aizenay/FR	100	100	1,491	-2,226
Distrilap S.A.S.	Aubervillieres/FR	100	100	-21,202	-44,234
Entreprise Cordier S.A.S.	Magenta/FR	100	100	-1,823	-836
Gam S.A.S.	Cours/FR	100	100	-8,662	-15,303
Giraud Productions S.A.S.	Cours/FR	100	100	1,375	2,632
HAVLA S.A.S	Montivilliers/FR	100	-	-8	-3
MLB S.A.S	Angoulins/FR	-	100	210	337
Lagrange production S.A.S.	La-Magdelaine-sur-Tarn/FR	100	100	-2,037	-987
Lapeyre Holding S.A.S.	Paris/FR	100	100	1,105	23,341
Lapeyre S.A.S	Paris/FR	100	100	4,772	272,685
Lapeyre Services S.A.S.	Aubervilliers/FR	100	100	-4,802	-8,979
Les Menuiseries du Centre S.A.S	Ydes/FR	100	100	37	8,834
Ouest Production S.A.S.	La Chaize Giraud/FR	100	100	1,099	4,007
Poreaux et Cie S.A.S.	Saint-Martin-sur-le-pré/FR	100	100	-1,855	6,419
Rodrigues S.A.S.	Limonest/FR	100	100	-96	432
Societe Pastural & Cie S.A.S.	Epernay/FR	100	100	857	922
Maticon					
Matikon s.r.o. (formerly: fischer automotive systems s.r.o.)	Ivanovice na Hané/CZ	100	-	1,035	17,870
Matikon automotive systems (Taicang) Co Ltd (formerly: fischer automotive systems (Taicang) Co Ltd)	Taicang/CH	100	-	1,078	24,588
Matikon KD Jagodina (formerly: fischer automotive systems Jagodina	Kočino Selo/CZ	100	-	-883	468
Matikon GmbH & Co KG (formerly: fischer automotive GmbH & Co KG)	Horb am Neckar	100	-	-17,488	9,073
Matikon America Inc. (formerly: fischer automotive America Inc.)	Auburn Hills/US	100	-	-2,003	2,773
Matikon Verwaltungs GmbH (formerly: fischer automotive Verwaltungs	Horb am Neckar	100	-	4	84
Matikon General Partner DOO (formerly: fischer automotive systems	Kocino Selo/CZ	100	-	-13	-3
Natura					
Natura sp. z.o.o.	Łódź/PL	100	-	-14,534	2,654
Natura Marketing sp. z.o.o.	Błonie/PL	100	-	51	1,995
Cosmly sp. z.o.o.	Łódź/PL	100	-	-21	-14

Indirect investments: Operating units/subgroups	Seat	Share in % 31.12.2024	Share in % 31.12.2023	Result as of the previous business year KEUR	Equity as of the previous business year KEUR
NEM Energy Group					
Balcke-Dürr GmbH	Düsseldorf	100	100	-5,430	-30,883
Balcke-Dürr Nuklear Service GmbH	Düsseldorf	-	100	-1,301	-
Balcke-Dürr Engineering Private Ltd (2)	Chennai/IN	100	100	41	327
Balcke-Dürr Technologies India Private Ltd (2)	Chennai/IN	100	100	92	85
Balcke Dürr Energy Solutions S.p.A.	Genoa/IT	100	100	-2,012	1,689
NEM Energy B.V.	Zoeterwourde/NL	100	100	3,198	5,879
Wuxi Balcke-Dürr Technologies Co., Ltd.	Wuxi/CN	100	100	220	4,459
Palmia					
Palmia Oy	Helsinki/FI	100	100	-7,319	1,288
Palmia Palvelut Oy	Helsinki/FI	100	100	-39	243
Peugeot Motocycles					
Jinan QingQi Peugeot Motocycles Co., Ltd.	Jinan/CN	50	50	2,228	26,076
DBMC S.A.S	Mandeure/FR	80	80	-391	-390
Peugeot Motocycles S.A.S	Mandeure/FR	80	80	-13,062	-12,559
PEUGEOT MOTOCYCLES DEUTSCHLAND GmbH	Rüsselsheim	100	100	-	785
Peugeot Motocycles Italia i.L. (3)	Roma/IT	100	100	-104	-605
Purple Holding S.A.S.	Paris/FR	100	100	-120	7,022
PMTC Engineering Italia S.r.l. (3)	Roma/IT	100	100	-217	319
Prénatal					
Moeder en Kind B.V.	Amersfoort/NL	100	100	-6,202	-13,949
Wij Special Media B.V.	Blokker/NL	100	100	238	704
REDO					
Redo Oy	Vantaa/FN	100	100	-2,043	1,826
Repartim Group					
Presta'Terre Services S.A.R.L.	Pompey/FR	-	100	886	1,043
Repartim S.A.S.	Saint-Pierre-des-corps/FR	-	100	-4,986	1,819
Serneke					
Serneke Sverige AB (3)	Gothenburg/SE	100	-	-65	11
Serneke Entreprenad AB (3)	Gothenburg/SE	100	-	-0	15
Serneke Sprinkler AB (3)	Gothenburg/SE	100	-	-0	4
Serneke Malmberg Entreprenad AB (3)	Gothenburg/SE	50	-	-3	18
Trollhättans Bygg & Industritjänst AB (3)	Gothenburg/SE	100	-	1	893
Sofinter Group					
AC Boilers Egypt SAE (3)	Cairo/EG	98	-	-11	-342
AC Boilers S.p.A.	Milan/IT	100	-	-14,782	-13,525
Ansaldocaldaie Boilers India Pvt. Ltd	Chennai/IN	26	-	-1,323	-6,024
Centro Combustione Ambiente S.p.A.	Milan/IT	40	-	52	7,258
Europower S.p.A.	Milan/IT	100	-	-614	5,611
Itea S.p.A.	Gallarate/IT	100	-	-729	3,218
Macchi Romania SRL	Drobeta-Turnu Severin/RO	100	-	33	4,267
Nova Energy Holding S.r.l. (formerly: Novacchio S.r.l.)	Milan/IT	51	51	-1	9
Sofinter LLC	Houston/US	90	-	1	701
Sofinter S.p.A.	Milan/IT	100	-	1,527	35,620
Ditne S.C.A.R.L.	Bridinsi/IT	2	-	17	586
New International Technology WLL	Doha/QR	19	-	-191	1,275
Steyr Motors Group					
Steyr Motors AG (formerly: Mutares Austria Holding-01 GmbH)	Steyr/AT	71	100	6,600	10,635
Steyr Motors Betriebs GmbH (8)	Steyr/AT	-	100	4,904	16,694
Steyr Motors Hong Kong Co, Ltd (3)	Hong kong	-	100	-89,681	68,540
Stuart					
SRT Delivery Portugal S.A.	Lisbon/PT	100	100	-2,036	1,228
SRT France S.A.S.	Paris/FR	100	100	-13,631	-14,184
SRT Group S.A.S.	Paris/FR	100	100	-18,416	44,663
SRT Italy S.r.l.	Milan/IT	100	100	-1,531	113
Stuart Delivery Limited	London/UK	100	100	21,252	30,937
Stuart Delivery SL	Madrid/ES	100	100	-2,690	-16,426
Stuart Polska sp. z.o.o.	Warsow/PL	100	100	-4,190	992
Stuart Urban SL	Madrid/ES	100	100	-2,113	-2,892
Team Tex					
Logiplast S.A.S. (3)	Charvieu-Chavagneux/FR	100	100	-256	1,827
Team Tex SAS (3)	Charvieu-Chavagneux/FR	100	100	-31,138	5,997
Team Tex Brasil Artigos Infantis Limitada (Ltda.) (3)	Sao Paulo/BR	84	84	-98	70
Team Tex Management SAS (3)	Charvieu-Chavagneux/FR	83	83	-21,878	3,090
Team Tex UK Limited (3)	Coalville/UK	100	100	-320	-849
Temakinho					
Temakinho S.r.l. (1)	Milan/IT	100	-	-	-
Terranor					
Terranor A/S	Silkeborg/DN	100	100	-1,080	2,333
Terranor AB	Stockholm/SE	100	100	3,231	29,671
Terranor Infra AB	Solna/SE	100	100	89	95
Terranor Norvia AB (formerly: Wilda Transport och Entreprenad AB)	Huddinge/SE	100	100	-1,870	274
Terranor Oy	Helsinki/FI	100	100	849	2,079
Terranor Signa Sverige AB (1)	Solna/SE	100	-	-	-
Terranor Verte Oy	Helsinki/FI	100	100	-	-
NU Entreprenad AB	Huddinge/SE	100	-	-110	441

