



ANNUAL REPORT 2024

MPC Energy Solutions N.V.

MPC ENERGY SOLUTIONS IS A FULL-CYCLE INDEPENDENT POWER PRODUCER (IPP)

MPC Energy Solutions (“MPCES”, “Company”, together with its subsidiaries “Group”, “we”) develops, builds, owns and operates renewable energy assets, including utility-scale solar photovoltaics (PV) and hybrid projects, combining renewable sources and storage technologies.

We generate and deliver clean and affordable energy to public and private commercial and industrial off-takers in developing markets, accelerating and driving the energy transition. To sell the energy we produce in our plants, we usually sign long-term power purchase agreements (PPA) which help us secure predictable cash flows for our projects while simultaneously allowing off-takers to purchase energy at reliable prices that are usually lower than the applicable tariffs from public utilities.

The Company is currently active in several countries across Latin America and the Caribbean.

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FINANCIAL DISCLAIMERS AND DEFINITIONS

Amounts reported in thousands or millions throughout this report are computed based on the underlying numbers in US dollars (USD). As a result, the sum of the components reported in the underlying numbers in USD may not equal the total amount reported in thousands or millions due to rounding. Certain columns and rows within tables may therefore not add up due to the use of rounded numbers. Percentages presented are calculated from the underlying numbers in USD.

To supplement our consolidated financial statements presented on International Financing Reporting Standards (IFRS) basis, we disclose certain non-IFRS financial measures (Alternative Performance Measures, APM), including, without being limited to, proportionate energy output numbers, proportionate revenues, and proportionate earnings before interest, taxes, depreciation and amortization (EBITDA) and earnings before interest, taxes, and amortization (EBITA), including percentages and ratios derived from those measures.

The difference between consolidated values and proportionate values is explained by the following pro-rata considerations:

| Project | Share considered to calculate consolidated values | Share considered to calculate proportionate values |
|-------------------------------------|---|--|
| Los Santos I, Mexico | 100% | 100% |
| Santa Rosa & Villa Sol, El Salvador | 100% | 100% |
| Neol CHP, Puerto Rico | 100% | 95% |
| Los Girasoles, Colombia | 100% | 100% |
| Planeta Rica, Colombia | 0% | 50% |
| San Patricio, Guatemala | 100% | 100% |

Both EBITDA and EBITA are commonly used performance indicators in the Company's industry. These APMs are not necessarily in accordance with generally accepted accounting principles stipulated by IFRS and should not be considered in isolation from or as a replacement for the most directly comparable IFRS financial measures. Furthermore, other companies may calculate these APMs differently than we do, which may limit the usefulness of those measures for comparative purposes.

Management uses supplemental APMs to evaluate performance period over period, to analyse the underlying trends in our business, to assess our performance relative to our competitors and to establish operational goals and forecasts that are used in allocating resources. In addition, management uses APMs to further its understanding of the performance of our operating projects and help isolate actual performance from adjustments required by accounting standards.

Please refer to Note 15 for an overview of the main differences between selected APMs and our consolidated group figures.

FORWARD-LOOKING STATEMENTS

Certain information and statements shared in this document, including financial estimates and comments about our plans, expectations, beliefs, or business prospects, and other information and statements that are not historical in nature, may constitute forward-looking statements under the securities laws. We make these statements based on our views and assumptions regarding future events and business performance at the time we make them.

We do not undertake any obligation to update these information and statements in the future. Forward-looking statements are subject to several risks and uncertainties, and actual results may differ materially from the results expressed or implied considering a variety of factors, including factors contained in our financial statements, filings, and other releases.

MPC ENERGY SOLUTIONS N.V.

MPC ENERGY SOLUTIONS IN BRIEF

MPCES was founded on 4 June 2020 as a Dutch public limited liability company incorporated in the Netherlands and governed by Dutch law. The Company is registered with the Dutch company register under the organization number 78205123, and its registered office is at Apollolaan 151, 1077 AR Amsterdam. MPCES has additional offices in Bogotá (Colombia) and Panama City (Panama).

The shares of the Company are listed on the Euronext Growth segment of the Oslo Stock Exchange under stock ticker MPCES (ISIN: NL0015268814).



Solar PV



Hybrid

LETTER TO THE SHAREHOLDERS

**Dear Fellow Shareholders,
Dear Readers,**

The past year continued to be a year of transformation for our company. Measures were successfully implemented to improve the operational performance of our projects, lower overhead costs and narrow our focus on core markets. We also continued to remove legacy liabilities and obligations from our balance sheet, an effort that already began in mid-2023 and is now concluded.

The overall financial result for 2024 for the most part reflects the progress that we have made.

OPERATIONAL PERFORMANCE

MPCES delivered 116 GWh of clean and affordable energy to clients in El Salvador, Mexico, Colombia and Puerto Rico. The energy output was 31% above the level of 2023, despite the fact that our combined heat and power plant in Puerto Rico, due to low energy demand from the off-taker, stopped operations for basically the entire financial year.

Following the significant increase in power generation, proportionate revenues rose to USD 12.8 million (+42% year-over-year). Thanks to an incredibly strong fourth quarter of 2024, we managed to beat the revenue guidance shared at the beginning of 2024 and revised during the Q3 2024 webcast.

Proportionate project EBITDA in 2024 were USD 7.9 million, which was not only an increase of 79% compared to 2023 in absolute terms, but also an improvement of the operating margin to 62% (2023: 49%). This improvement was in part driven by cost reduction measures and the higher top line, but also by the significantly reduced need to purchase electricity in the Colombian spot market, which lowered our operating profits in 2023 substantially.

CONSTRUCTION

In early 2024, we commenced construction of our largest project to-date: A 66 MWp solar PV plant in Guatemala called San Patricio. The project is expected to start delivering energy to a local off-taker in mid-2025, and construction is currently on time and in budget. The total equity investment made by MPCES is USD 8.5 million, of which we may recover a substantial portion in the short-term in case we decide to sell a stake in the project shortly before or after operations begin.

GROUP FINANCIALS

On a proportionate and consolidated basis, we delivered our strongest operating profit ever. Proportionate and consolidated group EBITDA were USD 4.3 million and USD 3.8 million, respectively. Both values reflect significant increases year-over-year, since proportionate and consolidated group EBITDA in 2023 were both negative. The significant increases were in part driven by a higher group revenue, but also by a reduction in overhead costs of 30% compared to 2023.



Despite these positive developments, we accounted for value reductions in some of our assets, e.g. those related to several discontinued development projects or legacy obligations which will prevent us from recovering the full value of our original investments. We start 2025 on a sound and solid basis, representing the true anticipated net asset value of our company. Consequently, we recorded non-cash impairment charges of USD 12.9 million in 2024, which were mainly related to projects in Puerto Rico and Colombia, and to a legacy investment in a US microgrid-developer.

Adjusted for these impairment charges, MPCES nearly managed to deliver a positive consolidated EBIT, falling slightly short by ending 2024 with negative USD 0.4 million instead. This marked, however, a significant improvement compared to the negative adjusted EBIT of USD 4.8 million in 2023.

FREE CASH POSITION

We continued to focus our portfolio on core markets and divested two projects in Puerto Rico in 2024. In addition, we started a divestment process for development and operational projects in Colombia, with the expectation to sell our projects in the country throughout 2025.

Furthermore, we substantially lowered our overhead spending year-over-year and saw first cash-back from our existing portfolio. Despite the significant investment made to fund construction in Guatemala and cover capital requirements in other projects, we managed to end the year with a free cash position of USD 4.2 million. Paired with additional cost reduction measures and an overall much lower run-rate and lack of additional capital commitments, our free cash position is more than sufficient to meet obligations in the foreseeable future.



OUTLOOK 2025

Starting from a proper basis in 2025, we have defined two main goals for the current financial year:

- (1) Continue to improve our free cash position by selling our projects in Colombia
- (2) Generate positive free cash flows from operations

The sales activities in Colombia are already underway and we are optimistic that we can close transactions in the course of 2025. A first step was already successfully done when we signed an agreement to sell a development project in Colombia in January 2025.

To support the second goal, we not only continue to improve the performance and costs structure of our existing portfolio but also introduced a new round of overhead cost reduction measures which were implemented in January of 2025 and will become visible from Q2 2025 onwards. The measures include limiting spending on external services and also led to a significant headcount reduction. In addition, we will be very selective with regards to our spending on new business opportunities.

For financial 2025, we aim to generate USD 12 million to USD 13 million in revenues (excluding any contribution from the Colombian projects, which represent an upside), project-level EBITDA of USD 9 million to USD 9.5 million, and group-level EBITDA of around USD 6 million to USD 6.5 million. In short, we intend to deliver another record year for MPC Energy Solutions.

18 April 2025

The Management Board of MPC Energy Solutions N.V.

Stefan H.A. Meichsner
Chief Financial Officer

Fernando Zúñiga
Managing Director

2024 RESULTS - SUMMARY

| in million USD unless stated otherwise | FY2024 | FY2023 |
|--|--------------|--------------|
| Installed capacity (MW, proportionate, cumulated) | 66 | 66 |
| Energy output*(GWh, proportionate, as generated) | 116 | 89 |
| Average revenue per MWh (USD) | 110 | 102 |
| Revenue (proportionate, project level) | 12.8 | 9.0 |
| EBITDA**(proportionate, project level) | 7.9 | 4.4 |
| EBITDA margin (proportionate, project level) | 62% | 49% |
| EBITA**(proportionate, project level) | 5.0 | 1.8 |
| EBITA margin (proportionate, project level) | 39% | 20% |
| Revenue (consolidated, group level) | 11.6 | 9.1 |
| EBITDA (consolidated, group level) | 3.8 | (0.7) |
| EBIT (consolidated, group level), adjusted for non-cash impairment charges | (0.4) | (4.8) |
| Total assets (consolidated, group level) | 123.6 | 123.1 |
| Equity ratio (consolidated, group level) | 41% | 56% |
| Free cash (excluding cash held in projects) | 4.2 | 14.8 |
| EPS (basic and diluted) | (0.78) | (0.38) |
| Adjusted EPS (basic and diluted)***, also see Note 25 | (0.13) | (0.38) |
| Cash flow from operations | (4.0) | (4.0) |
| Cash flow from investing activities | (26.1) | (0.3) |
| Cash flow from financing activities | 22.2 | 0.4 |
| FX translation differences | (0.2) | 0.1 |
| Total cash flow for the period | (8.1) | (3.8) |

Note: Rounding differences may occur.

* As generated, not including energy that was not generated but can be invoiced in line with contractual agreements.

** For the definition of EBITDA and EBITA, please refer to our financial disclaimers and definitions made at the beginning of the report.

*** Corrected for FX gains/losses and non-cash impairment charges.

In the fiscal year 2024, climate-related matters did not impact judgements or assessments made when preparing the APMs and financial statements. In general, the increased focus of the global community to fight climate change and to develop and implement more sustainable solutions, including the transition to clean energy sources, improves the overall market opportunities and environment of the Group. For further information, please refer to our ESG Report, outlining our goals, principles and focus areas with regards to our ESG activities.



ESG Report

www.mpc-energysolutions.com/sustainability/esg-resources

REPORT OF THE MANAGEMENT BOARD

OUR STRATEGY

MPC Energy Solutions is an independent power producer that covers the entire life cycle of renewable energy projects. It is our mission to deliver clean and affordable energy. For our generation, and for the generations to come.

We develop projects from greenfield stage, i.e. we either lease or purchase the land on which our power plants, transmission lines and substations will be built, secure long-term power purchase agreements with creditworthy off-takers that buy the energy we produce, and make sure that the project has all required permits to be operated. We arrange the financing and select turnkey contractors to construct the project. And, of course, we engage with local communities to make sure they reap the rewards of the energy transition. Acting locally is a key part of our business.

Once a project starts construction, we supervise the work of turnkey contractors to make sure plants are completed on time and within the agreed budget.

Afterwards, MPCES operates projects with a focus of staying invested for the long run, in some cases 25 or 30 years, or even more.

We focus our activities on countries in Central America and the Caribbean. With offices in Panama and Colombia, we have a dedicated and well-connected team on the ground helping us secure the best projects and establishing MPCES as a brand for renewable energy in the region. We selected Central America and the Caribbean as our investment focus for several reasons:

- + Countries in the region rely heavily on fossil fuels for their energy generation;
- + Governments have therefore sanctioned ambitious plans to transition the power generation base to renewable sources like wind and solar, which are underrepresented in the energy mix of many countries today;

- + In cases where countries have a large renewable base, this base is often undiversified, i.e. it relies on a single source of energy like hydropower;
- + Power prices in the region are often among the highest globally and compensate companies like ours for the risk we take when investing in projects in developing and emerging markets;
- + PPAs are commonly denominated in USD;
- + Strong appetite from local banks to finance the energy transition.

While solar photovoltaics (PV) plays a dominant role in Central America and the Caribbean, we also believe that storage technologies will play a major role in coming decades for energy infrastructure globally to stabilize existing power grids and extend the power curves of renewable energy sources.

Not only do we intend to expand our business in size, but we also want to make sure that each investment meets the financial return requirements expected by our shareholders.

To achieve this, we need to balance mid- and long-term growth with the ability to create value in the short run. We do so by focusing on partnering with companies early on and divest part of our projects once they are ready-to-build or during operations. After all, we do not need to own 100% in a project as long as we retain a majority. That way, we reduce our own exposure to the construction and operational risk, benefit from collecting development fees that compensate us for the development risk, while being simultaneously able to grow our asset base and take the advantages that come with having a highly scalable business model like ours.

FINANCIAL RESULTS

Project Performance

In 2024, five projects were delivering energy to power grids in Mexico, El Salvador, Puerto Rico and Colombia. The energy output, revenue and operating profits/cash flows from these projects are overall up significantly year-over-year, as we saw higher output and revenues combined with improved margins for most of our individual projects and the portfolio.

Project Performance – Proportionate Figures

| proportionate, in thousand USD | Energy output (GWh) | Revenue (project level) | EBITDA (project level) | EBITDA margin (project level) |
|--------------------------------------|------------------------|----------------------------|---------------------------|----------------------------------|
| FY2024 | 116.1 | 12.8 | 7.9 | 62% |
| FY2023 | 88.5 | 9.0 | 4.4 | 38% |
| FY2022 | 28.1 | 3.6 | 2.1 | 58% |
| Relative change 2024 vs. 2023 | +31% | +42% | +80% | - |

Note: Rounding differences may occur.

| | FY2024 | FY2023 | Change |
|---|---------------|--------------|-------------|
| Energy output (proportionate, GWh) | | | |
| Santa Rosa & Villa Sol, El Salvador | 38.4 | 36.4 | +5% |
| Los Santos I, Mexico | 34.6 | 33.1 | +5% |
| Los Girasoles, Colombia | 21.4 | 7.2 | +198% |
| Planeta Rica, Colombia | 20.2 | - | n/a |
| Neol CHP, Puerto Rico | 1.5 | 11.8 | -87% |
| Total | 116.1 | 88.5 | +31% |
| Revenue (proportionate, in thousand USD) | | | |
| Santa Rosa & Villa Sol, El Salvador | 4,260 | 2,809 | +52% |
| Los Santos I, Mexico | 3,951 | 3,626 | +9% |
| Los Girasoles, Colombia | 2,060 | 1,190 | +73% |
| Planeta Rica, Colombia | 1,230 | - | n/a |
| Neol CHP, Puerto Rico | 1,284 | 1,393 | -8% |
| Total | 12,785 | 9,018 | +42% |
| EBITDA (proportionate, in thousand USD) | | | |
| Santa Rosa & Villa Sol, El Salvador | 3,568 | 2,313 | +54% |
| Los Santos I, Mexico | 2,744 | 2,230 | +23% |
| Los Girasoles, Colombia | 545 | (754) | n/a |
| Planeta Rica, Colombia | 518 | - | n/a |
| Neol CHP, Puerto Rico | 522 | 593 | -12% |
| Total | 7,896 | 4,382 | +80% |

| | FY2024 | FY2023 | Change |
|-------------------------------------|------------|------------|--------|
| EBITDA margin | | | |
| Santa Rosa & Villa Sol, El Salvador | 84% | 82% | |
| Los Santos I, Mexico | 69% | 61% | |
| Los Girasoles, Colombia | 26% | (63%) | |
| Planeta Rica, Colombia | 42% | - | |
| Neol CHP, Puerto Rico | 41% | 43% | |
| Total | 62% | 49% | |

El Salvador: Our solar PV plant Santa Rosa & Villa Sol displayed very good performance, with energy output and revenue up 5% and 52% year-over-year, respectively, while continuing to operate at a high EBITDA margin of 84%. Given the fact that the plant was temporarily unavailable due to a transformer error in Q3/2024, we expect the project to deliver higher top line numbers in 2025 as energy prices in the country continue to remain at all-time highs.

Mexico: Los Santos I, a solar PV plant we acquired in early 2022, generated 34.6 GWh in 2024 (2023: 33.1 GWh), corresponding to revenues of USD 4.0 million and EBITDA of USD 2.7 million. Both values represent an increase compared to 2023 (with revenues of USD 3.6 million and EBITDA of USD 2.2 million, respectively), mainly driven by technical improvements made to the plant since we took over ownership and first signs of reduced operating spending. We are currently in the process of implementing steps to optimize the project's capital structure and continue to lower the project's operating costs.

Colombia: Our two solar PV projects Los Girasoles and Planeta Rica (the latter is a 50:50 joint venture) did not reach their full operational potential in 2024. For both plants, the module tracker systems were not fully commissioned and, consequently, production from both projects was below our expectations. At the end of 2024, the tracker systems were fully installed and should allow for a significant increase in output in 2025. A challenge remains the need to purchase energy in the spot market at times when our project Los Girasoles does not provide sufficient energy to cover its delivery obligation, which – given the high spot prices in the market – is expected to keep the plant's operating profit below original expectations. Nonetheless, especially the bottom line of Los Girasoles saw a significant improvement year-over-year given the overall lower need to trade in the spot market.

Puerto Rico: The production of our combined heat and power (CHP) plant Neol CHP in Puerto Rico was put on hold in the middle of 2024 and we subsequently sold the equipment at the end of 2024. MPCES will collect a total sales price of USD 3.8 million for its 95% stake, of which USD 2.8 million have already been received. The deferred payment of USD 1.0 million is secured by an irrevocable letter of credit and will be collected latest by the end of October 2025.

Construction Progress in Guatemala

We commenced construction of our largest project to-date, the 66 MWp solar PV plant San Patricio in Guatemala, in early 2024. Once completed, the project will deliver clean and affordable energy to the IMSA Group, one of the largest processors of sugar cane and manufacturer of refined sugar in Central America.

By the end of 2024, essential works such as site clearing, fencing, internal road construction and building the PV module substructures had already mostly been completed and the module installation was well underway.

Meanwhile, the off-taker of the energy produced by the plant, is building a substation on the land plot next to our site which will be the delivery point for our project.

As of today, construction of the project is on time and within budget, and we expect a timely connection to the power grid and the delivery of first power by the end of the first half of 2025.

Development Backlog

MPCES only conducted limited development during the year 2024 as part of its cost reduction efforts. Activities in that area were mainly focused on identifying new projects in our core markets El Salvador, Guatemala and Panama, and laying the groundwork for future development. Our teams located available plots and interconnection points and investigated commercial opportunities in the region by speaking to potential off-takers.

Meanwhile, projects in Colombia and Jamaica were abandoned for commercial and strategic reasons.

Energy prices in the region remain high, offering opportunities for both IPPs like MPCES, industrial clients and power utilities to sign long-term PPAs with predetermined conditions, allowing for predictability and security for producers and consumers. With the appropriate funding, the pipeline of projects (around 100 MW) could achieve greater maturity rapidly and allow for new ready-to-build projects as early as 2026.

Corporate Overhead Costs

We started implementing measures in late 2023 to reduce overhead spending in 2024. Consequently, overhead spending was reduced by 30% year-over-year.

| in thousand USD | FY2024 | FY2023 | Change |
|-------------------|----------------|----------------|--------------|
| Employee expenses | (1,641) | (1,948) | (16%) |
| Other overhead | (1,964) | (3,164) | (38%) |
| Total | (3,605) | (5,112) | (30%) |

Note: Rounding differences may occur.

Additional savings potential was identified, and the Company will implement these during 2025 with the aim to save another USD 1.0 million compared to 2024.

Free Cash Position

We define free cash as funds available for immediate deployment for project investments, project development and group overhead. This figure excludes cash available in our project companies as well as cash deposited as collateral to secure project-related bank guarantees or energy trading activities.

| in thousand USD | 31.12.2024 | 31.12.2023 |
|--|--------------|---------------|
| Consolidated group cash position | 12,415 | 20,483 |
| Restricted deposits | (635) | (1,991) |
| Cash held in consolidated project entities | (7,580) | (3,721) |
| Free cash position of the group | 4,200 | 14,771 |

Note: Rounding differences may occur.

During the first half of 2024, we fully funded our solar PV project San Patricio in Guatemala. As of today, MPCES has invested USD 8.5 million in the project to finance development and construction equity. USD 8.1 million of that amount was deployed into the project entity since 1 January 2024, significantly reducing our free cash position year-over-year.

At the end of the year, MPCES received a payment of USD 2.8 million related to the sale of its project in Puerto Rico, as well as distributions from operating projects, increasing the free cash position by year-end to USD 4.2 million.

OUTLOOK 2025

MPCES has initiated several key initiatives and defined milestones for the current financial year. The following are driving our Company's activities in 2025:

- + Connecting San Patricio (Guatemala) to the power grid on time by mid-2025
- + Selling our Colombian projects Los Girasoles and Planeta Rica
- + Reducing spending on overhead and development compared to 2024

Provided these initiatives can be implemented as planned, MPCES will have a core operational portfolio of three projects: San Patricio (Guatemala), Santa Rosa & Villa Sol (El Salvador) and Los Santos I (Mexico), which combine for a total installed capacity of 103 MW.

While the projects in Mexico and El Salvador will be fully operational through 2025, the project in Guatemala is only expected to contribute during the second half of the year following its successful grid connection. We project the following key metrics for 2025:

| Proportionate values, in million USD unless stated otherwise | Projection 2025 | Actual 2024 |
|--|-----------------|-------------|
| Energy output (GWh) | 140 to 145 | 116 |
| Revenue | 12.0 to 13.0 | 12.8 |
| Project EBITDA | 9.0 to 9.5 | 7.9 |
| Group EBITDA | 6.0 to 7.0 | 4.3 |

Note: Rounding differences may occur.

This projection does not consider any contributions from our Colombian projects at all, even though a sale might ultimately not be concluded for a few months. Consequently, results from these plants - until MPCES passes on ownership - present an upside which we have not factored into our projections.

Once all three plants are fully operational for a whole year in 2026, total output and revenues are expected to increase to 220 GWh and USD 16.5 million, respectively, with proportionate EBITDA to reach between USD 12.5 million and USD 13.0 million, and Group EBITDA close to around USD 10.0 million.

MARKET OUTLOOK

Global Economic Outlook

The International Monetary Fund (IMF) expects economic growth globally to remain stable, yet underwhelming, at 3.2% in 2025. While the IMF has increased its outlook for the USA, it has revised its projections for the largest European countries downwards. For developing and emerging countries, notable changes and shifts in economic growth rates are expected from regions suffering from conflicts, civil unrest and extreme weather events like the Middle East, Central Asia and several African nations, to Asian economies benefitting from the demand for and investments in semiconductors, electronics and artificial intelligence.

According to the IMF, cyclical imbalances have eased since the beginning of 2024, leading to a better alignment of economic activity with potential output in major economies. This adjustment has brought inflation rates across countries closer together and on balance has contributed to lower global inflation and, consequently, the expectations that interest rate will decrease step-by-step in 2025 and 2026.

Renewable Energy Markets

Investments in renewable energy and energy transition infrastructure, including capital deployment in different storage technologies, is expected to see continued growth in 2025 and in the years after, driven by rising costs and insecure supply chains for fossil-based alternatives as well as commitments and policies in many countries to contribute and achieve a net-zero future. Demand for clean and affordable energy is increasing, and conditions and frameworks for the industry are continuously improving. In addition, the need for securing long-term energy price stability is key to off-takers in the utility, commercial and industrial sector, which positively drives the market for long-term power purchase agreements (PPAs) and competitive auctions.

The push towards building an infrastructure for clean and affordable energy remains intact. Not only to bring down emissions, but also because the economic case for mature clean technologies like solar photovoltaic (PV) is strong. According to the IEA, more than USD 1 billion is spent every day on the deployment of solar technology, and manufacturing capabilities for PV modules and storage systems are expanding fast.

In the coming decades, solar PV and wind are set to dominate power capacity additions. They do so because they are now the cheapest new sources of electricity in most markets, widely available and enjoy policy support in over 140 countries, including the countries in which MPCES operates. Solar PV capacity additions alone are expected to rise to at least 500 GW per year in 2030 (for comparison: 447 GW were added in 2023).

The continued deployment and integration of renewable energy, especially in developing nations, largely depends on proper regulatory frameworks for the permitting and licensing of new projects, and continued investments in ramping up and modernizing power grids and connections.

Market Dynamics in Latin America and the Caribbean

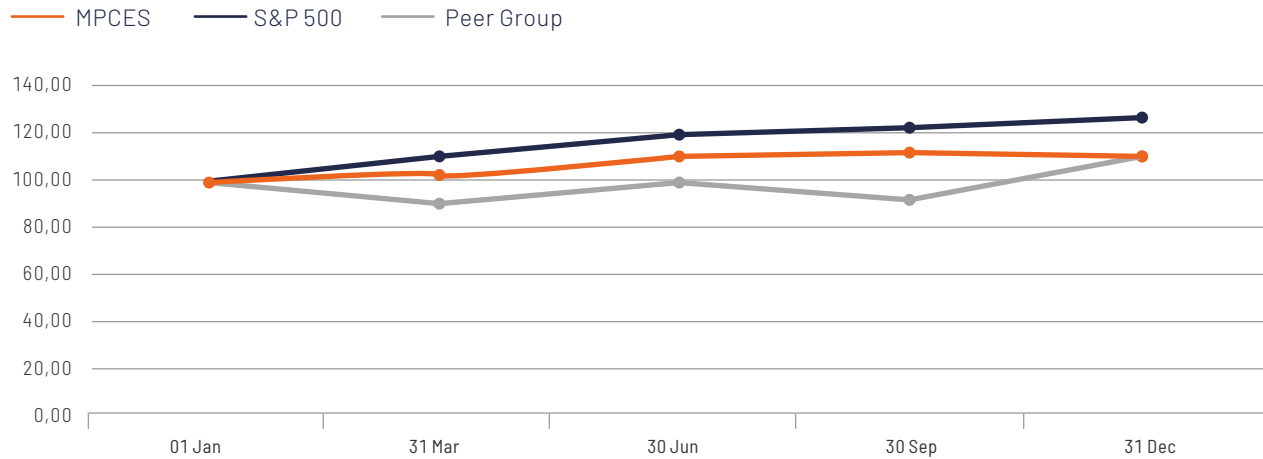
The market for deploying renewable energy assets in Latin America and the Caribbean remains highly attractive. In many countries fossil resources like oil, gas and coal are not available at all or in comparatively small amounts, forcing countries to rely on importing expensive fossil fuels. At the same time, renewable energy resources are abundantly available, making the installation of solar plants and wind turbines (onshore and offshore along the coastlines) a highly relevant opportunity.

And yet, the installed power capacity is to this day either dominated by fossil fuels (e.g. diesel generators powering Caribbean islands) or represented by undiversified renewable sources such as hydro power, which in times of low rainfall and droughts leads to high prices and power shortages. Spot prices for electricity in our core markets El Salvador, Guatemala and Panama constantly traded above USD 100 per MWh during 2024, a significant increase compared to previous years.

Governments across the region are determined to transition from fossil fuels to renewable sources, and to diversifying the existing renewable base. MPCES, with its long history in the region and recognized track record, is well-positioned to be a reliable partner for these efforts.

OUR STOCK

The Company's stock has been traded in the Growth Segment of the Oslo Stock Exchange since 22 January 2021 (Ticker: MPCES; ISIN: NL0015268814). The table below presents the indexed stock price and appropriate benchmark developments in 2024 (1 January 2024 = 100).



| 1 January 2024 = 100 | 01/01/24 | 31/03/24 | 30/06/24 | 30/09/24 | 31/12/24 |
|----------------------|----------|----------|----------|----------|----------|
| MPC Energy Solutions | 100 | 103 | 114 | 116 | 90 |
| