



clearwise



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Consolidated
financial
statements
clearwise AG
2023



Consolidated financial statements of clearwise AG for the period ended 31 December 2023

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Consolidated statement of comprehensive income

in EUR thousand	Note	2023	2022
Revenue	8.12; 10.1	44,841	65,159
Other operating income	10.2	6,673	509
Cost of materials	10.3	(471)	(283)
Personnel expenses	10.4	(1,588)	(1,521)
Other operating expenses	10.5	(15,673)	(15,694)
Operating profit/loss before depreciation and amortization (EBITDA)		33,781	48,171
Depreciation and amortization	10.6	(17,797)	(17,743)
Impairment	10.6	(610)	-
Operating profit/loss (EBIT)		15,375	30,428
Net finance income/costs		(7,004)	(4,091)
Finance income	10.7	398	3,393
Finance costs	10.7	(7,402)	(7,483)
Earnings before taxes (EBT)		8,370	26,338
Income taxes	8.13; 10.8	(1,533)	(5,021)
Consolidated net profit/loss		6,837	21,317
Owners of the parent		6,837	21,317
Non-controlling interests		0	-
Other comprehensive income		-	-
Consolidated total comprehensive income		6,837	21,317
Owners of the parent		6,837	21,317
Non-controlling interests		0	-
Earnings per share	8.15;10.9		
Basic earnings per share (in EUR)		0.09	0.34
Diluted earnings per share (in EUR)		0.09	0.34
Weighted average number of no-par value shares outstanding:			
basic		75,356	63,448
diluted		75,356	63,448

Consolidated statement of financial position

ASSETS

in EUR thousand	Note	31/12/2023	31/12/2022	01/01/2022
Non-current assets				
Property, plant and equipment	8.4; 8.5; 11.1	291,461	352,576	275,251
Financial assets	8.7; 11.2	466	855	203
Other non-current assets	11.3	2,642	48	-
Deferred tax assets	8.13; 10.8	7,020	7,490	3,492
Total non-current assets		301,589	360,969	278,947
Current assets				
Inventories	11.4	-	232	292
Trade receivables	11.5	5,177	6,201	5,043
Other receivables	11.5	1,132	782	1,286
Other current assets	11.3	5,834	5,426	3,887
Financial assets	8.7; 11.2	438	27	27
Current tax assets	8.13; 10.8	197	43	53
Liquid assets	8.16; 11.6	47,990	77,665	23,198
Cash and cash equivalents		43,747	72,257	18,872
Restricted cash		4,242	5,408	4,326
Assets held for sale	8.10; 11.7	730	-	-
Total current assets		61,498	90,376	33,785
Total assets		363,086	451,345	312,731

EQUITY AND LIABILITIES

in EUR thousand	Note	31/12/2023	31/12/2022	01/01/2022
Equity				
Issued capital	11.8	75,356	75,356	57,400
Share premium	11.8	44,752	44,752	25,591
Other reserves	11.8	40,333	44,012	44,012
Retained earnings	11.8	(1,334)	(8,171)	(29,488)
Equity attributable to shareholders of clearwise AG		159,106	155,948	97,515
Equity attributable to non-controlling Interests	11.8	7	-	-
Total equity		159,114	155,948	97,515
Non-current liabilities				
Financial liabilities	8.7; 11.10	122,952	176,374	146,556
Lease liabilities	8.6; 11.12	23,662	25,876	19,451
Other financial liabilities	8.7; 11.10	293	776	1,957
Non-financial liabilities	11.11	110	34	0
Non-current provisions	8.8; 11.13	6,021	6,363	8,929
Tax provisions	8.13; 10.8	-	-	-
Deferred tax liabilities	8.13; 10.8	10,713	14,493	11,067
Total non-current liabilities		163,751	223,917	187,960
Current liabilities				
Financial liabilities	8.7; 11.10	28,199	51,522	20,392
Lease liabilities	8.6; 11.12	962	996	1,660
Trade payables	11.14	2,607	5,812	1,893
Other current financial liabilities	8.7; 11.10	1,041	5,217	1,481
Non-financial liabilities	11.11	1,372	1,760	1,599
Current provisions	8.8; 11.13	290	718	137
Income tax liabilities	8.13; 10.8	5,611	5,455	94
Liabilities directly associated with assets held for sale	8.10; 11.7	139	-	-
Total current liabilities		40,221	71,480	27,256
Total equity and liabilities		363,086	451,345	312,731

Consolidated statement of changes in equity

in EUR thousand	Issued capital	Share premium	Other reserves	Retained earnings	Total	Non-controlling interests	Total equity
Balance at 1 January 2022	57,400	25,591	44,012	(29,488)	97,515	-	97,515
Consolidated net profit/loss	-	-	-	21,317	21,317	-	21,317
Other comprehensive income	-	-	-	-	-	-	-
Consolidated total comprehensive income	-	-	-	21,317	21,317	-	21,317
Capital increase/decrease	17,956	19,161	-	-	37,116	-	37,116
Balance at 31 December 2022	75,356	44,752	44,012	(8,171)	155,948	-	155,948
Balance at 1 January 2023	75,356	44,752	44,012	(8,171)	155,948	-	155,948
Consolidated net profit/loss	-	-	-	6,838	6,838	(0)	6,837
Other comprehensive income	-	-	-	-	-	-	-
Consolidated total comprehensive income	-	-	-	6,838	6,838	(0)	6,837
Withdrawals	-	-	(7)	-	(7)	-	(7)
Addition of entities to the consolidated Group	-	-	-	-	-	8	8
Disposal of consolidated entities	-	-	(3,673)	-	(3,673)	-	(3,673)
Balance at 31 December 2023	75,356	44,752	40,333	(1,334)	159,106	7	159,114

Consolidated statement of cash flows

in EUR thousand	Note	2023	2022
Consolidated net profit/loss		6,837	21,317
Depreciation (write-up) of property, plant and equipment	10.6	16,523	16,491
Amortization (write up) of intangible assets	11.12	1,274	1,252
Impairment of/(reversal of impairment losses on) property, plant and equipment	10.6	610	-
(Gain)/loss on disposal of property, plant and equipment	10.2	-	16
(Gain)/loss on deconsolidation	10.2	(5,523)	-
Other non-cash expenses/(income)		(36)	(19)
Change in other assets not classified as investing or financing activities		(3,044)	3,317
Change in other liabilities not classified as investing or financing activities		(7,849)	(1,581)
(Finance costs)/finance income	10.7	7,004	4,091
(Income tax expense)/income tax income	10.8	1,533	5,021
Income tax paid		(765)	(222)
Cash flows from operating activities		16,565	49,682
Cash receipts from sales of financial assets		0	-
Cash receipts from sales of property, plant, and equipment		5	52
Cash receipts from disposals of consolidated entities	3.3	19,711	-
Cash payments for entities added to the consolidated Group	3.2	(9,811)	(27,207)
Loans made to third parties		(190)	-
Cash payments to acquire property, plant and equipment		(449)	(27,792)
Cash payments to acquire financial assets		(55)	-
Cash flows from investing activities		9,211	(54,947)
Interest paid		(6,875)	(3,534)
Interest received		7	0
Cash proceeds from loans		21,368	67,416
Cash proceeds from capital increases		-	37,116
Cash payments for lease liabilities		(987)	(1,025)
Cash repayments of bonds and amounts borrowed		(68,966)	(39,889)
Transaction costs for loans		-	(352)
Cash flows from financing activities		(55,452)	59,732
Net change in cash funds		4,088	51,415

Change in cash funds		(29,676)	54,467
Cash funds at 1 January	11.6	77,665	23,198
Cash funds at 31 December	11.6	47,990	77,665

Notes to the consolidated financial statements

1 General information

Together with its direct and indirect subsidiaries, clearwise AG (hereinafter: “the Company”) forms the clearwise Group (hereinafter: “clearwise Group” or “the Group”). Domiciled in Frankfurt am Main, the Company is entered in the commercial register of the Frankfurt am Main local court under register number HRB 132234. The address of the Company’s registered office is Eschenheimer Anlage 1, 60316 Frankfurt am Main.

According to the Articles of Association, the purpose of clearwise AG is to facilitate and implement renewable energy projects in Germany and abroad by acquiring, holding, managing and selling equity interests both in project companies and in entities in the renewable energy sector. The purpose of clearwise AG also extends to combining other entities under a single management structure and providing management, consulting and further services to such entities.

The operating activities, in particular the further development and optimized operation of a portfolio of energy production facilities producing energy from renewable sources such as wind and solar, determine the scope of the business and thus the functional and management responsibilities of the Company. In addition to the acquisition activity necessary in order to expand the portfolio, these include operational equity-investment management and control (asset management), optimizing the production and marketing of the electricity generated, and ensuring system availability. In the course of operational asset management, clearwise AG regularly exerts influence over the technical and business management and therefore the revenue and cost structures of the renewable energy projects. In the process, the potential to create value is continuously harnessed, for example by leveraging opportunities for technical improvement in current operations, exploiting economies of scale, renegotiating contract terms and/or financing investments.

As of 31 December 2023, clearwise AG, as the ultimate parent, has for the first time prepared consolidated financial statements in accordance with International Financial Reporting Standards (IFRSs).

2 Basis of preparation and general principles

The Group has prepared these consolidated financial statements for the financial year ended 31 December 2023 in accordance with International Financial Reporting Standards and IFRS Interpretations Committee (IFRS IC) Interpretations, as adopted in the European Union (EU). The provisions contained in section 315e(1) of the German Commercial Code (Handelsgesetzbuch – HGB) were also applied. All IFRSs in effect as of the reporting date were applied consistently to all reporting periods.

The consolidated financial statements follow the classification requirements of IAS 1. The consolidated statement of comprehensive income was prepared using the total cost (nature of expense) method. The consolidated statement of financial position distinguishes between current and non-current assets and liabilities. Assets and liabilities are classified as current if they are expected to be realized or settled within twelve months. Deferred tax assets and deferred tax liabilities and similar obligations are presented as non-current items. Individual items in the consolidated statement of comprehensive income and the consolidated statement of financial position have been aggregated in order to enhance the clarity of presentation. These items are explained in the notes.

The consolidated financial statements were prepared in euros. Unless indicated otherwise, all amounts have been rounded to the nearest thousand euros (EUR thousand). For computational reasons, there may be rounding differences between the tables and references and the mathematically exact amounts.

These consolidated financial statements were prepared on a going concern basis. The Management Board assumes that clearwise AG has adequate funds to continue operations for the foreseeable future.

The consolidated financial statements were prepared on a historical cost basis except for certain financial assets and liabilities that are stated at their fair value as of the reporting date. This is in each case explained in the relevant accounting policy information.

The financial year of the Company, and of its subsidiaries included in the consolidated financial statements, is the calendar year and ends on 31 December. All intra-Group transactions are eliminated in preparing the consolidated financial statements.

These consolidated financial statements comprise a consolidated statement of comprehensive income, a consolidated statement of financial position, a consolidated statement of changes in equity, a consolidated statement of cash flows and notes to the consolidated financial statements for financial year 2023, as well as comparative amounts for the opening statement of financial position as of 1 January 2022 and the financial year ended 31 December 2022.

Preparation of the consolidated financial statements requires the Management Board to make judgments and estimates that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively. Please refer to the notes in the following sections.

3 Composition of the Group

3.1 Consolidated Group

In addition to the financial statements of clearvise AG, the consolidated financial statements include all the financial statements of the material subsidiaries directly or indirectly controlled by the Company.

At the respective reporting dates, the following Group companies are included in the consolidated Group along with clearvise AG:

Entity	Registered office	Country	Equity interest in %			Consolidated since:
			31/12/2023	31/12/2022	01/01/2022	
Eurowind Aktiengesellschaft	Wiesbaden	Germany	100%	100%	100%	31/12/2010
Eurowind Beteiligungs GmbH	Grünwald	Germany	100%	100%	100%	31/12/2010
WP Broich GmbH & Co. KG	Ingelheim	Germany	100%	100%	100%	31/12/2010
WP Dungenheim GmbH & Co. KG	Ingelheim	Germany	100%	100%	100%	31/12/2010
WP Repperndorf GmbH & Co. KG	Ingelheim	Germany	100%	100%	100%	31/12/2010
Glenough Windfarm Limited	Dublin	Ireland	100%	100%	100%	31/12/2010
SNC Ferme Éolienne de Cuq-Serviès	Toulouse	France	100%	100%	100%	31/12/2010
clearvise Komplementär 1 GmbH	Grünwald	Germany	100%	100%	100%	30/08/2011
Biogas Samswegen GmbH & Co. KG	Grünwald	Germany	100%	100%	100%	31/12/2011
SARL Ferme Éolienne de la Gargasse	Toulouse	France	100%	100%	100%	31/12/2011
WP Framersheim II GmbH & Co. KG	Ingelheim	Germany	100%	100%	100%	30/06/2012

Co. KG						
Glenough Windfarm 14 Limited	Dublin	Ireland	100%	100%	100%	31/12/2012
SARL Ferme Éolienne d' Escamps	Toulouse	France	100%	100%	100%	30/06/2013
WP Losheim GmbH & Co. KG	Ingelheim	Germany	100%	100%	100%	30/06/2014
SARL Ferme Éolienne des Hautes Landes	Toulouse	France	100%	100%	100%	30/06/2014
SARL Ferme Éolienne de Saint Nicolas des Biefs	Toulouse	France	100%	100%	100%	30/06/2014
Haapajärvi Sauviinmäki Tuulivoima Oy	Helsinki	Finland	0%	100%	100%	18/12/2014
WP Weilrod GmbH & Co. KG	Ingelheim	Germany	100%	100%	100%	31/01/2015
Haapajärven Savinevan Tuulivoima Oy	Helsinki	Finland	0%	100%	100%	31/12/2017
Pitsberg Solarparks GmbH & Co. KG	Karlsruhe	Germany	100%	100%	100%	31/03/2021
Andengold Solarparks GmbH & Co. KG	Karlsruhe	Germany	100%	100%	100%	30/04/2021
SARL Le Champvoisin	Lille	France	100%	100%	100%	21/05/2021
Dachportfolio 01 GmbH & Co. KG	Karlsruhe	Germany	100%	100%	100%	31/05/2021
Dachportfolio 03 GmbH & Co. KG,	Karlsruhe	Germany	100%	100%	100%	30/06/2021
Dachportfolio 02 GmbH & Co. KG	Karlsruhe	Germany	100%	100%	100%	18/07/2021
GPJ Energy	Reußenkög	Germany	100%	100%	100%	16/12/2021

Park 113 GmbH	e					
clearHOLD 1 GmbH & Co. KG	Grünwald	Germany	100%	100%	100%	01/01/2022
Energiepark Lausitz GmbH & Co. KG	Reußenköge	Germany	100%	100%	-	11/01/2022
Kristall Solarparks GmbH & Co. KG	Karlsruhe	Germany	100%	100%	-	29/04/2022
Dachportfolio 04 GmbH & Co. KG	Karlsruhe	Germany	100%	100%	-	01/05/2022
Bürgerwindpark Korbersdorf GmbH & Co. KG	Regensburg	Germany	100%	100%	-	22/05/2022
clearPARTNERS 1 Verwaltungs GmbH	Wiesbaden	Germany	70%	-	-	01/06/2023
clearPARTNERS IPP 1 GmbH & Co. KG	Wiesbaden	Germany	70%	-	-	01/06/2023
Chez Mesnier PV SAS	Chassiecq	France	70%	-	-	01/06/2023

The share of the voting rights of the subsidiary is in each case the same as the equity interest shown in the table. The ownership interests are calculated at Group level and include all shares held by non-controlling interest shareholders.

Unconsolidated entities

Entity	Registered office	Country	Equity interest in %		
			31/12/2023	31/12/2022	01/01/2022
Highwind Verwaltungs GmbH	Wiesbaden	Germany	100%	100%	100%

Highwind Verwaltungs GmbH, Wiesbaden, general partner of WP Losheim GmbH & Co. KG, was not included in the consolidated Group, as it is insignificant to the Group's net assets, financial position and results of operations.

3.2 Acquisitions

Acquisition of subsidiaries that do not meet the definition of a business

In financial years 2022 and 2023, the clearwise Group acquired the entities listed below which are fully included in the consolidated financial statements. The following transactions do not meet the definition of an acquisition of a business. These acquisitions have therefore been presented in the consolidated financial statements as acquisitions of assets, irrespective of when the asset went into operation. The assessment of whether an input and a substantive process exist such that output can be generated concluded that a business does not exist, as there is no organized workforce and the process of generating electricity is not unique. As it is a case of an acquisition of assets and not the acquisition of a business, the excess of the purchase price over the remeasured assets has not been recognized as goodwill, but instead allocated to the energy generation systems that make up the majority of the assets and recognized accordingly. The financial assets and liabilities have in each case been stated at their fair values.

Energiepark Lausitz GmbH & Co. KG

Energiepark Lausitz GmbH & Co. KG, Reußenköge, was included in the consolidated Group with effect from 11 January 2022. The clearwise Group acquired 100% of the shares. The entity operates the Klettwitz-Nord solar farm with an installed capacity of around 90 MWp. This was commissioned at the end of April 2022. Trina bifacial modules and Huawei inverters have been installed. The solar farm is divided into two sections: The first subsection, with an installed capacity of 50 MWp, has a feed-in tariff of EUR 53/MWh. A tariff of EUR 51.90/MWh was secured for the second subsection, which has an installed capacity of 40 MWp.

The difference between the purchase price paid and the net assets acquired of EUR 13 thousand and transaction costs of EUR 127 thousand are allocated to the energy production facilities. The difference is the result of the difference between the purchase price and net assets under German commercial law and the fair value measurement of the loans. The useful life is 353 months.

Dachportfolio 04 GmbH & Co. KG

Dachportfolio 04 GmbH & Co. KG, Karlsruhe, was included in the consolidated Group with effect from 1 May 2022. The clearwise Group acquired 100% of the shares. The entity operates the Beerwalde, Weisen I and Weisen II solar farms with an installed capacity of around 4.74 MWp. These were commissioned in July 2020 (Beerwalde) and November 2021 (Weisen I+II). Longi modules (Weisen), Suntech modules (Beerwalde) and Huawei inverters have been installed. A tariff of EUR 66.2/MWh was secured for Beerwalde. The tariff for Weisen I+II is EUR 53.6/MWh.

The difference between the purchase price paid and the net assets acquired of EUR -274 thousand and transaction costs of EUR 24 thousand are allocated to the energy production facilities. The difference is the result of the difference between the purchase price and net assets under German commercial law and the fair value measurement of the loans. The useful life is 349 months.

Kristall Solarparks GmbH & Co. KG

Kristall Solarparks GmbH & Co. KG, Karlsruhe, was included in the consolidated Group with effect from 29 April 2022. The clearwise Group acquired 100% of the shares. The entity operates the Fünfeichen, Klipphausen and Rothselberg solar farms with an installed capacity of around 1.91 MWp. These were commissioned in May 2020 (Fünfeichen), November 2020 (Klipphausen) and April 2021 (Rothselberg). Suntech modules and Huawei inverters have been installed. A tariff of EUR 80.5/MWh was secured for Fünfeichen. The tariff for Klipphausen is EUR 76.4/MWh, and the tariff for Rothselberg EUR 71.1/MWh.

The difference between the purchase price paid and the net assets acquired of EUR 56 thousand is allocated to the energy production facilities. The difference is the same as that under German commercial law. The useful life is 360 months. No transaction costs were incurred.

Bürgerwindpark Korbersdorf GmbH & Co. KG

The Korbersdorf wind farm, which has been in operation since 2015 and has an installed capacity of 7.2 MW, was included in the consolidated Group with effect from 22 May 2022. The clearwise Group acquired 100% of the shares. The wind farm consists of three Nordex N117 turbines, each with a capacity of 2.4 MW, and is located in Bavaria in the district of Tirschenreuth. The tariff for the Korbersdorf wind farm is EUR 89/MWh.

The difference between the purchase price paid and the net assets acquired of EUR -69 thousand and transaction costs of EUR 95 thousand are allocated to the energy production facilities. The difference is the result of the difference between the purchase price and net assets under German commercial law and the fair value measurement of the loans. The useful life is 360 months.

Chez Mesnier PV SAS

French entity Chez Mesnier PV SAS was included in the consolidated Group with effect from 1 June 2023. The clearwise Group holds 70% of the shares. As of 31 December 2023, Chez Mesnier was not a finished solar farm and did not have any non-current assets on its statement of financial position; rather, at that date it had merely made prepayments for the construction of the solar farm, which had been recognized accordingly. The non-current assets thus acquired are recognized in the clearwise Group as assets under construction and amount to EUR 9,241 thousand.

With effect from 1 June 2023, **clearPARTNERS IPP 1 GmbH & Co. KG** and **clearPARTNERS 1 Verwaltungs GmbH** were also included in the Group. The purpose of the German limited partnership (KG) is to facilitate the implementation of renewable energy projects. clearPARTNERS 1 Verwaltungs GmbH is invested in the limited partnership as general and managing partner and implicitly pursues the objective of holding and managing equity investments. clearwise AG holds a 70% interest in both companies.

3.3 Disposals of subsidiaries and investments

Two subsidiaries were disposed of in the financial year. The two Finnish entities Haapajärvi Sauviinmäki Tuulivoima Oy and Haapajärven Savinevan Tuulivoima Oy ceased to be consolidated as of 31 October 2023. The disposal gain was EUR 5,523 thousand.

4 First-time adoption of International Financial Reporting Standards

clearwise AG is applying IFRSs for the first time for financial year 2023. Until now, the Group has prepared consolidated financial statements in accordance with the HGB. The first IFRS consolidated financial statements have been prepared with an opening statement of financial position as of 1 January 2022 in accordance with the rules set out in IFRS 1 First-time Adoption of International Financial Reporting Standards.

The estimates as of 1 January 2022 and 31 December 2022 are consistent with those used for the same dates in accordance with the HGB (after adjustments to reflect any differences in accounting policies).

The Group has used the following exemptions contained in IFRS 1:

- The options for lessees' lease accounting as set out in IFRS 1.D9B (a) are applied. The lease liability is recognized at the present value of the remaining lease payments, discounted using the incremental borrowing rate. As set out in IFRS 1.D9B (b) (ii), the right-of-use asset is stated at an amount equal to the lease liability, reduced by the amount of prepaid or accrued lease payments relating to that lease. In addition, in accordance with IFRS 1.D9D (d), initial direct costs are excluded from the measurement of the right-of-use asset at the date of transition to IFRSs. Furthermore, as set out in IFRS 1.D9D (e), hindsight is used, such as in determining the lease term if the contract contains options to extend or terminate the lease.
- The option for the change in existing provisions for decommissioning, restoration and similar liabilities specified in IFRS 1.D21A is also applied. Such a provision is measured as of the date of transition to IFRSs in accordance with IAS 37. To the extent that the provision is within the scope of IFRIC 1, an estimate is made of the amount that would have been included in the cost of the related asset when the liability first arose. The accumulated depreciation on that amount as of the date of transition to IFRSs is calculated on the basis of the current estimate of the useful life of the asset, using the depreciation policy selected.

The Group has also applied the following mandatory exceptions in IFRS 1:

- In accordance with IFRS 1.B2, the derecognition requirements in IFRS 9 are applied prospectively for transactions occurring on or after the date of transition to IFRSs.
- In addition, the requirements specified in IFRS 1.B8-B8C regarding the fulfillment of the conditions set out in IFRS 9 4.1.2 are applied for the purpose of measuring financial assets.
- In accordance with IFRS 1.B8D-B8G, the impairment requirements under IFRS 9 are also applied retrospectively.
- As specified in IFRS 1.B10, the benefit from subsidized loans at a below-market interest rate is not recognized as a government grant. The loan is stated at its HGB carrying amount as of the date of transition and subsequently measured in accordance with IFRS 9.
- Finally, the requirements set out in IFRS 1.B14 are applied for the purpose of accounting for deferred tax assets and liabilities. Deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary difference can be utilized. Deferred tax liabilities are recognized for all deductible and taxable

temporary differences associated with right-of-use assets and lease liabilities, as well as decommissioning, restoration and similar liabilities and the corresponding amounts recognized as part of the cost of the related asset.

5 Reconciliation of HGB to IFRSs

5.1 Reconciliation of the Group's comprehensive income

For financial years 2022 and 2021, the Group prepared HGB consolidated financial statements. The effects of reconciliation to IFRSs as of 1 January 2022 and 31 December 2022 on the consolidated statement of comprehensive income, the Group's equity, the consolidated statement of financial position and the consolidated statement of cash flows are shown below.

The changes in the consolidated statement of comprehensive income are the result of the following effects:

in EUR thousand	2022
HGB consolidated net income	11,619
Vested Company shares in accordance with IFRS 2	(291)
Adjusted lease expense in accordance with IFRS 16	1,384
Additional depreciation in accordance with IFRS 16	(1,243)
Additional interest expense in accordance with IFRS 16	(336)
Adjusted expense for depreciation charges on property, plant and equipment in accordance with IAS 16	6,550
Adjustments for obligations to dismantle and remove in accordance with IAS 16	(177)
Adjusted expense for the depreciation of the difference in accordance with IAS 16	128
Gain on the measurement of financial derivatives measured at fair value in accordance with IFRS 9	2,340
Additional deferred tax expense in accordance with IAS 12	572
Other	772
IFRS consolidated net profit	21,317

5.2 Reconciliation of the Group's equity

in EUR thousand	
HGB equity as of 01/01/2022	83,978
Effect of transition to IFRS 1	43,026
Net income/loss for the financial year	(29,488)
IFRS equity as of 01/01/2022	97,515
HGB equity as of 31/12/2022	121,094
Effect of transition to IFRS 1	43,026
Net income/loss for the financial year	(8,171)
IFRS equity as of 31/12/2022	155,948

The significant differences between the accounting policies are primarily the result of the differences between HGB and IFRS accounting standards described below:

- Under IFRS 9, loans extended to the Group for financing purposes must be measured at fair value. Fair value is equal to the future discounted payment obligations, taking into account transaction costs and discounts. Loans are subsequently measured at amortized cost using the effective interest method.
- Differences in the measurement of assets and liabilities between IFRSs and HGB lead to the recognition of deferred taxes. Moreover, the recognition option for deferred tax assets under section 274(1) of the HGB ceases to apply under IFRSs.
- Under IAS 37, provisions must be recognized if an entity has a present obligation arising from past events, the settlement of which is expected to result in an outflow from the entity of resources embodying economic benefits. It must also be possible to make a reliable estimate of the amount of the obligation. In the case of the clearvis Group, this primarily concerns obligations to dismantle and remove wind and solar plants. The amount recognized as a provision is the best estimate of the expenditure required to settle the present obligation at the end of the reporting period. In contrast, under the HGB, provisions are measured at the amount dictated by prudent business judgment.
- Under IFRS 9, derivatives are recognized as an asset or a liability and measured at fair value through profit or loss, unless hedge accounting is applied. If a derivative is in a designated cash flow hedging relationship pursuant to IFRS 9, changes in value are recognized in other comprehensive income (OCI). Hedge accounting pursuant to IFRS 9 is not currently applied and so all changes in value are recognized in profit or loss. Under the HGB, meanwhile, only a provision for expected losses from executory contracts is recognized, unless a hedge has been established.
- The measurement and presentation of share-based payment arrangements are governed by IFRS 2, under which a prorated fair value is recognized and remeasured at the end of each reporting period. The adjustment is presented in profit or loss.
- Under IFRS 16, a lease is generally recognized in the statement of financial position as a right-of-use asset and a corresponding lease liability at the commencement date. A right-of-use asset is measured at the amount of the lease liability, adjusted for any prepayments made. It is generally depreciated over the term of the lease. A lease liability is recognized in the amount of the discounted future lease payments. Lease payments are generally discounted using the incremental borrowing rate. Lease liabilities are reduced by the principal portion contained in the lease payments; the interest incurred constitutes a finance cost. Exceptions apply only to short-term leases.

5.3 Reconciliation of the consolidated statement of financial position

in EUR thousand	Consolidated notes	01/01/2022 (HGB)	Adjustment	01/01/2022 (IFRS)
Non-current assets				
Goodwill	8.3	5,571	(5,571)	-
Property, plant and equipment	8.4; 8.5; 11.1	191,327	83,925	275,251
Financial assets	8.7; 11.2	190	13	203
Deferred tax assets	8.13; 10.8	-	3,492	3,492
Total non-current assets		197,087	81,859	278,947
Current assets				
Inventories	11.4	292	-	292
Trade receivables	11.5	5,849	(806)	5,043
Other receivables	11.5	6	1,279	1,286
Other current assets	11.3	4,401	(514)	3,887
Financial assets	8.7; 11.2	27	-	27
Current tax assets	8.13; 10.8	53	-	53
Liquid assets	8.16; 11.6	23,198	(0)	23,198
Total current assets		33,826	(41)	33,785
Total assets		230,913	81,818	312,731

in EUR thousand	Consolidated notes	01/01/2022 (HGB)	Adjustment	01/01/2022 (IFRS)
Equity				
Issued capital	11.8	57,400	-	57,400
Share premium	11.8	25,591	0	25,591
Other reserves	11.8	(27,779)	71,792	44,012
Retained earnings	11.8	987	(30,475)	(29,488)
Equity attributable to shareholders of clearwise AG		56,198	41,317	97,515
Equity attributable to non-controlling Interests	11.8	-	-	-
Total equity		56,198	41,317	97,515
Non-current liabilities				
Financial liabilities	8.7; 11.10	161,823	(15,267)	146,556
Lease liabilities	8.6; 11.12	-	19,451	19,451
Other financial liabilities	8.7; 11.10	-	1,957	1,957
Non-financial liabilities	11.11	248	(248)	0
Non-current provisions	8.8; 11.13	1,778	7,151	8,929
Deferred tax liabilities	8.13; 10.8	-	11,067	11,067
Total non-current liabilities		163,850	24,111	187,960
Current liabilities				
Financial liabilities	8.7; 11.10	5,601	14,791	20,392
Lease liabilities	8.6; 11.12	-	1,660	1,660
Trade payables	11.14	1,416	476	1,893
Other current financial liabilities	8.7; 11.10	922	559	1,481
Non-financial liabilities	11.11	1,681	(82)	1,599
Current provisions	8.8; 11.13	1,246	(1,109)	137
Income tax liabilities	8.13; 10.8	-	94	94
Total current liabilities		10,865	16,391	27,256
Total equity and liabilities		230,913	81,818	312,731

in EUR thousand	Consolidated notes	31/12/2022 (HGB)	Adjustment	31/12/2022 (IFRS)
Non-current assets				
Goodwill	8.3	4,940	(4,940)	-
Property, plant and equipment	8.4; 8.5; 11.1	261,835	90,742	352,576
Financial assets	8.7; 11.2	170	685	855
Other non-current assets	11.3	-	48	48
Deferred tax assets	8.13; 10.8	-	7,490	7,490
Total non-current assets		266,944	94,024	360,969
Current assets				
Inventories	11.4	232	-	232
Trade receivables	11.5	6,933	(732)	6,201
Other receivables	11.5	-	782	782
Other current assets	11.3	6,427	(1,001)	5,426
Financial assets	8.7; 11.2	27	-	27
Current tax assets	8.13; 10.8	43	-	43
Liquid assets	8.16; 11.6	77,665	(0)	77,665
Total current assets		91,328	(951)	90,376
Total assets		358,272	93,073	451,345

in EUR thousand	Consolidated notes	31/12/2022 (HGB)	Adjustment	31/12/2022 (IFRS)
Equity				
Issued capital	11.8	75,356	0	75,356
Share premium	11.8	44,752	-	44,752
Other reserves	11.8	(16,160)	60,173	44,012
Retained earnings	11.8	987	(9,158)	(8,171)
Equity attributable to shareholders of clearwise AG		104,933	51,015	155,948
Equity attributable to non-controlling Interests	11.8	-	-	-
Total equity		104,933	51,015	155,948
Non-current liabilities				
Financial liabilities	8.7; 11.10	193,769	(16,619)	177,150
Lease liabilities	8.6; 11.12	-	25,876	25,876
Non-financial liabilities	11.11	693	(658)	34
Non-current provisions	8.8; 11.13	2,069	4,294	6,363
Deferred tax liabilities	8.13; 10.8	-	14,493	14,493
Total non-current liabilities		196,531	27,385	223,917
Current liabilities				
Financial liabilities	8.7; 11.10	7,427	44,095	51,522
Lease liabilities	8.6; 11.12	-	996	996
Other current financial liabilities	8.7; 11.10	598	4,619	5,217
Trade payables	11.14	5,103	709	5,812
Non-financial liabilities	11.11	35,973	(34,213)	1,760
Current provisions	8.8; 11.13	7,706	(6,988)	718
Income tax liabilities	8.13; 10.8	-	5,455	5,455
Total current liabilities		56,807	14,672	71,480
Total equity and liabilities		358,272	93,073	451,345

5.4 Notes on the adjustment of the consolidated statement of cash flows

Differences between the HGB and IFRSs result mainly from the following:

- In accordance with IAS 7.33, interest paid is presented within cash flows from financing activities, as under German Accounting Standard 21.48.
- In accordance with IAS 7.33, interest received is presented within cash flows from financing activities.

- Changes attributable to changes in the consolidated Group are presented within cash flows from investing activities.
- The principal portion for lease liabilities is allocated to cash flows from financing activities.

6 New standards and interpretations not yet applied

Various new financial reporting standards, standard amendments and interpretations have been issued, but are not mandatory for the reporting periods ended 31 December 2023 and have therefore not been adopted early by the clearvise Group. The clearvise Group does not consider the effects of these new regulations on the current or future reporting periods or on foreseeable future transactions to be material.

7 Use of judgments and estimation uncertainties

7.1 Significant assumptions and estimates

The presentation of the financial position, financial performance and cash flows in the consolidated financial statements depends on the recognition and measurement methods used and on forward-looking assumptions and estimates. The actual amounts may differ from these estimates. Estimates and assumptions can change from period to period and are reviewed on an ongoing basis. Changes in estimates and assumptions are recognized in the period in which the changes first occur and for future periods affected by the changes. The material estimates and associated assumptions set out below, as well as any uncertainties with regard to the chosen accounting policies, are of crucial importance for a correct understanding of the underlying risks of financial reporting as well as the impact that these estimates, assumptions and uncertainties might have on the consolidated financial statements.

7.2 Impairment of non-current assets and determination of useful life

In determining the impairment of property, plant and equipment, intangible assets and right-of-use assets, estimates are made relating to the cause, timing and amount of the impairment, among other things. An impairment may be based on a wide variety of factors. Non-current assets are tested for impairment if certain indicators or changes in circumstances indicate that the carrying amount exceeds the asset's recoverable amount. There were no such indicators in the Group as of the relevant reporting dates.

The expected useful life of the assets must also be estimated. Although the current assumptions (e.g. for the estimated useful life or the business environment) seem reasonable to Group management, an actual change in the assumptions may have a significant effect on the items presented in the financial statements and lead to the recognition or reversal of impairment losses in future periods.

7.3 Income taxes

In determining current and deferred tax, the Management Board must make judgments in each tax jurisdiction, applying the provisions of tax law in effect as of the reporting date. This requires estimates to be made. The amounts determined by the tax authorities responsible may differ from these. This uncertainty is taken account of in that uncertain tax items are only recognized if the Company estimates the probability of occurrence to be greater than 50%.

Deferred tax assets are only recognized if it is probable that future taxable profit will be available against which the deductible temporary differences, loss carryforwards and tax credits can be utilized. The Management Board assesses the recoverability of deferred tax assets at the end of each reporting period. As future developments are uncertain and partly beyond the control of the

Management Board, estimates and assumptions are required to be made about future taxable profit and the period over which deferred tax assets can be realized.

7.4 Leases

In accounting for leases, certain estimates and assumptions are made in determining the incremental borrowing rate and the term in particular. Many of the leases contain extension options. In determining the term of the lease, all facts and circumstances that create an economic incentive for clearwise AG to exercise an extension option are considered.

7.5 Revenue

In recognizing revenue and the statement of financial position items affected by revenue recognition, such as trade receivables, the Management Board must make a wide variety of judgments and estimates. In this case, the critical judgments made in recognizing revenue relate in particular to the recoverability of trade receivables.

7.6 Fair value

A number of Group accounting policies and disclosures require fair values to be determined for financial and non-financial assets and liabilities.

The fair value measurement of assets and liabilities is based on data observable in an active market. An active market is a market in which homogeneous products are traded, prices are publicly accessible, and interested buyers and sellers can be found at any time. Fair values are categorized in the different levels of the IFRS 13 fair value hierarchy based on the inputs used:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: quoted prices other than those included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- The fair value of Level 2 financial instruments is measured on the basis of the conditions prevailing at the end of the reporting period, such as interest rates or exchange rates, and using recognized models, such as discounted cash flow or option pricing models.
- Level 3: inputs for the asset or liability that are not based on observable market data.

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. At the relevant reporting dates, the clearwise-specific interest rate curve was determined by management exercising its judgment. The interest rate curve was determined based on the BB+ rating, as management believes that this reflects the risk specific to clearwise. This is relevant for the fair value measurement of derivatives.

7.6 Provisions for dismantling and removal

The accounting for provisions for the dismantling and removal of photovoltaic and wind power installations is also subject to judgment. The main estimation uncertainties relate to the settlement

amount necessary to dismantle and remove the installation, the inflation rate used to unwind the discount on that amount through to the end of the operational life, and the provision's discount rate.

8 Summary of significant accounting policies

The significant accounting policies are presented below.

8.1 Consolidation principles

The consolidated financial statements include the financial statements of clearwise AG and of all subsidiaries directly or indirectly controlled by clearwise AG. Control exists if the parent company has power over the subsidiary, rights to variable returns from its involvement with the subsidiary and also the ability to use its power to affect these variable returns by exercising voting or other rights. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The financial statements of the consolidated subsidiaries are generally prepared as of the same reporting date as the consolidated financial statements. The financial statements of clearwise AG and of its consolidated subsidiaries are prepared using uniform accounting policies. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the consolidated companies are eliminated in full in the consolidation process. Changes in clearwise AG's ownership interest in Group companies that do not result in loss of control are accounted for as equity transactions between owners.

If the Group loses control of a subsidiary, it must derecognize the assets and liabilities of the former subsidiary and the carrying amount of all related non-controlling interests including any components of other comprehensive income attributable to them. Any gain or loss associated with the loss of control is recognized in profit or loss.

8.2 Foreign currency translation

The consolidated financial statements are prepared in euros. The euro is clearwise AG's functional currency and the Group's reporting currency. It is also the functional currency of the consolidated companies whose primary economic environment is within the European currency union. Foreign currency transactions are initially recorded in the functional currency by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

8.3 Business combinations

IFRS 3 sets out that business combinations that are not carried out under joint control must be accounted for at the acquisition date by applying the acquisition method if the acquired set of activities and assets is a business as defined in IFRS 3. When determining whether an integrated set of activities and assets is a business, the Group considers whether the acquired assets and activities include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output.

An acquisition of a group of assets that does not constitute a business as defined in IFRS 3 is not accounted for as a business combination, but rather as an asset acquisition, applying the accounting standard for acquisitions of individual assets. If the acquisition comprises a group of assets and liabilities, the acquirer must identify and recognize the individual identifiable assets acquired and liabilities assumed. The cost of the transaction is allocated to the assets acquired and liabilities

assumed on the basis of their relative fair values at the date of purchase. The transaction does not give rise to any goodwill.

8.4 Property, plant and equipment

An item of property, plant and equipment is measured at its cost less any accumulated depreciation and any accumulated impairment losses. The cost of an item of property, plant and equipment comprises any expenditure required to acquire the asset and bring it to the condition necessary for it to be capable of operating in the manner intended by management. Subsequent costs, including repair and maintenance costs, are recognized as part of the cost of an existing asset or as a separate asset, as appropriate, if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the asset can be measured reliably. All other expenses (e.g. for ongoing repairs and maintenance) are measured as expenditure when they arise.

As a rule, property, plant and equipment is depreciated on a straight-line basis over its economic life.

Property, plant and equipment	
Photovoltaic and wind power plants	25 to 30 years
Biogas plants	20 years
Land, land rights and buildings, including buildings on third-party land	15 to 30 years
Technical equipment	5 to 25 years
Operating and office equipment	1 to 20 years

The carrying amount of an item of property, plant and equipment must be derecognized on disposal or when no future economic benefits are expected from its use. Any gain or loss arising from the sale or decommissioning of an item of property, plant and equipment must be included in profit or loss in the period in which it is incurred.

Residual values and estimated useful lives as well as depreciation methods are reviewed once a year and adjusted if necessary.

8.5 Impairment of property, plant and equipment

In addition to depreciation, impairment testing is carried out when events have occurred or circumstances have changed that indicate that an item of property, plant and equipment may be impaired. An asset is impaired when its carrying amount exceeds its recoverable amount and an impairment loss is then recognized in this amount. It is usually not possible to determine the recoverable amount of individual assets. If the recoverable amount of the individual asset cannot be estimated, the entity estimates the recoverable amount of the cash-generating unit to which the asset belongs. In the case of clearwise AG, the individual photovoltaic and wind power plants are normally the smallest identifiable group of assets that generates cash inflows.

If the reasons for the impairment no longer exist, the impairment losses are reversed up to the depreciated cost of the asset.

8.6 Leases

A lease exists when the right to use an underlying asset is transferred for a period of time in exchange for consideration. In its lease transactions, the Group mainly acts as a lessee. In lease accounting, a right-of-use asset and a lease liability are recognized for each lease. The Group applies the practical expedient to account for each lease component and any associated non-lease components as a single lease component. This does not apply to leases that are allocable to the buildings asset class. At the commencement date, a lessee recognizes a right-of-use asset and a lease liability. Leases with a low-value underlying asset (new value of no more than 5,000 euros) and short-term leases with a term of no more than twelve months are recognized as an expense on a straight-line basis.

The following lease payments are considered for the recognition and measurement of lease liabilities:

- fixed payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or a rate;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option;
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

Variable lease payments that do not depend on an index or a rate are not included in the measurement of the lease liability but are recognized as an expense instead. For the Group this primarily relates to user charges coupled to the revenue of the respective wind or solar farms, for example.

Options to extend are factored into the measurement of the lease liability if utilization is viewed as reasonably certain.

At the commencement date, the lease liabilities are measured at the present value of the lease payments that are not paid at that date. After the commencement date, the lease liability is measured by increasing the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payments made. Lease payments are divided into repayments of principal and interest payments. The Group's lease liabilities are discounted at the incremental borrowing rate unless the interest rate implicit in the lease can be determined. The incremental borrowing rate is the rate of interest that a lessee would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Right-of-use assets are measured at cost. The cost of the right-of-use asset comprises:

- the amount of the initial measurement of the lease liability;
- any initial direct costs incurred by the lessee;
- any lease payments made at or before the commencement date, less any lease incentives received;
- an estimate of all restoration costs and similar obligations.

Right-of-use assets are written down on a straight-line basis over the shorter of the useful life and the term of the underlying lease. They are subsequently measured at cost less any accumulated depreciation and any accumulated impairment losses and adjusted for any remeasurement of the lease liability.

The clearwise Group is exposed to potential future increases in variable lease payments that may arise from a change in an index. These potential changes to the lease payments are not included in the lease liability until they are realized. As soon as changes to the lease payments take effect, the lease liability is remeasured. A similar adjustment is also made to the right-of-use asset. In the case of lease modifications and change in estimates, the lease liability and the right-of-use asset are adjusted accordingly.

8.7 Financial instruments

i. Financial assets

Initial measurement of financial assets

On initial recognition, clearwise AG measures a financial asset at its fair value plus – in the case of financial assets not measured at fair value through profit or loss – transaction costs directly attributable to the acquisition of the financial asset. The transaction costs of a financial asset measured at fair value through profit or loss are recognized in profit or loss. Trade receivables that do not contain a significant financing component are measured at initial recognition at the fair value including transaction costs (transaction price).

The classification and subsequent measurement of financial assets depends on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Classification of financial assets

At initial recognition, a financial asset is classified and measured as follows:

- AC (at amortized cost)
- FVOCI debt instruments (investments in debt instruments measured at fair value through other comprehensive income)
- FVOCI equity investments (equity investments measured at fair value through other comprehensive income)
- FVTPL (at fair value through profit or loss)

Financial assets are not reclassified subsequent to their initial recognition. A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at fair value through profit or loss:

- It is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt instrument is measured at FVOCI if it meets both of the following conditions and is not designated as FVTPL:

- It is held within a business model whose objective is both to hold financial assets in order to collect contractual cash flows and sell financial assets, and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

At initial recognition of an equity investment that is not held for trading, the Group is permitted to make an irrevocable election to present in other comprehensive income changes in the fair value of the investment. This election is made on an instrument-by-instrument (i.e. share-by-share) basis.

All financial assets that are not measured at amortized cost or at FVOCI are measured at FVTPL. All equity investments held by clearwise AG are classified as financial assets at FVTPL. At initial recognition, the Group may irrevocably designate financial assets that otherwise meet the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Within the Group, financial assets comprise liquid assets, trade receivables, investments and other financial assets.

Impairment of financial assets

If there is a material credit risk, the Group recognizes loss allowances for expected credit losses (ECL) for:

- financial assets measured at amortized cost
- and other receivables.

In determining whether the default risk for a financial asset has increased significantly since its initial recognition and must be factored in when estimating expected credit losses, the Group uses appropriate and reliable information which is relevant and may be obtained without incurring disproportionate costs or delay. This encompasses quantitative and qualitative information and analyses which are based on the Group's past experience and well-founded assessments, including forward-looking information.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, bank balances available at call and short-term, highly liquid financial investments with an original term of up to three months that can be converted into cash at any time and are subject to an insignificant risk of changes in value. Cash and cash equivalents are measured at amortized cost. The Group solely maintains business relationships with principal banks with very good credit ratings.

Trade receivables

Trade receivables for which recoverability is classified as low or which are impaired (e.g. in the event of customer insolvency) are deemed not recoverable. Such trade receivables are recognized as impaired and written down. Write-down constitutes a derecognition event whereby the gross carrying amount of such receivables is reduced by the amount previously recognized on the allowance account. Receivables that are written down can continue to be recovered in line with the Group's dunning procedure.

Investments

Investments comprise investments in entities over which significant influence cannot be exercised. This is normally the case for interests of 20% or less. In some cases, there is no significant influence over investments of more than 20%, so these are reported under investments. These investments are measured at fair value and changes in value are recognized in profit or loss.

Other financial assets

The expected credit losses for all other financial assets are recognized in two stages:

- For financial assets for which there has not been a significant increase in credit risk since initial recognition, the Group recognizes credit losses that represent the lifetime shortfalls that would result were a default to occur in the twelve months after the reporting date or a shorter period where the expected life of a financial instrument is less than twelve months.
- For those financial assets for which there has been a significant increase in credit risk since initial recognition, a loss allowance reflects credit losses expected over the remaining life of the financial asset.

As all other financial assets of the Group are of high credit quality, the application of the above principle does not lead to recognition of any material impairment losses.

Derecognition

The Group derecognizes the financial assets when the contractual rights to the cash flows from the assets expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred. The Group derecognizes a financial liability when its contractual obligations are discharged, canceled or expire.

ii. Financial liabilities

Initial measurement of financial liabilities

Financial liabilities are initially recognized at fair value, in case of financial liabilities measured at amortized cost, net of transaction costs incurred.

Classification of financial liabilities

Financial liabilities are classified as measured at fair value through profit or loss or measured at amortized cost. Financial liabilities are measured at amortized cost unless they are required to be measured at fair value through profit or loss. If financial liabilities measured at amortized cost contain

embedded derivatives that are not closely related to the host instrument, such embedded derivatives are separated and recognized at fair value through profit or loss. All of the Group's financial liabilities are measured at amortized cost.

Interest expenses arising on financial liabilities measured at amortized cost are recognized in profit or loss applying the effective interest method.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are not yet paid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are recognized as current liabilities unless payment is not due within twelve months after the reporting period. They are stated initially at their fair value less transaction costs and subsequently recognized at amortized cost using the effective interest method.

Loans

Loans are initially recognized at fair value less transaction costs incurred. They are subsequently measured at amortized cost. Any difference between the disbursement amount (less transaction costs) and the repayment amount is recognized in profit or loss over the term of the loans using the effective interest method. Fees and directly attributable expenses paid on the establishment of credit facilities are recognized as an expense to the extent that it is probable that the facility will be utilized in full or in part. In this case, the fee is recognized over the term of the credit facility.

Loans are derecognized from the statement of financial position when the obligation stipulated in the contract is fulfilled, canceled or expires. The difference between the carrying amount of a financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in consolidated profit or loss as other income or finance costs.

Loans are classified as current liabilities unless the Group has an unconditional right to defer repayment of the liability for at least twelve months after the reporting period.

Where the Group is authorized to settle loans in a fixed number of treasury shares, such financial instruments are classified as equity.

iii. Derivative financial instruments

Depending on their market value, derivatives are recognized either as a liability or an asset and measured at fair value through profit or loss, unless hedge accounting in accordance with IFRS 9 is applied. If a derivative is designated as part of a hedge in accordance with IFRS 9, changes in value are presented in other comprehensive income (OCI). In the case of standalone derivatives, however, changes in value are recorded in operating profit/loss and recognized in profit or loss. The Group does not currently apply hedge accounting in accordance with IFRS 9.

8.8 Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value based on the best estimate of the expenditure required to settle the present obligation if the Management Board expects that the outflow of resources required to settle the obligation at the end of the period will not occur for more than one year. A pre-tax discount rate that reflects current market assessments will be used to determine the present value. The carrying amount of provision increases to reflect the passage of time is recognized as income expense under net finance income/costs. Claims for reimbursement by another party are presented separately in the statement of financial position if it is almost certain that reimbursement will be made.

8.9 Liabilities to non-controlling interests

Non-controlling interests in partnerships are reported under non-current or current liabilities. They are measured upon addition on the basis of the minority interest's entitlement to compensation.

8.10 Non-current assets (or disposal groups) held for sale

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell.

An impairment loss will be recognized for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognized for any subsequent increase in fair value less costs to sell of an asset (or disposal group), but not in excess of the cumulative impairment loss. A gain or loss not previously recognized by the date of the sale of a non-current asset (or disposal group) is recognized at the date of derecognition.

Non-current assets (including assets that are part of a disposal group) are not depreciated or amortized while they are classified as held for sale (classification date). Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognized.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from other assets in the statement of financial position. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the statement of financial position.

8.11 Employee benefits

i. Short-term employee benefits

Obligations from short-term employee benefits are recognized as an expense when the employee has rendered the service. A liability is recognized for the amount to be paid if clearwise AG currently has a legal or constructive obligation to pay this amount for service provided by the employee and the obligation can be reliably estimated.

ii. Share-based payment

Share-based payment is offered to the Management Board of clearwise AG in the form of a Short-term Incentive Plan (STI) and a Long-term Incentive Plan (LTI). IFRS 2 Share-based payment is applied to the accounting of share-based payment programs. More information on these programs can be found in section 11.9.

The Group's plans include a settlement option for clearwise AG, with the Group opting for cash settlement. In the case of share-based payment with cash settlement, an obligation arises to transfer cash or other assets. The fair value of the services is measured at the fair value of the liability and remeasured at the end of each reporting period. The fair value is recognized as an expense over the vesting period.

8.12 Revenue recognition

Revenue is recognized when the clearwise Group transfers control of the goods or services to the customer and is calculated based on the amount of consideration stated in the contract. The five-step model provided in IFRS 15 is applied to determine the timing and amount of revenue to be recognized. At contract inception it is determined whether the performance obligation identified in the contract will be fulfilled over a certain period of time or at a specific point in time.

Customers of clearwise AG normally obtain control of the agreed goods – the electricity generated from renewable energy – when the volume of electricity produced is fed into the electricity grid or, in the case of direct consumption, by taking delivery at the agreed transfer point. The sale of renewable electricity represents a single performance obligation. clearwise AG does not grant any discounts for electricity purchases. The Company realizes the revenue over a certain period of time because the customer receives the benefit from the service rendered by clearwise AG while it is being provided to them. Here it is important to take into account the unique attributes of the electricity market and the lack of cost-effective storage options. Progress is measured using an output-based method that measures the volume of electricity consumed. clearwise AG recognizes revenue from the sale of renewable electricity when it is fed into the grid or consumed directly by the customer. Measurement deviations in electricity transmission occur only to an insignificant extent. The resulting prior-period income or sales allowances are also recognized as revenue in the relevant reporting periods and presented separately.

The electricity prices for contracts for renewable electricity with customers are based on the rates in force in the jurisdictions in which clearwise AG operates its business.

In addition, the Group recognizes the proceeds from leases in accordance with IFRS 16 from the conclusion of physical power purchase agreements, which are reported under revenue.

8.13 Income taxes

Income tax expense for the period is calculated as the sum of current and deferred income taxes.

i. Current taxes

Current income tax expense is calculated at the reporting date by applying the tax laws that have been enacted or substantively enacted in the countries in which the Group and its Group companies

operate and generate taxable income. The Management Board regularly reviews uncertain tax positions with regard to permissible interpretations of tax law in the tax jurisdictions concerned and assesses whether it appears likely that the uncertain tax interpretation will be accepted by the competent tax authority. Uncertain tax positions are measured either at expected value or the most likely estimate depending on which method leads to a more reliable result. Current income tax assets and liabilities are offset only under certain conditions.

ii. Deferred taxes

Deferred taxes are recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base.

A deferred tax liability is not recognized to the extent that the deferred tax liability arises from:

- the initial recognition of goodwill; or
- the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

Temporary differences in relation to a right-of-use asset and a lease liability for a specific lease are considered together (the lease) for the purpose of recognizing deferred taxes.

Deferred taxes are measured using the tax rates that have been enacted or announced by the end of the period in which the corresponding income tax assets are recovered or deferred tax liabilities are settled.

A deferred tax asset is recognized to the extent that it is probable that sufficient taxable profit will be available against which the deductible temporary difference and/or loss carryforwards can be utilized.

A deferred tax liability for temporary differences between the carrying amount of investments in foreign entities and their tax base (outside basis differences) is not recognized if clearwise AG can control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets and deferred tax liabilities are offset if the clearwise Group has a legally enforceable right to set off current tax assets against current tax liabilities and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority and are audited by the same taxation authority.

Changes in deferred taxes are recognized in profit or loss where the change is in relation to items recognized in profit or loss. If, on the other hand, deferred taxes are recognized on items that are recognized either in other comprehensive income or directly in equity, the corresponding deferred taxes will also be recognized in other comprehensive income or directly in equity.

In accounting for deferred taxes, the amendments to IAS 12 (Deferred Tax related to Assets and Liabilities arising from a Single Transaction) are also applied in these reporting periods. The amendments narrow the scope of the initial recognition exemption by excluding transactions that

give rise to equal deductible temporary differences, for example leases and liabilities from disposal obligations (IAS 12.15 (b)(iii) and IAS 12.24 (c)). Consequently, the exemption on initial recognition only applies to transactions that are not business combinations, affect neither accounting profit nor taxable profit (tax loss), and do not give rise to equal taxable and deductible temporary differences.

8.14 Government grants

The benefit of government loans (e.g. subsidized loans from the KfW banking group) at a below-market rate of interest is treated as a government grant and measured as the difference between the proceeds received and the fair value of a loan at the market rate of interest. The interest benefit is presented as deferred income and released as income over the term of the subsidized fixed-interest period of the loan.

Please refer to section 4 for the accounting of government grants for subsidized loans at the transition date. Subsidized loans acquired as part of an acquisition are measured at fair value.

8.15 Earnings per share

Basic earnings per share is calculated by dividing profit attributable to ordinary equity holders by the weighted average number of ordinary shares outstanding during the reporting period.

Diluted earnings per share is calculated by adjusting profit or loss attributable to ordinary equity holders of the parent entity, and the weighted average number of shares outstanding during the reporting period, for the effects of all dilutive potential ordinary shares, which comprise convertible instruments and employee share options.

The weighted average number of ordinary shares outstanding during the period is the number of ordinary shares outstanding at the beginning of the period, adjusted by the number of ordinary shares bought back or issued during the period multiplied by a time-weighting factor.

8.16 (Restricted) cash and cash equivalents

Cash and cash equivalents comprise cash in hand as well as bank and fixed-term deposits with a high degree of liquidity and a total term of three months or less. They are not subject to interest rate risk and are carried at face value. Exceptions are the debt service and project reserve accounts, which serve as collateral for the lending banks for the solar and wind farms and may only be used in consultation with the lending banks, as well as a small amount of restricted liquid assets at clearwise AG and other Group companies. They are classified as restricted cash and cash equivalents but do not form part of cash and cash equivalents as defined in IAS 7.

9 Segment reporting

The focus of the Group's business activities is on operating the existing solar and wind farms and further expanding the portfolio. The operating segments at clearwise AG were identified on the basis of the internal reporting in accordance with the management approach in IFRS 8. The Management Board of clearwise AG was identified as the Company's chief operating decision maker (CODM). The internal reporting contains information by region and by technology. The information on the basis of technology is the primary information for the CODM, based on which its operating decisions are taken. In view of the market environment and by reference to the core principle of IFRS 8, the Group is therefore made up of the reportable segments Wind and PV, and the units Holdings and Other. Holdings is not a reportable segment in accordance with IFRS 8.6, but is shown separately for information purposes.

The Wind segment contains all of the Group's wind farms, whereas the PV segment contains the Group's solar farms. The principal business activity of these segments is electricity production. The revenue generated in these segments consists mainly of the grid operators' feed-in payments and market premiums through direct marketing on the power exchange.

Business activity in Holdings encompasses clearwise AG's Group-wide activities and the non-operating companies. The Other unit comprises a biogas plant.

In addition to the minimum disclosures required by IFRS 8, the Management Board uses a measure of adjusted EBITDA to manage the Group's performance. Adjusted EBITDA excludes the effects of one-time, exceptional expenses such as legal and advisory costs, capital market costs and other atypical items.

The following table provides information on the Group's operating segments for financial years 2023 and 2022:

	31/12/2023						
in EUR thousand	Wind	PV	Reportable segments, total	Holdings	Other	Reconciliation	Total
Production (in GWh)	403	125	529	-	5	0	533
Revenue	34,521	9,132	43,652	312	1,189	(312)	44,841
EBITDA	25,991	6,969	32,959	2,722	199	(2,099)	33,781
EBITDA adjustments	16	17	33	(5,635)	(3)	2,099	(3,506)
Adjusted EBITDA	26,006	6,986	32,992	(2,913)	196	0	30,275

	31/12/2022						
in EUR thousand	Wind	PV	Reportable segments, total	Holdings	Other	Reconciliation	Total
Production (in GWh)	378	112	490	-	5	-	495
Revenue	39,843	23,839	63,682	647	1,478	(647)	65,159
EBITDA	30,039	21,400	51,439	-	650	(3,917)	48,171
EBITDA adjustments	(9)	-	(9)	2,173	15	0	2,179
Adjusted EBITDA	30,030	21,400	51,430	2,173	664	(3,917)	50,350

Revenue includes only revenue from third parties.

Earnings before taxes (EBT) is calculated based on adjusted EBITDA as follows:

in EUR thousand	2023	2022
Adjusted EBITDA	30,275	50,350
Other non-operating income	5,694	42
Other non-operating expenses	(2,187)	(2,220)
Operating profit/loss before depreciation and amortization	33,781	48,171
Depreciation and amortization	(17,797)	(17,743)
Impairment	(610)	-
Net finance income/costs	(7,004)	(4,091)
Earnings before taxes (EBT)	8,370	26,338

The material non-current assets (property, plant and equipment) are distributed among the individual countries as follows:

in EUR thousand	2023	2022
Germany	161,016	168,928
France	84,317	79,337
Ireland	46,127	48,807
Finland	-	55,504
Group, total	291,461	352,576

In 2023 and 2022, clearvise had major customers from which the revenue amounted to 10% or more of Group revenue.

In 2023, there were four major customers from which the revenue contributed more than 10% of total Group revenue. The revenue generated from those customers amounted to a total of EUR 33,705 thousand, with customer 1 contributing EUR 8,890 thousand (20% of total revenue), customer 2 EUR

8,013 thousand (18%), customer 3 EUR 10,451 thousand (23%), and customer 4 EUR 6,350 thousand (14%) to this result.

In 2022, there were five major customers from which the revenue made up more than 10% of total Group revenue. The total revenue generated from those customers amounted to EUR 51,875 thousand overall. Customer 1 contributed EUR 11,277 thousand (17% of total revenue), customer 2 EUR 7,330 thousand (11%), customer 3 EUR 8,629 thousand (13%), customer 4 EUR 16,489 thousand (25%), and customer 5 EUR 8,149 thousand (13%) to this result.

Additional information by region

in EUR thousand	31/12/2023						
	Germany	France	Ireland	Finland*	Regions, total	Reconciliation	Total
Production (in GWh)	241	132	95	66	533	-	533
Revenue	20,928	12,687	8,013	3,526	45,154	(312)	44,841
EBITDA	18,273	9,582	5,367	2,658	35,880	(2,099)	33,781
EBITDA adjustments	(5,605)	-	-	-	(5,605)	2,099	(3,506)
Adjusted EBITDA	12,668	9,582	5,367	2,658	30,275	0	30,275
*only includes the results up to 31/10/2023							

in EUR thousand	31/12/2022						
	Germany	France	Ireland	Finland	Regions, total	Reconciliation	Total
Production (in GWh)	202	116	93	85	495	-	495
Revenue	39,863	10,464	7,330	8,149	65,806	(647)	65,159
EBITDA	29,085	7,509	4,941	6,613	48,148	23	48,171
EBITDA adjustments	2,179	-	-	-	2,179	0	2,179
Adjusted EBITDA	31,264	7,509	4,941	6,613	50,327	23	50,350

10 Notes to the consolidated statement of comprehensive income

10.1 Revenue

The Group generates revenue from the production and sale of electricity from renewable energy sources. Revenue is generated via fixed feed-in payments from grid operators that generally exist over a 15 to 20-year period, or via power purchase agreements (PPAs).

Revenue by technology breaks down as follows:

in EUR thousand	2023	2022
Wind power	34,521	39,843
Photovoltaics	9,132	23,839
Other	1,189	1,478
Total	44,841	65,159

Revenues by product/service line breaks down as follows:

in EUR thousand	2023	2022
Revenue from direct marketing	44,220	64,496
Revenue from PPA	622	663
Total	44,841	65,159

The majority of revenue consists of feed-in payments from grid operators. The Group receives additional revenue by concluding physical power purchase agreements (PPAs).

Revenue from external customers by geographical region is presented in segment reporting (section 9).

Payment terms are dependent on specific agreements with individual customers. A receivable is recognized for the purchase of electricity on the agreed purchase date (feed-in into grid), as the right to consideration is unconditional and the receivable becomes due automatically over time from this point onwards.

There are usually no significant financing components, as an average payment term of 30 days is agreed with the customer, and the transfer of electricity to the customer and payment by the customer does not exceed a period of one year. As a result, the consideration is not adjusted for the time value of money.

There are no significant contract balances resulting from contract assets or liabilities as of the end of the reporting period.

As permitted under IFRS 15, no information has been provided about outstanding performance obligations as of 31 December 2022 or 31 December 2023 that have an original expected duration of one year or less.

10.2 Other operating income

Other operating income breaks down as follows:

in EUR thousand	2023	2022
Income from deconsolidation	5,523	-
Miscellaneous other operating income	709	204
Prior-period income	168	42
Income from insurance compensation	158	214
Income from the reversal of provisions	112	50
Income from the consolidation of intragroup balances	3	-
Other	0	0
Total	6,673	509

Other operating income primarily consists of income from the rendering of services in non-EU countries by Finnish companies Haapajärvi Sauviinmäki Tuulivoima Oy and Haapajärven Savinevan Tuulivoima Oy totaling EUR 405 thousand (2022: EUR 65 thousand).

10.3 Cost of materials

This item is composed as follows:

in EUR thousand	2023	2022
Raw materials, consumables and supplies	471	283
Cost of purchased services	0	-
Total	471	283

This exclusively concerns the consumption of raw materials, consumables and supplies in connection with the operation of Biogas Samsweg GmbH & Co. KG.

10.4 Personnel expenses

Personnel expenses changed as follows:

in EUR thousand	2023	2022
Salaries and wages	1,012	1,127
Social security costs	202	102
Expenses for share-based payment	375	291
Total	1,588	1,521

Salaries include expenses for short-term and long-term share-based payment arrangements (STIs and LTIs). Please refer to section 11.9 for further details about share-based payments. Social security

costs also include contributions to statutory pension insurance of EUR 154 thousand (2022: EUR 85 thousand).

The Group employed an average of 15 people (2022: 10 employees) in the 2023 financial year. The average number of employees was calculated based on the annual average.

10.5 Other operating expenses

in EUR thousand	2023	2022
Maintenance and operation	5,234	4,388
External consulting	2,213	919
Lease expenses	418	740
Local taxes	1,490	1,478
Operational management	1,062	1,039
Repairs	760	725
Telecommunications	492	112
Self-generated electricity	501	728
Insurance	399	385
Miscellaneous other operating expenses	3,105	5,180
Total	15,673	15,694

During the year under review, miscellaneous other operating expenses primarily consisted of the collective item 'Other operating expenses' (EUR 1,138 thousand), which mainly comprises marketing fees for direct marketers (EUR 220 thousand), substation costs (EUR 143 thousand), expenses associated with revenue adjustments for windfall taxes (EUR 135 thousand), alarm system expenses (EUR 40 thousand) and expenses for other levies and contributions (EUR 17 thousand). Miscellaneous other operating expenses also primarily includes financial statement and audit costs (EUR 567 thousand), expenses for investor relations (EUR 292 thousand), bank charges (EUR 209 thousand) and prior-period expenses (EUR 204 thousand).

Lease expenses are explained in detail in section 11.12.

10.6 Depreciation, amortization and impairment

Depreciation, amortization and impairment break down as follows:

in EUR thousand	2023	2022
Depreciation of property, plant and equipment	16,523	16,491
Depreciation of right-of-use assets	1,274	1,252
Impairment of property, plant and equipment	610	-
Total	18,407	17,743

Impairments of property, plant and equipment (EUR 610 thousand) were recognized as a result of the measurement of the disposal group held for sale in accordance with IFRS 5. Details of the accounting methodology used for the disposal group held for sale are provided in section 8.10. The measurement of assets held for sale and the recognition of the impairment loss are presented in section 11.7. There were no reversals of impairment losses on property, plant and equipment during the year under review.

10.7 Net finance income / costs

Net finance income / costs breaks down as follows:

in EUR thousand	2023	2022
Interest and similar income	398	3,393
Finance income	398	3,393
Other interest and similar expenses	(7,402)	(7,483)
of which interest expense for lease liabilities	(343)	(336)
of which effects from the unwinding of discounts from dismantling and removal obligations	(180)	(26)
Finance costs	(7,402)	(7,483)
Net finance income/costs	(7,004)	(4,091)

Interest and similar income mainly includes income from the measurement of derivative financial instruments totaling EUR 75 thousand (2022: EUR 3,392 thousand) and other interest and similar income of EUR 316 thousand (2022: EUR 1 thousand). Other interest and similar expenses also consists of interest expense from other financial instruments (primarily derivatives and loans) totaling EUR 1,400 thousand (2022: EUR 506 thousand). The remaining balance of EUR 5,459 thousand (2022: EUR 6,596 thousand) mainly comprises interest expenses for current and non-current liabilities, as well as interest expense for KfW loans.

10.8 Income taxes

Current tax expense

The main components of income tax expense are as follows:

in EUR thousand	2023	2022
Current income taxes	(766)	(5,592)
of which for the current year	(1,034)	(5,592)
of which for previous years	267	-
Deferred income taxes	(767)	572
of which from temporary differences	(767)	572
Total	(1,533)	(5,021)

The tax expense recognized in consolidated net profit for 2023 amounts to EUR 1,533 thousand (2022: EUR 5,021 thousand), with current tax expense of EUR 766 thousand (2022: EUR 5,592 thousand) and deferred tax expense of EUR 767 thousand (2022: deferred tax income of EUR 572 thousand).

The reconciliation between income tax expense and the product of reported profit for the period and the applicable consolidated tax rate is as follows:

in EUR thousand	2023	2022
Profit/loss for the period before tax	8,370	26,338
Expected income tax rate, clearvise AG	25.0%	25.0%
Income taxes based on the expected income tax rate	(2,093)	(6,583)
Increase (decrease) in income tax expense due to:	560	1,563
Tax-free income	1,235	21
Tax rate effects	(287)	(1,606)
Remeasurement of assets for tax purposes	(21)	(1,511)
Non-deductible operating expenses	(597)	(53)
Trade tax effects	244	4,615
Current year losses for which no deferred tax asset has been recognized	(43)	(1)
Recognition of tax effects of previously unrecognized loss carryforwards	28	37
Impact on deferred taxes due to changes in the applicable statutory tax rate	-	60
Taxes on income	(1,533)	(5,021)
Effective tax rate	(18.3%)	(19.1%)

The weighted average tax rate was 25% and corresponds to the tax rate of clearvise AG. It consists of the corporation tax rate of 15% plus a solidarity surcharge of 5.5% and a trade tax rate of 45.4%.

Deferred tax expense

Differences between IFRSs and statutory tax regulations lead to temporary differences between the carrying amount of assets and liabilities in the consolidated statement of financial position and their tax base:

in EUR thousand	31/12/2023		31/12/2022		01/01/2022	
	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities
Property, plant and equipment	-	(16,466)	-	(18,604)	-	(23,633)
Other assets	345	-	-	(14)	-	0
Inventories	19	-	-	-	-	-
Trade and other receivables	-	(178)	-	(105)	-	1
Current financial assets	472	-	-	(1,651)	-	(231)
Other current assets	934	-	483	-	398	-
Tax receivables	-	(23)	-	-	-	-
Cash and cash equivalents	74	-	75	-	-	(0)
Non-current financial liabilities	2,645	-	1,850	-	2,179	-
Other non-current financial liabilities	17	-	5	-	-	-
Provisions	550	-	199	-	1,340	-
Current financial liabilities	2,258	-	2,051	-	1,998	-
Trade payables	-	3	-	9	-	(46)
Other current liabilities	33	-	341	-	76	-
Total temporary differences	7,346	(16,663)	5,004	(20,365)	5,991	(23,909)
Tax loss carryforward	5,624	-	8,358	-	10,344	-
Tax assets (liabilities) before netting	12,970	(16,663)	13,362	(20,365)	16,335	(23,909)
Netting of taxes	(5,950)	5,950	(5,872)	5,872	(12,842)	12,842
Tax assets (liabilities), net	7,020	(10,713)	7,490	(14,493)	3,493	(11,067)

The change in deferred tax assets and tax liabilities results from the effects shown below:

in EUR thousand	31/12/2023	31/12/2022	01/01/2022
Deferred tax assets	7,020	7,490	3,492
Deferred tax liabilities	10,713	14,493	11,067
Deferred tax liabilities (net)	(3,693)	(7,003)	(7,575)
Change from previous year	3,310	572	(7,575)
of which recognized in profit or loss	(767)	572	-
of which from deconsolidation	4,497	-	-
of which reclassified to assets held for sale (IFRS 5)	(421)	-	-

10.9 Earnings per share

Basic earnings per share is calculated as follows:

in EUR thousand	2023	2022
Profit/loss for the period attributable to owners of the parent	6,837	21,317
Weighted average number of ordinary shares outstanding	75,356	63,448
Basic earnings per share (in EUR)	0.09	0.34

As clearvise AG has not issued any convertible securities, be they convertible bonds or share options, basic earnings per share is identical to diluted earnings per share.

11 Notes to the consolidated statement of financial position

11.1 Property, plant and equipment

Property, plant and equipment changed as follows between 1 January 2022 and 31 December 2023:

in EUR thousand	Assets under construction	Land and buildings	Energy production facilities	Other equipment, operating and office equipment	Total
Cost					
1 January 2022	21	3,482	410,908	4,523	418,935
Addition of entities to the consolidated Group	-	-	64,622	-	64,622
Additions	110	0	27,825	23	27,958
Disposals	-	-	(258)	(6)	(264)
Reclassifications	(71)	-	(1,826)	-	(1,897)
31 December 2022	61	3,483	501,272	4,539	509,355
Depreciation and amortization					
1 January 2022	-	(73)	(162,587)	(2,135)	(164,795)
Additions	(4)	5	(16,256)	(236)	(16,491)
Disposals	-	-	191	6	197
Reclassifications	-	(48)	(3,491)	-	(3,539)
31 December 2022	(4)	(116)	(182,143)	(2,365)	(184,628)
Carrying amount as of 1 January 2022	21	3,410	248,321	2,388	254,140
Carrying amount as of 31 December 2022	57	3,366	319,129	2,174	324,727

in EUR thousand	Assets under construction	Land and buildings	Energy production facilities	Other equipment, operating and office equipment	Total
Cost					
1 January 2023	61	3,483	501,272	4,539	509,355
Addition of entities to the consolidated Group	-	-	23	-	23
Disposal of consolidated entities	-	-	(100,838)	-	(100,838)
Additions	9,386	-	286	17	9,689
Disposals	-	-	(5)	-	(5)
Reclassifications	(23)	-	27	(4)	-
31 December 2023	9,424	3,483	400,765	4,553	418,224
Depreciation and amortization					
1 January 2023	(4)	(116)	(182,143)	(2,365)	(184,628)
Additions	(6)	5	(16,249)	(273)	(16,523)
Disposals	-	-	-	-	-
Impairment	(50)	(26)	(458)	(42)	(577)
Reclassifications	-	-	369	(43)	327
Held for sale	-	-	28	2	30
Disposal of consolidated entities	-	-	49,208	-	49,208
31 December 2023	(59)	(138)	(149,245)	(2,720)	(152,163)
Carrying amount as of 1 January 2023	57	3,366	319,129	2,174	324,727
Carrying amount as of 31 December 2023	9,364	3,344	251,519	1,832	266,060

Further information on the useful lives of the individual classes of property, plant and equipment can be found in section 8.4. There are no contractual obligations to acquire property, plant and equipment.

The additions to assets under construction were primarily the result of non-current assets from the acquisition of Chez Mesnier PV SAS.

With the sale of Finnish companies Haapajärvi Sauviinmäki Tuulivoima Oy and Haapajärven Savinevan Tuulivoima Oy and their disposal from the consolidated Group, the associated energy production

facilities were sold, with the corresponding amounts recognized in costs (EUR 100,838 thousand) as well as depreciation and amortization (EUR 49,208 thousand). The assets held for sale as of the reporting date (EUR 30 thousand) are attributable to the planned sale of Biogas Samswegen GmbH & Co. KG.

11.2 Financial assets

Non-current financial assets comprise:

in EUR thousand	31/12/2023	31/12/2022	01/01/2022
Investments	140	160	181
Derivative financial instruments	226	667	-
Security deposits	31	19	13
Other financial assets	70	10	10
Total	466	855	203

The investments recognized in non-current financial assets consist of the investment in WP Framersheim Infrastruktur GbR measured at fair value totaling EUR 115 thousand (2022: EUR 135 thousand; 2021: EUR 156 thousand), as well as shares in Highwind Verwaltungs GmbH amounting to EUR 25 thousand in all financial years. The derivative financial instruments include interest rate swaps.

Current financial assets comprise:

in EUR thousand	31/12/2023	31/12/2022	01/01/2022
Derivative financial instruments	38	-	-
Security deposits	-	27	27
Loan receivables	190	-	-
Creditors with debit balances	210	-	-
Total	438	27	27

The loan receivables recognized in current financial assets comprise a loan of EUR 190 thousand extended to CIC Invest GmbH.

11.3 Non-financial assets

Non-current non-financial assets comprise:

in EUR thousand	31/12/2023	31/12/2022	01/01/2022
VAT receivables	-	-	-
Prepayments made	2,642	48	-
Total	2,642	48	-

Prepayments made mainly consist of prepayments for the PV plant to be built by Chez Mesnier PV SAS, which was acquired during the year under review, totaling EUR 2,498 thousand.

Current non-financial assets comprise:

in EUR thousand	31/12/2023	31/12/2022	01/01/2022
VAT receivables	855	1,045	2,375
Prepaid expenses	4,979	4,381	1,512
Total	5,834	5,426	3,887

Prepaid expenses primarily comprises prepaid connection costs for a substation in the 2023 and 2022 reporting years (EUR 2,361 thousand; 2022: EUR 2,444 thousand). This item also includes prepaid rent and insurance payments (EUR 528 thousand; 2022: EUR 628 thousand) as well as the accrual of a guarantee payment in the 2023 financial year (EUR 878 thousand).

11.4 Inventories

Inventories mainly consist of inventories from the operations of Biogas Samswegen GmbH & Co. KG. The significant reduction in inventories during the year under review compared to previous periods is attributable to the planned disposal of the Samswegen biogas plant and the associated strategic reduction in plant operations.

in EUR thousand	31/12/2023	31/12/2022	01/01/2022
Raw materials, consumables and supplies	-	232	292
Total	-	232	292

11.5 Trade and other receivables

in EUR thousand	31/12/2023	31/12/2022	01/01/2022
Trade receivables	5,177	6,201	5,043
Receivables from investments	10	-	6
Other receivables	1,122	782	1,279
Total	6,309	6,983	6,328

Trade receivables are the amounts due from public or private buyers and other customers for goods sold or services rendered in the ordinary course of business. Generally speaking, they must be settled within 30 days and are therefore classified as current. Trade receivables must be recognized at the amount of the unconditional consideration on initial recognition. The clearwise Group does not include any major financing components.

With regard to trade receivables that are neither impaired nor past due, there were no indications as of the reporting date that the debtors will not be able to meet their payment obligations.

Information about credit, foreign currency and interest rate risk can be found in section 13.

The item 'Other receivables' primarily comprises prepayments by subsidiary Glenough Windfarm Limited that have not yet been invoiced (EUR 1,001 thousand) and the cash deposit for a guarantee in Pitsberg Solarparks GmbH & Co. KG (EUR 302 thousand).

11.6 Liquid assets

The liquid assets item is composed as follows:

in EUR thousand	31/12/2023	31/12/2022	01/01/2022
Cash and cash equivalents	43,747	72,257	18,872
of which bank balances	43,747	72,257	18,872
Restricted cash	4,242	5,408	4,326
Total	47,990	77,665	23,198

Liquid assets consist exclusively of cash on hand and bank balances. This item includes debt servicing and liquidity reserves that serve as collateral for the lending banks for the solar and wind farms and can only be utilized in consultation with the lending banks (EUR 3,621 thousand; 2022: EUR 3,467 thousand). The item also includes additional restricted cash in the form of maintenance reserves (EUR 0 thousand; 2022: EUR 120 thousand) and dismantling and removal reserves (EUR 621 thousand; 2022: EUR 1,822 thousand).

11.7 Disposal group classified as held for sale

In the final quarter of the 2023 financial year, the Group made the decision to focus its strategy on the wind and photovoltaics segments. Stripping biogas technology out of the portfolio meant that German subsidiary Biogas Samswegen GmbH & Co. KG (hereinafter referred to as the "Samswegen biogas plant") was put up for sale. Due to a lack of materiality, the sale of the Samswegen biogas plant is not recognized as discontinued operations as set out in IFRS 5 but is instead classified as a disposal group. Although it is a separate business unit, it is not considered a material line of business within the clearwise Group, whose portfolio primarily consists of wind and photovoltaic systems. As a result, the Samswegen biogas plant was allocated to the "Other" unit during the periods under review.

Efforts to sell the disposal group were successfully completed with the signing of the purchase agreement on 21 December 2023 and closing on 5 January 2024.

The disposal group primarily comprises a biogas plant consisting of two cogeneration plants at the Samswegen and Meseberg sites, as well as the infrastructure required to operate the plant and the plot on which the plant is located.

The carrying amount of the disposal group before taking into account the impairment was EUR 1,335 thousand as of 31 December 2023.

Impairment loss for the disposal group classified as held for sale

Measurement of the disposal group is based on fair value, which in turn is based on the intended selling price set out in the bid submitted. This figure is EUR 274 thousand. Write-downs of the disposal group to the lower of its carrying amount and fair value less costs to sell resulted in impairment losses of EUR 610 thousand that were recognized under impairments. As the impairment losses exceeded the aggregate carrying amount, their distribution among property, plant and equipment is limited to their carrying amounts. The impairment losses reduced the carrying amount of the property, plant and equipment within the disposal group. After distribution, the carrying amounts of all property, plant and equipment was EUR 0. The remaining difference reduced the value of current assets, especially inventories, to EUR 2 thousand after distribution.

Assets and liabilities of the disposal group classified as held for sale

As of 31 December 2023, the disposal group was recognized at fair value less costs to sell and included the following assets and liabilities.

	31/12/2023
in EUR thousand	3
Current assets	730
of which inventories	2
of which trade and other receivables	189
of which deferred tax assets	421
Assets classified as held for sale	730

	31/12/2023
in EUR thousand	3
Current liabilities	139
of which trade and other payables	79
Liabilities directly associated with assets classified as held for sale	139

11.8 Equity

The development of equity is presented as part of the consolidated statement of changes in equity.

Issued capital and share premium

As of 31 December 2023, equity consisted of issued capital totaling EUR 75,356 thousand (31 December 2022: EUR 75,356 thousand; 1 January 2022: EUR 57,400 thousand) and a share premium of EUR 44,752 thousand (31 December 2022: EUR 44,752 thousand; 1 January 2022: EUR 25,591 thousand).

The increase in issued capital in the preceding 2022 financial year is attributable to the capital increases implemented in February 2022 and November 2022. In February 2022, 5,740,000 new shares were placed as part of a private placement with institutional investors. Around 88% of all subscription rights issued in December 2022 as part of the rights issue were exercised by the existing shareholders. As part of this rights offering, the unsubscribed shares of selected institutional investors were offered as part of an international private placement.

As of the reporting date, the issued capital consisted of 75,355,529 no-par-value bearer shares, each with a notional value of EUR 1.00 per share, which was fully paid up.

Retained earnings

Retained earnings include accumulated losses brought forward as well as the profit or loss for the period. The effects of changes in the consolidated Group and the dilution of shares in investees are also included in this item. Please refer to the consolidated statement of changes in equity for further details.

Other reserves

Other reserves consist of the reserve resulting from first-time adoption of IFRSs (EUR 39,353 thousand; 2022: EUR 43,026 thousand; 2021: EUR 43,026 thousand) as well as other retained earnings of EUR 980 thousand (2022: EUR 987 thousand; 2021: EUR 987 thousand).

11.9 Share-based payment

The following share-based payment arrangements existed within the Group as of 31 December 2023.

Short-Term Incentive (STI) Plan

The Short-Term Incentive (STI) Plan is annual performance-related variable remuneration that can be granted in shares in clearvise AG instead of money at the Company's discretion. The STI takes into account the individual performance of the beneficiary based on the achievement of individually agreed targets. The number of shares to be issued and/or the value of the shares is determined based on the achievement of targets by the beneficiary. The plan is accounted for as a cash-settled share-based payment transaction.

The fair value of the phantom shares corresponds to the volume-weighted average Xetra daily closing price of shares in clearvise AG for the relevant calendar year to which the variable remuneration relates.

	31/12/2023	31/12/2022	01/01/2022
Carrying amount of STI liabilities	299	260	-

The expenses recognized for the STI amounted to EUR 299 thousand in the 2023 financial year (2022: EUR 260 thousand).

Long-Term Incentive (LTI) Plan

The Long-Term Incentive (LTI) Plan is based on the overall success of the Group (e.g. the share price and the achievement of key performance indicators) or individual targets, depending on how it is structured. The LTI involves the beneficiaries in the success of the Company on a sustainable and long-term basis. Here, too, there is an option regarding the compensation, which is paid by the Company in cash. As a result, the plan is accounted for as a cash-settled share-based payment transaction. The payment is made in three tranches (one tranche per year), i.e. the phantom shares have a term of three years from the date they are granted. The amount of the cash payment is dependent on the Company's share price.

The fair value of the phantom shares corresponds to the volume-weighted average Xetra daily closing price of shares in clearvise AG for the relevant calendar year to which the variable remuneration relates. The fair value is recognized as a personnel expense over the vesting period in which employees are rendering a service and for which the bonus is being granted.

	31/12/2023	31/12/2022	01/01/2022
Carrying amount of LTI liabilities	107	31	-

The expenses recognized for the LTI amounted to EUR 76 thousand in the 2023 financial year (2022: EUR 31 thousand).

11.10 Financial liabilities

The following table provides an overview of the financial liabilities of the clearvise Group:

in EUR thousand	31/12/2023	31/12/2022	01/01/2022
Current	29,240	56,739	21,873
Non-current	123,245	177,150	148,514
Total	152,485	233,889	170,386

Financial liabilities primarily comprise liabilities to banks that help to finance plants and the operating business.

As of 1 January 2022, profit participation capital totaling EUR 4,877 thousand is recognized under current financial liabilities. This was repaid in January 2022. Details about the derivative financial instruments can be found in sections 8.7 and 13.1.

Other current financial liabilities comprise:

in EUR thousand	31/12/2023	31/12/2022	01/01/2022
Debtors with credit balances	920	5,010	934
Miscellaneous other current financial liabilities	121	207	547
Total	1,041	5,217	1,481

Debtors with credit balances relate entirely to the entity Le Champvoisin SAS. The remaining other current financial liabilities (EUR 94 thousand; 2022: EUR 181 thousand) primarily consist of liabilities to the Company's investee WP Framersheim II GmbH & Co. KG, as well as liabilities to Highwind Verwaltungs GmbH (EUR 28 thousand; 2022: EUR 26 thousand).

11.11 Non-financial liabilities

Non-current non-financial liabilities mainly comprise:

in EUR thousand	31/12/2023	31/12/2022	01/01/2022
	3	2	2
Personnel-related liabilities	107	31	-
Liabilities for retention obligations	4	3	0
Total	110	34	0

In addition, the following current non-financial liabilities existed at the end of the financial year:

in EUR thousand	31/12/2023	31/12/2022	01/01/2022
	3	2	2
VAT liabilities	114	489	859
Personnel-related liabilities	710	926	204
Liabilities from financial statement and audit costs	491	181	138
Contract liabilities	-	-	-
Other liabilities	56	164	398
Total	1,372	1,760	1,599

Other current non-financial liabilities mainly consist of deferred income in the amount of EUR 53 thousand (2022: EUR 58 thousand; 2021: EUR 63 thousand).

11.12 Leases

The clearvise Group's leases primarily consist of leases for land and land areas on which its wind and solar farms are built. It also has a low number of leases for company cars and office premises. The basic term of these lease agreements depends on the formulation of each individual agreement. Some of the leases include extension options to provide maximum flexibility when using the underlying asset. The clearvise Group assesses at its own discretion whether these options are sufficiently probable by taking into account all relevant factors that offer a financial incentive to exercise them. Changes in terms resulting from extension options are then only factored in if exercising these options is reasonably certain (see also section 8.6). In the event of any subsequent significant events or changes in circumstances affecting this assessment, the term is revised provided that clearvise is responsible for managing this. Extension options are a particularly fundamental component of leasehold agreements within the clearvise Group. This is usually taken into account when determining the term of leases. This is because the planned service life of the energy production facilities constructed on these sites often exceeds the basic term of the lease, making it financially sensible to exercise extension options.

Some agreements include variable lease payments. These may be index-linked payments (linked to the consumer price index, for example), in which case they are each included in lease liabilities at the currently payable indexed amount (i.e. without estimating future index performance). Some lease agreements for land also include variable lease payments that are dependent on the electricity yields received or comparable measures of profit or loss. Such payment terms are primarily used to minimize fixed costs. Fully revenue-based payments are not included in lease liabilities but are instead recognized in the statement of comprehensive income for the period in which they arise.

The leased assets themselves serve as collateral for the lessor, with the agreements containing no additional collateral.

Right-of-use assets in connection with leases are stated at the individual reporting dates as shown below:

in EUR thousand	Land	Buildings	Vehicles	Total
Cost				
1 January 2022	20,016	962	134	21,111
Additions	7,606	385	(0)	7,990
Reclassifications	-	-	-	-
Disposals	-	-	-	-
Disposal of consolidated entities	-	-	-	-
31 December 2022	27,621	1,347	134	29,102
Depreciation and amortization				
1 January 2022	-	-	-	-
Additions	(1,127)	(89)	(35)	(1,252)
Loss allowances	-	-	-	-
Disposals	-	-	-	-
Disposal of consolidated entities	-	-	-	-
31 December 2022	(1,127)	(89)	(35)	(1,252)
Carrying amount at 1 January 2022	20,016	962	134	21,111
Carrying amount at 31 December 2022	26,494	1,257	98	27,850

in EUR thousand	Land	Buildings	Vehicles	Total
Cost				
1 January 2023	27,621	1,347	134	29,102
Additions	487	-	-	487
Reclassifications	-	-	-	-
Disposals	-	(63)	-	(63)
Disposal of consolidated entities	(1,778)	-	-	(1,778)
31 December 2023	26,331	1,284	134	27,748
Depreciation and amortization				
1 January 2023	(1,127)	(89)	(35)	(1,252)
Additions	(1,154)	(85)	(35)	(1,274)
Reclassifications	-	-	-	-
Disposals	-	63	-	63
Disposal of consolidated entities	116	-	-	116
31 December 2023	(2,165)	(112)	(71)	(2,347)
Carrying amount at 1 January 2023	26,494	1,257	98	27,850
Carrying amount at 31 December 2023	24,166	1,172	63	25,401

The maturity analysis of the expected outstanding, undiscounted lease payments from operating leases is as follows.

in EUR thousand	31/12/2023	31/12/2022	01/01/2022
Current up to 1 year	1,326	1,351	1,885
Non-current	29,463	30,789	22,308
of which 1 to 5 years	5,233	5,258	4,070
of which more than 5 years	24,230	25,530	18,238
Total	30,789	32,140	24,193

The following amounts related to leases are shown in the consolidated statement of comprehensive income:

in EUR thousand	31/12/2023	31/12/2022
Interest expense on leases	343	336
Expenses for short-term leases	19	-
Variable lease payments	156	391

Cash outflows for leases (including variable lease payments and payments for short-term leases) totaled EUR 1,526 thousand in the 2023 financial year (2022: EUR 2,957 thousand).

11.13 Provisions

Provisions break down as follows:

	31/12/2023		31/12/2022		01/01/2022	
	Non-current	Current	Non-current	Current	Non-current	Current
Provisions for dismantling and removal obligations	6,021	-	6,363	-	8,929	-
Other provisions	-	290	-	718	-	137
Total	6,021	290	6,363	718	8,929	137

Provisions for asset retirement obligations include the estimated costs of dismantling and removing an asset and restoring the site on which it is located. When measuring dismantling and removal obligations, there are slight uncertainties relating exclusively to the provision amount, due to the fact that the dates when the energy production facilities are due to be dismantled and removed are fixed by the remaining term of the leasehold agreements. When calculating the actual amount of the dismantling and removal costs, an average inflation rate of 2% (previous year: 2%) was expected. The interest on the provisions is unwound on an annual basis. Expenses arising from the unwinding of the discount amounted to EUR 176 thousand in the 2023 financial year (2022: EUR 18 thousand).

Other provisions include, for the 2022 financial year, provisions for windfall tax amounts recognized in connection with systems implemented across Europe to cap electricity prices (EUR 81 thousand) as well as a variety of smaller items of lower amounts. The corresponding outflows are primarily expected within one year.

The change in provisions is as follows:

in EUR thousand	Provisions for dismantling and removal obligations	Other provisions	Total
Carrying amount at 01/01/2022	8,929	137	9,066
Use		(82)	(82)
Additions	901	694	1,595
Reclassifications	-		-
Addition of entities to the consolidated Group	55	18	73
Unwinding of discounts	18	-	18
Reversals		(50)	(50)
Effects from interest rate changes	(3,539)	-	(3,539)
Carrying amount at 31/12/2022	6,363	718	7,081

in EUR thousand	Provisions for dismantling and removal obligations	Other provisions	Total
Carrying amount at 01/01/2023	6,363	718	7,081
Use	-	(593)	(593)
Additions	33	489	522
Reclassifications	-		-
Disposal of consolidated entities	(869)	(211)	(1,080)
Unwinding of discounts	176	-	176
Reversals		(112)	(112)
Effects from interest rate changes	317	-	317
Carrying amount at 31/12/2023	6,021	290	6,311

11.14 Trade payables

Trade payables are composed as follows:

in EUR thousand	31/12/2023	31/12/2022	01/01/2022
Trade payables	1,801	5,066	1,247
Liabilities for outstanding invoices	806	746	646
Total	2,607	5,812	1,893

The carrying amounts are identical to their fair values due to their short-term nature. While payments are generally made within 30 days, this may vary with individual payment terms.

12 Notes to the consolidated statement of cash flows

The Group reports cash flows from operating activities in accordance with IAS 7 using the indirect method, whereby cash inflows and outflows are indirectly derived from consolidated profit after tax.

The cash inflows and outflows from financing activities can be reconciled with the items of the statement of financial position as follows:

in EUR thousand	Non-current financial liabilities	Current financial liabilities	Lease liabilities
Balance at 1 January 2022	148,514	21,873	21,111
New borrowings	29,138	38,278	-
Repayment	(29,176)	(10,713)	(1,025)
Interest expense	7,064	37	336
Interest paid	(3,152)	(45)	(336)
Modifications and remeasurements of lease liabilities	-	-	(525)
Addition of entities to the consolidated Group	32,894	-	7,311
Other changes	(8,131)	7,310	-
Balance at 31 December 2022	177,150	56,739	26,872
Balance at 1 January 2023	177,150	56,739	26,872
New borrowings	20,378	995	-
Repayment	(37,194)	(31,772)	(987)
Interest expense	6,575	283	343
Interest paid	(6,405)	(127)	(343)
Modifications and remeasurements of lease liabilities	-	-	487
Addition of entities to the consolidated Group	-	588	-
Disposal of consolidated entities	(26,915)	(2,143)	(1,748)
Other changes	(10,344)	4,676	-
Balance at 31 December 2023	123,245	29,240	24,624

13 Financial risk management

13.1 Financial instruments

The following includes additional disclosures on the significance of financial instruments and on individual items relating to financial instruments in the statement of financial position and statement of comprehensive income.

The following tables show the reconciliation of items on the statement of financial position to relevant classes of financial instruments as of 1 January 2022, 31 December 2022 and 31 December 2023, broken down by the carrying amount and fair value of the financial instruments as well as the allocation of items to the measurement categories.

The financial instruments as of 1 January 2022 are as follows:

Classes of financial instruments in EUR thsd.	IFRS 9 measurement category*	Carrying amount as of 01/01/2022	Fair value as of 01/01/2022	Fair value hierarchy
Financial assets				
Non-current financial assets		203		
of which investments	FVTPL	181	181	Level 3
of which other non-current financial assets	AC	23	23	
Trade receivables	AC	5,043	5,043	
Other current financial assets		27	27	
of which derivatives	FVTPL	-	-	Level 2
of which miscellaneous other current financial assets	AC	27	27	
Liquid assets	AC	23,198	23,198	
Financial liabilities				
Non-current financial liabilities		146,556		
of which loan liabilities to banks	AC	146,556	146,868	
Other non-current financial liabilities		1,957		
of which derivatives	FVTPL	1,709	1,709	Level 2
Current financial liabilities		20,392		
of which loan liabilities to banks	AC	15,515	15,548	
Trade payables	AC	1,893	1,893	
Other current financial liabilities		1,481		
of which derivatives	FVTPL	-	-	Level 2
Lease liabilities	n/a	21,111		

* FVTPL: Fair value through P&L AC: Amortized cost

Classes of financial instruments in EUR thsd. Of which aggregated by measurement categories in accordance with IFRS 9	IFRS 9 measurem ent category*	Carrying amount as of 01/01/202 2	Fair value as of 01/01/202 2
Financial assets at amortized cost	AC	28,290	28,290
Financial assets at fair value through profit or loss	FVTPL	181	181
Financial liabilities at amortized cost	AC	170,570	164,309
Financial liabilities at fair value through profit or loss	FVTPL	1,709	1,709
* FVTPL: Fair value through P&L AC: Amortized cost			

The financial instruments as of 31 December 2022 are as follows:

Classes of financial instruments in EUR thsd.	IFRS 9 measurement category*	Carrying amount as of 31/12/2022	Fair value as of 31/12/2022	Fair value hierarchy
Financial assets				
Non-current financial assets		855		
of which investments	FVTPL	160	160	Level 3
of which derivatives	FVTPL	667	667	Level 2
of which other non-current financial assets	AC	28	28	
Trade receivables	AC	6,201	6,201	
Other current financial assets		27		
of which derivatives	FVTPL	-	-	Level 2
of which miscellaneous other current financial assets	AC	27	27	
Liquid assets	AC	77,665	77,665	
Financial liabilities				
Non-current financial liabilities		176,374		
of which loan liabilities to banks	AC	176,374	157,034	Level 2
Other non-current financial liabilities		776		
of which derivatives	FVTPL	83	83	Level 2
Current financial liabilities		51,522		
of which loan liabilities to banks	AC	51,522	45,872	Level 2
Trade payables	AC	5,812	5,812	
Other current financial liabilities		5,217		
of which derivatives	FVTPL	-	-	Level 2
Lease liabilities	n/a	26,872		

* FVTPL: Fair value through P&L AC: Amortized cost

Classes of financial instruments in EUR thsd. Of which aggregated by measurement categories in accordance with IFRS 9	IFRS 9 measurem ent category*	Carrying amount as of 31/12/202 2	Fair value as of 31/12/202 2
Financial assets at amortized cost	AC	83,922	83,922
Financial assets at fair value through profit or loss	FVTPL	827	827
Financial liabilities at amortized cost	AC	239,618	208,718
Financial liabilities at fair value through profit or loss	FVTPL	83	83
* FVTPL: Fair value through P&L AC: Amortized cost			

The financial instruments as of 31 December 2023 are as follows:

Classes of financial instruments in EUR thsd.	IFRS 9 measurement category*	Carrying amount as of 31/12/2023	Fair value as of 31/12/2023	Fair value hierarchy
Financial assets				
Non-current financial assets		466		
of which investments	FVTPL	140	140	Level 3
of which derivatives	FVTPL	226	226	Level 2
of which other non-current financial assets	AC	100	100	
Trade receivables	AC	5,177	5,177	
Other current financial assets		438		
of which derivatives	FVTPL	38	38	Level 2
of which miscellaneous other current financial assets	AC	400	400	
Liquid assets	AC	47,990	47,990	
Financial liabilities				
Non-current financial liabilities		122,952		
of which loan liabilities to banks	AC	119,925	107,493	Level 2
of which loan liabilities to other lenders	AC	3,027	3,027	
Other non-current financial liabilities		293		
of which derivatives	FVTPL	43	43	Level 2
Current financial liabilities		28,199		
of which loan liabilities to banks	AC	28,199	25,276	Level 2
Trade payables	AC	2,607	2,607	
Other current financial liabilities		1,041		
of which derivatives	FVTPL	2	2	Level 2
Lease liabilities	n/a	24,624		

* FVTPL: Fair value through P&L AC: Amortized cost

Classes of financial instruments in EUR thsd. Of which aggregated by measurement categories in accordance with IFRS 9	IFRS 9 measur- ement category*	Carrying amount as of 31/12/202 3	Fair value as of 31/12/202 3
Financial assets at amortized cost	AC	53,667	53,667
Financial assets at fair value through profit or loss	FVTPL	404	404
Financial liabilities at amortized cost	AC	155,047	138,403
Financial liabilities at fair value through profit or loss	FVTPL	45	45

* FVTPL: Fair value through P&L AC: Amortized cost

The fair values are calculated based on the market conditions prevailing at the end of the reporting period. The fair values correspond to the prices that would be achieved for the sale of an asset or the transfer of a liability in an arm's length transaction among market participants.

The fair values of financial liabilities (loans) are calculated using the DCF model, according to which all expected future cash flows are discounted using clearwise's specific interest rate curve (consisting of a risk-free interest rate curve and a credit spread) as of the relevant measurement date.

Cash and cash equivalents, trade receivables and payables and other financial assets and liabilities have predominantly short-term remaining maturities. As a result, their carrying amounts roughly correspond to the fair values at the end of the reporting periods. In addition, an appropriate impairment was recognized for trade receivables where there were objective grounds to do so.

There were no reclassifications between Level 1, Level 2 and Level 3 during the financial years under review.

Derivative financial instruments

The fair value of interest rate swaps as of the reporting date is calculated by discounting future cash flows using the yield curve as of the reporting date and the credit risks associated with the contracts.

As of the reporting date, the Group had a total of 16 (31 December 2022: 17; 1 January 2022: 17) interest rate swaps from which the Group makes variable and fixed interest payments. This primarily consist of what are known as "amortizing interest rate swaps" whose nominal volumes are regularly reduced on defined dates. The following table shows the nominal volume as of the reporting date as well as the average (volume-weighted) fixed interest rate and fair value.

in EUR thousand	31/12/2023	31/12/2022	01/01/2022
Nominal volume	21,633	33,814	42,471
Average interest rate in %	2.14%	2.06%	2.06%
Average remaining term in years	1.41	2.56	3.56
Fair value	305	594	(1,743)

13.2 Net gains/losses on financial instruments

The net gains and losses on financial instruments measured in accordance with IFRS 9 in 2022 and 2023 are as follows:

2022	
in EUR thousand	Interest income (+) / Interest expense (-)
Financial assets at amortized cost	-
Financial assets at fair value	1,279
Financial liabilities at amortized cost	(6,001)
Financial liabilities at fair value	1,014
Net gains/losses on financial instruments	(3,708)
2023	
in EUR thousand	Interest income (+) / Interest expense (-)
Financial assets at amortized cost	316
Financial assets at fair value	(367)
Financial liabilities at amortized cost	(6,455)
Financial liabilities at fair value	38
Net gains/losses on financial instruments	(6,468)

Net gains/losses on financial instruments includes net income and expenses from interest, fair value measurements and impairments.

Interest income from impaired financial assets is immaterial as receipt of payment is expected in the short term in most cases.

13.3 Management of financial risks

clearwise AG is exposed to financial risks as part of its operating and business activities, particularly interest rate risk, credit risk, market risk and liquidity risk.

All of the Group's financial risks are regularly assessed and monitored to manage and minimize the overall risk. The aim is to strike an appropriate balance between the business risks the Group enters into and its earnings, and to reduce financial risks.

The principles and responsibilities for monitoring and managing risks associated with the financial instruments are determined by the Management Board.

Risk management policies are determined to identify and analyze the risks to which the Group is exposed, specify appropriate risk thresholds and controls, and monitor risks and compliance with thresholds. These risk management policies are regularly reviewed to take into account changes in market conditions and the Group's activities.

13.4 Credit and default risk

Credit risk management relates to potential losses arising from the inability of business partners to fulfill their contractual obligations to clearwise AG. Credit risk primarily arises from the Group's receivables from its customers. The Group's credit risk is primarily influenced by the individual characteristics of each customer. However, management also takes into account the factors that may influence the credit risk of its customer base, including the default risk associated with each industry.

The Group's credit risk management includes continuously monitoring its receivables from contracting parties and running credit checks on new and existing contractual partners. The Management Board fundamentally considers the credit risks arising from trade receivables to be low.

In the event of doubtful receivables, impairments are recognized for the amount of default risk. If financial assets are irrecoverable, they are written off in full.

The clearwise Group recognizes loss allowances for losses resulting from trade receivables based on its estimates.

At the end of the reporting period, there were no indications of poor credit quality on the part of any receivables or other financial assets that were neither individually impaired nor yet due.

The carrying amount of the financial assets plus the loss allowances recognized in the statement of financial position represent the maximum credit risk to which the Group is exposed as of the reporting dates. No loss allowances have been created for other financial assets.

13.5 Liquidity risk

Liquidity risks arise for the Group from contractual obligations to repay liabilities in full and in a timely manner. The Group's approach to liquidity management is to ensure that sufficient liquidity is available to meet its liabilities as they fall due under both normal and difficult conditions without suffering intolerable losses or jeopardizing the Group's reputation or its ability to continue as a going concern. To minimize this risk, the Group's inflows, outflows and maturities are continually monitored

and managed. Liquidity management includes calculating the Group's liquidity requirements and surpluses.

The contractually agreed remaining maturities of the financial liabilities as of the reporting dates are shown below. The amounts are presented as gross amounts and include contractual interest payments:

01/01/2022					
in EUR thousand	Carrying amount	< 1 year	1 - 5 years	> 5 years	Total
Financial liabilities	166,948				
of which bank borrowings	162,072	22,740	90,687	62,144	175,571
Other financial liabilities	3,438				
of which derivative financial instruments	1,709	822	915	5	1,742
of which miscellaneous other financial liabilities	1,729	1,481	-	248	1,729
Lease liabilities	21,111	1,885	4,070	18,238	24,193
Total	191,497	26,928	95,672	80,635	203,235

31/12/2022					
in EUR thousand	Carrying amount	< 1 year	1 - 5 years	> 5 years	Total
Financial liabilities	227,896				
of which bank borrowings	227,896	59,428	99,783	87,490	246,701
Other financial liabilities	5,993				
of which derivative financial instruments	83	270	223	-	493
of which miscellaneous other financial liabilities	5,910	5,217	445	248	5,910
Lease liabilities	26,872	1,351	5,258	25,530	32,140
Total	260,761	66,266	105,710	113,269	285,244

31/12/2023					
in EUR thousand	Carrying amount	< 1 year	1 - 5 years	> 5 years	Total
Financial liabilities	151,151				
of which bank borrowings	148,124	33,804	53,823	74,191	161,819
Other financial liabilities	1,334				
of which derivative financial instruments	45	-	53	-	53
of which miscellaneous other financial liabilities	1,289	1,039	2	248	1,289
Lease liabilities	24,624	1,326	5,233	24,230	30,789
Total	177,109	36,169	59,112	98,669	193,950

13.6 Market risk

Market risk is the risk that changes in market prices will influence the Group's results or the value of its portfolio of financial instruments. The aim of market risk management is to manage and control market risk positions with acceptable parameters.

The market risk to which clearwise AG is exposed primarily consists of the future development of the prices of electricity generated by renewable energy sources. To counter this risk, clearwise AG concluded three financial PPAs between 1 January 2022 and 31 December 2022. This has ensured that any differences between the contractually agreed electricity price and the spot price are offset. In the event of such a price difference, and depending on the applicable spot price, a compensation payment has been made by either clearwise AG or its PPA contractual partner.

13.7 Interest rate risk

Interest rate risks arise from fluctuations in interest rates on the capital market affecting the Group's financial position, financial performance and cash flows. The risk of fluctuations primarily results from financing where variable interest rates apply. Unconditional interest rate hedging transactions exist for this financing in the form of interest rate swaps for the full nominal volume. A change in expected interest rates alters the assessment of the anticipated advantages and disadvantages of interest rate hedging, which leads directly to a change in earnings.

The following table shows the change in earnings before taxes when the market interest rate level changes by 100 basis points (+/- 100 bps).

in EUR thousand	31/12/2023	31/12/2022	01/01/2022
Bank borrowings			
Market interest rate shift by +100 bps	239	328	176
Market interest rate shift by -100 bps	(239)	(328)	-
Derivative financial instruments			
Market interest rate shift by +100 bps	(174)	(409)	(688)
Market interest rate shift by -100 bps	174	409	688

2021: Variable interest rate loans are tied to an interest floor of 0%.

13.8 Climate-related risks

The business model of clearwise AG is heavily dependent upon weather conditions, wind patterns and solar radiation. Fluctuating wind supply poses a major risk to the clearwise Group, with wind power making up a significant proportion of its power generation portfolio. The wind supply may be below the predicted yield in both individual and successive years. As a result, clearwise AG is aiming to restructure its portfolio to achieve an even distribution of electricity production between wind and solar and is therefore focusing on acquiring photovoltaic systems. The wind and solar farms of clearwise AG are also exposed to a low risk of damage caused by extreme weather events such as storms, strong winds, floods and forest fires. The resulting risks are covered by the Group's property and business interruption insurance. If, however, the frequency and severity of these events increases as a result of climate change, the costs of this cover could rise.

13.9 Capital management

clearwise AG is not subject to any external statutory capital management requirements.

The Group's objectives in managing capital are:

- to ensure its ability to continue as a going concern so that clearwise AG can continue to generate returns for shareholders and economic benefits for other stakeholders, and
- to maintain an optimal capital structure to reduce the cost of capital.

Capital is allocated in accordance with the published investment strategy. 80-85% of the Group's equity is committed to long-term direct investments in renewable electricity production from wind and solar power in Europe (buy-and-hold). The remaining 15-20% can be used as an 'opportunity pocket' for investments in new renewable technologies, other countries or similar. clearwise focuses on functioning energy markets with growth potential, with a particular interest in projects in the region of 5 to 50 MW and projects where power purchase agreements (PPAs) play a role.

To maintain or adapt its capital structure, clearwise AG has implemented a sustainable model for managing its short, medium and long-term financing and liquidity requirements. For the current reporting period, the Company primarily manages the Group's liquidity risks by holding sufficient capital reserves and lines of credit with banks as well as by continuously monitoring its expected and

actual cash flows and maintaining a balanced portfolio of financial assets and liabilities with regard to maturities.

The following table shows the Group's total equity (presentation in line with that in the statement of financial position, including non-controlling interests) and equity ratio:

in EUR thousand	31/12/2023	31/12/2022	01/01/2022
Total equity	159,106	155,948	97,515
Total assets	363,086	451,345	312,731
Equity ratio	43.82%	34.55%	31.18%

14 Transactions with related parties

In the course of its ordinary business activities, the parent company clearwise AG maintains relationships with subsidiaries and other related companies (shareholders with a significant influence on the reporting company and non-consolidated subsidiaries) and individuals with a significant influence on the Group's financial and business policy. Individuals with significant influence on the Group's financial and business policy include all individuals in key positions and their immediate relatives. Within the Group, this applies to all members of the Management Board and Supervisory Board of clearwise AG.

In financial year 2022, the Group's Management Board consisted of Petra Leue-Bahns and Manuel Sieth, who was appointed to the Management Board on 1 July 2022. Petra Leue-Bahns is the Chair of the Management Board.

In financial year 2022, the Supervisory Board was composed as follows:

- Martin Rey (Chair of the Supervisory Board)
- Astrid Zielke (Deputy Chair of the Supervisory Board)
- Christian Guhl (member of the Supervisory Board)
- Oliver Kirfel (member of the Supervisory Board)
- Dr. Hartmut Schüning (member of the Supervisory Board)

In financial year 2023, the Group's Management Board consisted of Petra Leue-Bahns and Manuel Sieth. Petra Leue-Bahns is the Chair of the Management Board.

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- Christian Guhl (member of the Supervisory Board)
- Oliver Kirfel (member of the Supervisory Board)
- Dr. Hartmut Schüning (member of the Supervisory Board)

Remuneration of key management personnel

The members of the Management Board and Supervisory Board received remuneration in accordance with IAS 24.17 as follows:

in EUR thousand	2023	2022
Short-term benefits	384.17	264.38
Post-employment benefits	-	-
Other long-term benefits	-	-
Termination benefits	-	-
Share-based payment	212.80	63.00
Total	596.97	327.38

The total remuneration of members of the Management Board amounted to EUR 531 thousand in the 2023 financial year (2022: EUR 261 thousand). In addition to their current salary paid as basic remuneration, members of the Management Board receive non-cash benefits and fringe benefits as well as short-term and long-term bonuses. The amount of both variable components is based on the share price of clearvise AG. The presentation of share-based payments includes expenses for the share option programs. Provisions for cash-settled share-based payments for members of the Management Board totaled EUR 107 thousand during the year under review (2022: EUR 31 thousand). No provisions associated with the termination of employment agreements were recognized either in the year under review or the preceding year.

No advances or loans were granted to members of the Management Board either in the 2023 financial year or in the previous year; likewise, the Group did not incur any contingent liabilities in their favor.

The total remuneration recognized for the activities of the Supervisory Board amounted to EUR 65 thousand (2022: EUR 65 thousand).

Transactions with key management personnel and other related parties

There were no transactions with key management personnel or other related parties requiring disclosure in the 2023 and 2022 financial years.

15 Auditor's fees and services

Mazars GmbH & Co. KG, Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Hamburg, has been appointed as the Company's auditor since the 2023 financial year.

Previously, Rödl & Partner GmbH, Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Cologne, was commissioned to audit the annual and consolidated financial statements of clearvise AG in accordance with German commercial law.

The total fee recognized as expenses for the audits in financial year 2023 and in the previous year plus corresponding consulting services is as follows:

in EUR thousand	2023	2022
Audit services	181	52
Other services	-	112
Total	181	164

In particular, audit services consist of auditing the annual and consolidated financial statements of clearvise AG and its subsidiaries. The increase in costs during the current financial year primarily results from the first-time adoption of IFRSs and the larger extent of auditing services required in this context.

16 Events after the reporting period

The following events of particular significance occurred after 31 December 2023:

Sale of Biogas Samswegen GmbH & Co. KG

In January 2024, clearvise sold its equity interest in Biogas Samswegen GmbH & Co. KG to a WELTEC Holding company (www.weltec-biopower.com) to focus its strategic efforts on the two segments of wind and photovoltaics. The Samswegen biogas plant is a smaller, older plant with 0.8 MW of installed capacity that clearvise acquired when it was still named ABO Invest. clearvise has taken the strategic decision to discontinue its involvement in biogas technology. The closure of the neighboring dairy farm triggered by the agricultural crisis resulted in the loss of long-term substrate supply contracts and threatened the commercial viability of the plant. An impairment of around EUR 610 thousand has already been recognized as part of the sale in 2023.

Optimization of maintenance agreements for French wind farms

In March, clearvise and Vestas signed an early extension to the full maintenance agreements for four of the six French wind farms. Extending the term of these agreements to 18–25 years of operation enables clearvise to profit from both improved terms and a broader scope of services. The agreement includes the switch to energetic availability and thus improves clearvise's ability to plan for the medium to long term. The potential for repowering was taken into account when agreeing the extension.

Petra Leue-Bahns, CEO of clearvise AG, explains: “The expanded full maintenance agreements with Vestas, a leading wind turbine manufacturer, mark a significant milestone in our partnership. This agreement enhances our competitive positioning and brings us closer to our long-term target of expanding the use of renewable energy sources in France.”

France is a core market for clearvise AG. clearvise already operates six French wind farms with around 60 MW of installed capacity and recently agreed a clearPARTNERS partnership that also diversified the Company's technology towards solar in France.

PPA agreed with Japan's Tokai Cobex Group

Japanese firm Tokai COBEX Group is a global manufacturer of carbon fiber and graphite fiber products found in a variety of industrial applications.

The 36.4-MWp Chassiecq solar farm in the Nouvelle-Aquitaine region should go online at the end of the second half of 2024 and is expected to produce more than 47 GWh of electricity each year. As part of the PPA, Tokai COBEX will purchase all of the electricity produced by the Chassiecq solar farm for its two French factories over a total of 11 years. The Chassiecq solar farm is the first project from clearvise's French clearPARTNERS pipeline. clearvise is realizing the development, financing and construction of the project together with its partners, Hamburg-based LNF Energy and a French developer.

Petra Leue-Bahns, CEO of clearvise AG, explains: “We are delighted to have found an internationally renowned partner in Tokai COBEX that is committed to securing a sustainable energy supply for its plants. For clearvise, concluding our first corporate PPA is a major milestone in our portfolio strategy.

We are consistently building up our power generation portfolio to cover the electricity needs of industrial consumers as effectively as possible.”

Project rights acquired for 16.1 MWp solar farm in Sardinia

The 16.1 MWp solar farm is to be erected on an industrial site in Sardinia’s Ottana municipality. The project is currently at an advanced stage of development and is expected to be ready for construction in the first quarter of 2025. This acquisition marks the first project from the clearPARTNERS development partnership signed in December 2023 for five projects with a total planned capacity of around 125 MWp. The overall development pipeline is regionally diversified, with projects spread across four of Italy's seven electricity price zones. The development is milestone-based, and clearvise has exclusive rights to acquire 100% of the shares in each project.

Petra Leue-Bahns, CEO of clearvise AG, explains: “Signing the purchase agreement for the project rights for our first Italian project marks another milestone for clearvise and means our entry into the Italian market is beginning to take shape. In addition to the Ottana solar farm, four more pipeline projects are also developing well thanks to the experience of our partner.”

clearvise is consistently building a regionally diversified portfolio of onshore wind farms and solar farms. The high levels of solar radiation in countries such as Italy are expected to result in a highly efficient generation of electricity from PV systems. The successful expansion of the portfolio of solar farms goes a long way toward achieving the strategic goal of distributing electricity production evenly between wind and solar. In this context, we are planning to develop Italy into a stable core market alongside Germany and France.

17 Date of approval for publication

These consolidated financial statements were released for publication by the Management Board on 24 April 2024.

Responsibility statement

To the best of our knowledge, and in accordance with the applicable reporting principles, the annual financial statements and consolidated financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the Group, and the combined management report and the group management report includes a fair review of the development and performance of the business and the position of the Company and the Group, together with a description of the material opportunities and risks associated with the expected development of the Company and the Group.

Frankfurt, 18 April 2024

clearwise AG

The Management Board



Petra Leue-Bahns
Chief Executive Officer



Manuel Sieth
Chief Financial Officer

Independent auditor's report

To clearwise AG, Frankfurt am Main:

Audit Opinions

We have audited the consolidated financial statements of clearwise AG and its subsidiaries (the Group), which comprise the consolidated balance sheet as of 31 December 2023, the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the financial year from 1 January to 31 December 2023 as well as the consolidated notes, including the presentation of the recognition and measurement policies. In addition, we have audited the group management report of clearwise AG, which is combined with the management report of the Company, for the financial year from 1 January to 31 December 2023. In accordance with German legal requirements, we have not audited the content of the parts of the combined management report referred to in the section "Other information" of our auditor's report.

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

- the accompanying consolidated financial statements comply, in all material respects, with the IFRSs as adopted by the EU, and the additional requirements of German commercial law pursuant to § 315e (1) HGB and, in compliance with these requirements, give a true and fair view of the assets, liabilities, and financial position of the Group as of 31 December 2023 and of its financial performance for the financial year from 1 January to 31 December 2023 in compliance with German Legally Required Accounting Principles, and
- the accompanying combined management report as a whole provides an appropriate view of the Group's position. In all material respects, this combined management report is consistent with the consolidated 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 combined management report mentioned in the section "Other information".

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

Basis for the Audit Opinions

We conducted our audit of the consolidated financial statements and of the combined management report in accordance with § 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institute of Public Auditors in Germany (IDW) [Institut der Wirtschaftsprüfer in Deutschland]. Our responsibilities under those requirements and principles are further described in the "Auditor's responsibilities for the audit of the consolidated financial statements and of the combined management report" section of our auditor's report. We are independent of the Group in accordance with the requirements of German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the consolidated financial statements and on the combined management report.

Other Information

The legal representatives and the supervisory board are responsible for the other information. The other information include:

- the remaining parts of the annual report, with the exception of the audited consolidated financial statements and the combined management report as well as our auditor's report

The supervisory board is responsible for the following other information:

- the report of the supervisory board in the 2023 annual report

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

In connection with our audit, we have a responsibility to read the other information and to consider whether the other information:

- show material discrepancies with the consolidated financial statements and the combined management report or our knowledge obtained during the audit or
- otherwise appear to be materially misrepresented.

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

The executive directors are responsible for the preparation of the consolidated financial statements that comply, in all material respects, with IFRSs as adopted by the EU and the additional requirements of German commercial law pursuant to § 315e (1) HGB and that the consolidated financial statements, in compliance with these requirements, give a true and fair view of the assets, liabilities, financial position, and financial performance of the Group. 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 consolidated 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 consolidated financial statements, the executive directors are responsible for assessing the Group'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 Group's position and is, in all material respects, consistent with the consolidated 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.

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

Our objectives are to obtain reasonable assurance about whether the consolidated 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 Group's position and, in all material respects, is consistent with the consolidated 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 consolidated 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 § 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institute of Public Auditors (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 consolidated financial statements and this combined management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

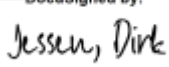
- identify and assess the risks of material misstatement of the consolidated financial statements and of the combined management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide 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 controls.
- obtain an understanding of internal control relevant to the audit of the consolidated financial statements and of arrangements and measures (systems) 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 these systems.
- 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 Group'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 consolidated 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 Group to cease to be able to continue as a going concern.

- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements present the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with IFRSs as adopted by the EU and the additional requirements of German commercial law pursuant to § 315e (1) HGB.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express audit opinions on the consolidated financial statements and on the combined management report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinions.
- evaluate the consistency of the combined management report with the consolidated financial statements, its conformity with German law, and the view of the Group'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.

Hamburg, 18 April 2024

Mazars GmbH & Co. KG
Wirtschaftsprüfungsgesellschaft
Steuerberatungsgesellschaft

DocuSigned by:

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Dirk Jessen

Wirtschaftsprüfer [German Public Auditor]

DocuSigned by:

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Philipp Fischer

Wirtschaftsprüfer [German Public Auditor]

Publishing information

Published by:

clearvise AG,
Eschenheimer Anlage 1,
60316 Frankfurt am Main
www.clearvise.com

Contact:

Andreas Riedel
Investor Relations & Corporate Communications
Phone: +49 (0)69 24743 922-0
info@clearvise.com