(1) No annual financial statements of the company available by the date of preparation of these financial statements
(2) Subsidiaries of immaterial significance
(3) Company is in liquidation or in insolvency proceedings
(4) Short financial year
(5) Merged with Temakinho S.r.l. in the financial year.
(6) Merged into mutares Holding-51 GmbH in the financial year
(7) Merged into SFC Solutions Czestochowa Sp.z.o.o. in the financial
(8) Merged into Steyr Motors AG in the financial year
(9) Dissolved in 2024

Assurance of the legal representatives

To the best of our knowledge, and in accordance with the applicable reporting principles, the Annual Financial Statements give a true and fair view of the assets, liabilities, financial position and profit or loss of the company, and the combined management report includes a fair review of the development and performance of the business and the position of the company, together with a description of the principal opportunities and risks associated with the expected development of the company.

Munich, May 19, 2025

Mutares Management SE,

General Partner of Mutares SE & Co. KGaA

The Management Board

Robin Laik

Mark Friedrich

Johannes Laumann

Dr. Lennart Schley

INDEPENDENT AUDITOR'S REPORT

To Mutares SE & Co. KGaA, Munich/Germany

REPORT ON THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS AND OF THE COMBINED MANAGEMENT REPORT

Audit Opinions

We have audited the annual financial statements of Mutares SE & Co. KGaA, Munich/Germany, which comprise the balance sheet as at 31 December 2024, and the statement of profit and loss for the financial year from 1 January to 31 December 2024, and the notes to the financial statements, including the presentation of the recognition and measurement policies. In addition, we have audited the combined management report for the parent and the group of Mutares SE & Co. KGaA, Munich/Germany, for the financial year from 1 January to 31 December 2024. In accordance with the German legal requirements, we have not audited the content of the combined corporate governance statement pursuant to Sections 289f and 315d German Commercial Code (HGB), including the statement pursuant to Section 161 German Stock Corporation Act (AktG) on the German Corporate Governance Code included therein, and the separate consolidated non-financial report pursuant to Section 315b (3) HGB, to which reference is made in section 6.3 of the combined management report. In addition, we have not audited the content of the subsections "Internal control system" and "Statement on the appropriateness and effectiveness of the risk management system and internal control system" contained in section 7.1 of the combined management report.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the Company as at 31 December 2024 and of its financial performance for the financial year from 1 January to 31 December 2024 in compliance with German Legally Required Accounting Principles, and
- the accompanying combined management report as a whole provides an appropriate view of the Company's position. In all material respects, this combined management report is consistent with the annual financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our audit opinion on the combined management report does not cover the content of the above-mentioned combined corporate governance statement including the statement pursuant to Section 161 AktG included therein, of the above-mentioned separate consolidated non-financial report and of the subsections "Internal control system" and "Statement on the appropriateness and effectiveness of the risk management system and internal control system" contained in section 7.1 of the combined management report.

Pursuant to Section 322 (3) sentence 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and of the combined management report.

Basis for the Audit Opinions

We conducted our audit of the annual financial statements and of the combined management report in accordance with Section 317 HGB and the EU Audit Regulation (No. 537/2014; referred to subsequently as “EU Audit Regulation”) and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW). Our responsibilities under those requirements and principles are further described in the “Auditor’s Responsibilities for the Audit of the Annual Financial Statements and of the Combined Management Report” section of our auditor’s report. We are independent of the Company in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2) point (f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the annual financial statements and on the combined management report.

Key Audit Matters in the Audit of the Annual Financial Statements

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the annual financial statements for the financial year from 1 January to 31 December 2024. These matters were addressed in the context of our audit of the annual financial statements as a whole and in forming our audit opinion thereon; we do not provide a separate audit opinion on these matters.

In the following we present the key audit matters we have determined in the course of our audit:

1. Recognition of income from long-term equity investments in profit and loss
2. Measurement of shares in affiliated companies, loans to affiliated companies and receivables from affiliated companies

Our presentation of these key audit matters has been structured as follows:

a) description (including reference to corresponding information in the annual financial statements)

b) auditor’s response

1. **Recognition of income from long-term equity investments in profit and loss**

a) Mutares SE & Co. KGaA, Munich/Germany, stated income from long-term equity investments of mEUR 66.9 (prior year: mEUR 139.2) in the statement of profit and loss of the annual financial statements for the financial year from 1 January to 31 December 2024, which corresponds to approx. 61.8% of profit for the period in the financial year (prior year: approx. 135.9%). Income from long-term equity investments exclusively relates to affiliated companies and is partially recognised as part of same-phase profit recognition in profit and loss and partially recognised based on distributions after the corresponding resolutions on the appropriation of profits were made. Income from long-term equity investments is realised if the stipulations for same-phase recognition of the profit for the period in profit and loss are met and the general meeting has made the respective necessary resolutions. This matter was of particular significance during our audit as auditing the stipulations for same-phase profit recognition in profit and loss proved to be complex and time-consuming and income from long-term equity investments has considerable influence particularly on the Company's financial performance.

The executive directors made corresponding disclosures in the subchapter "Profit and loss account: income from investments" in the "Accounting and valuation principles" section as well as in explanatory note 4.6 in the notes to the financial statements.

b) In conducting our audit we first obtained an understanding of the processes and workflows implemented by the executive directors in respect of the recognition of income from long-term equity investments in profit and loss. Additionally, we reviewed whether the income from long-term equity investments was determined correctly based on the affiliated companies' annual financial statements and the respective resolutions of general meetings. This also included the assessment whether the stipulations for same-phase profit recognition in profit and loss were met pursuant to the legislation of the European Court of Justice and the German Federal Court of Justice as well as to necessary further requirements. Furthermore, we audited whether income from long-term equity investments was appropriately disclosed in the statement of profit and loss and whether the corresponding receivables were appropriately recognised in the balance sheet and whether the disclosures made in the notes to the financial statements were complete and correct.

2. **Measurement of shares in affiliated companies, loans to affiliated companies and receivables from affiliated companies**

a) The annual financial statements of Mutares SE & Co. KGaA as at 31 December 2024 state shares in affiliated companies that exclusively comprise shares in intermediate holding companies of mEUR 317.4. These direct subsidiaries themselves hold shares in operating entities requiring restructuring. Shares in affiliated companies include cash funds provided of mEUR 17.6 and receivables from affiliated companies include both cash funds provided and trade payables totalling mEUR 447.1. The total amount recognised for these balance sheet items is mEUR 782.1 , corresponding to 90.4% of the balance sheet total.

The shares and loans are measured at the lower of acquisition cost or, if an impairment is deemed permanent, at fair value; receivables are measured at the lower of nominal value or fair value. An impairment is reversed if the reasons for the original write-down cease to exist.
Annually as at the balance sheet date and as required, the executive directors make company valuations by applying a valuation model based on an income approach for determining the respective fair values in order to test the valuation under German commercial law of the shares in the intermediate holding companies directly held by Mutares SE & Co. KGaA and of the loans to, and receivables from, affiliated companies.

The fair values are determined based on the present values of the expected future income of the individual affiliated companies derived from the corporate planning made by the executive directors of the affiliated companies. Depending on the affiliated company, the planning horizon is three to five years. The planning is carried forward using industry and country-specific growth rates and approved by the executive directors of Mutares SE & Co. KGaA and acknowledged by the supervisory board. In the valuation model, individually determined discount rates of the respective affiliated companies are used.

The values determined for the affiliated companies with operating activities are used by the executive directors of Mutares SE & Co. KGaA as a basis for testing the book values of shares in affiliated companies, loans to, and receivables from, affiliated companies. On that basis, a need for impairment of mEUR 34.6 and a need for reversal of impairment of mEUR 22.1 arose in the financial year 2024.

The result of the valuation by the executive directors depends to a large extent on their assessment of future income, the specific growth rates and the discount rates. The valuations are subject to considerable uncertainty as the value of the shares in affiliated companies, and of loans to, and receivables from, affiliated companies is significantly dependent on the affiliated companies with operating activities requiring restructuring held indirectly via the intermediate holding companies. Against this backdrop, and due to the high complexity of the valuation models, this matter was of particular importance in our audit.

The disclosures of the executive directors on the applied accounting and valuation principles are presented in the notes to the financial statements under “Accounting and valuation principles” in the subchapters “Fixed assets” and “Current assets”. Disclosures on the amount of the shares in affiliated companies, of loans to affiliated companies and of receivables from affiliated companies can be found in the chapter “Notes to the balance sheet” on the items “Fixed assets” and “Current assets”.

b) In our audit, we initially obtained an understanding of the processes implemented by the executive directors for corporate planning and for testing the recoverability of the assets related to affiliated companies as well as of the accounting-related controls. We evaluated the design of identified controls relevant to the audit.

Calling in our in-house valuation specialists, we reviewed the performance of impairment tests by the executive directors and where the executive directors made estimates we evaluated the methods applied, assumptions made and data used for acceptability. In this context, we also examined whether the valuation procedure applied is methodically and arithmetically appropriate. Concerning the estimated future income included in the valuation, we made reconciliations with the corporate planning approved by the executive directors of Mutares SE & Co. KGaA and acknowledged by the supervisory board.

In addition, we evaluated the expected future income used in the company valuations, including the underlying material assumptions, for plausibility using macroeconomic and industry-specific market data. In the process, we made a comparison with market expectations available to us and obtained extensive explanations from the executive directors on material value drivers on which the expected future income is based. Concerning the discount rates that were applied, we dealt with the parameters used for determining them, reviewed each calculation and verified their appropriateness by making own calculations. In addition, for valuations of selected affiliated companies we conducted sensitivity analyses by calling in our in-house valuation specialists. We applied the knowledge obtained from our audit of the valuation of the shares to our audit of loans to, and receivables from, affiliated companies.

Other Information

The executive directors and/or the supervisory board are responsible for the other information. The other information comprises

- the combined corporate governance statement including the statement pursuant to Section 161 AktG,
- the separate consolidated non-financial report,
- the subsections “Internal control system” and “Statement on the appropriateness and effectiveness of the risk management system and internal control system” contained in section 7.1 of the combined management report, and
- the executive directors’ confirmations pursuant to Section 264 (2) sentence 3 and Section 289 (1) sentence 5 HGB regarding the annual financial statements and the combined management report,

The executive directors, the shareholder committee and the supervisory board are responsible for the statement according to Section 161 AktG concerning the German Corporate Governance Code, which is part of the combined corporate governance statement. Otherwise the executive directors are responsible for the other information.

Our audit opinions on the annual financial statements and on the combined management report do not cover the other information, and consequently we do not express an audit opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information identified above and, in doing so, to consider whether the other information

- is materially inconsistent with the annual financial statements, with the audited content of the disclosures in the combined management report or our knowledge obtained in the audit, or
- otherwise appears to be materially misstated.

Responsibilities of the Executive Directors and the Supervisory Board for the Annual Financial Statements and the Combined Management Report

The executive directors are responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles. In addition, the executive directors are responsible for such internal control as they, in accordance with German Legally Required Accounting Principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud (i.e. fraudulent financial reporting and misappropriation of assets) or error.

In preparing the annual financial statements, the executive directors are responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

Furthermore, the executive directors are responsible for the preparation of the combined management report that as a whole provides an appropriate view of the Company's position and is, in all material respects, consistent with the annual financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a combined management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the combined management report.

The supervisory board is responsible for overseeing the Company's financial reporting process for the preparation of the annual financial statements and of the combined management report.

Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Combined Management Report

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the combined management report as a whole provides an appropriate view of the Company's position and, in all material respects, is consistent with the annual financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the annual financial statements and on the combined management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements and this combined management report.

We exercise professional judgement and maintain professional scepticism throughout the audit. We also

- identify and assess the risks of material misstatement of the annual financial statements and of the combined management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures relevant to the audit of the combined management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of internal control or these arrangements and measures of the Company.
- evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.

- conclude on the appropriateness of the executive directors’ 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 Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor’s report to the related disclosures in the annual financial statements and in the combined management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.
- evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles.
- evaluate the consistency of the combined management report with the annual financial statements, its conformity with German law, and the view of the Company’s position it provides.
- perform audit procedures on the prospective information presented by the executive directors in the combined management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the actions taken or safeguards applied to eliminate independence threats.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the annual financial statements for the current period and are therefore the key audit matters. We describe these matters in the auditor's report unless law or regulation precludes public disclosure about the matter.

OTHER LEGAL AND REGULATORY REQUIREMENTS

Report on the Audit of the Electronic Reproductions of the Annual Financial Statements and of the Combined Management Report Prepared for Publication Pursuant to Section 317 (3a) HGB

Audit Opinion

We have performed an audit in accordance with Section 317 (3a) HGB to obtain reasonable assurance whether the electronic reproductions of the annual financial statements and of the combined management report (hereinafter referred to as "ESEF documents") prepared for publication, contained in the file, which has the SHA256: 2abddc2dff5a6569170295168462d2a31aea7e0182889c2dac06137ddb3ff1d6, meet, in all material respects, the requirements for the electronic reporting format pursuant to Section 328 (1) HGB ("ESEF format"). In accordance with the German legal requirements, this audit only covers the conversion of the information contained in the annual financial statements and the combined management report into the ESEF format, and therefore covers neither the information contained in these electronic reproductions nor any other information contained in the file identified above.

In our opinion, the electronic reproductions of the annual financial statements and of the combined management report prepared for publication contained in the file identified above meet, in all material respects, the requirements for the electronic reporting format pursuant to Section 328 (1) HGB. Beyond this audit opinion and our audit opinions on the accompanying annual financial statements and on the accompanying combined management report for the financial year from 1 January to 31 December 2024 contained in the "Report on the Audit of the Annual Financial Statements and of the Combined Management Report" above, we do not express any assurance opinion on the information contained within these electronic reproductions or on any other information contained in the file identified above.

Basis for the Audit Opinion

We conducted our audit of the electronic reproductions of the annual financial statements and of the combined management report contained in the file identified above in accordance with Section 317 (3a) HGB and on the basis of the IDW Auditing Standard: Audit of the Electronic Reproductions of Financial Statements and Management Reports Prepared for Publication Purposes Pursuant to Section 317 (3a) HGB (IDW AuS 410 (06.2022)). Our responsibilities in this context are further described in the "Auditor's Responsibilities for the Audit of the ESEF Documents" section. Our audit firm has applied the requirements of the IDW Quality Management Standards.

Responsibilities of the Executive Directors and the Supervisory Board for the ESEF Documents

The executive directors of the Company are responsible for the preparation of the ESEF documents based on the electronic files of the annual financial statements and of the combined management report according to Section 328 (1) sentence 4 no. 1 HGB.

In addition, the executive directors of the Company are responsible for such internal controls that they have considered necessary to enable the preparation of ESEF documents that are free from material intentional or unintentional non-compliance with the requirements for the electronic reporting format pursuant to Section 328 (1) HGB.

The supervisory board is responsible for overseeing the process for preparing the ESEF documents as part of the financial reporting process.

Auditor's Responsibilities for the Audit of the ESEF Documents

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB.

We exercise professional judgement and maintain professional scepticism throughout the audit. We also

- identify and assess the risks of material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinion.
- obtain an understanding of internal control relevant to the audit on the ESEF documents in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.
- evaluate the technical validity of the ESEF documents, i.e. whether the file containing the ESEF documents meets the requirements of the Delegated Regulation (EU) 2019/815, in the version in force at the balance sheet date, on the technical specification for this electronic file.
- evaluate whether the ESEF documents enable an XHTML reproduction with content equivalent to the audited annual financial statements and to the audited combined management report.

Further Information Pursuant to Article 10 of the EU Audit Regulation

We were elected as auditor by the general meeting on 4 June 2024. We were engaged by the supervisory board on 19 December 2024. We have been the auditor of Mutares SE & Co. KGaA, Munich/Germany, without interruptions since the financial year 2011.

We declare that the audit opinions expressed in this auditor's report are consistent with the additional report to the audit committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

OTHER MATTER – USE OF THE AUDITOR'S REPORT

Our auditor's report must always be read together with the audited annual financial statements and the audited combined management report as well as with the audited ESEF documents. The annual financial statements and the combined management report converted into the ESEF format – including the versions to be submitted for inclusion in the Company Register – are merely electronic reproductions of the audited annual financial statements and the audited combined management report and do not take their place. In particular, the ESEF report and our audit opinion contained therein are to be used solely together with the audited ESEF documents made available in electronic form.

GERMAN PUBLIC AUDITOR RESPONSIBLE FOR THE ENGAGEMENT

The German Public Auditor responsible for the engagement is Wolfgang Braun.

Munich/Germany, 19 May 2025

Deloitte GmbH
Wirtschaftsprüfungsgesellschaft

Signed:	Signed:
Dirk Bäßler	Wolfgang Braun
Wirtschaftsprüfer	Wirtschaftsprüfer
(German Public Auditor)	(German Public Auditor)"

TRANSLATION
– German version prevails –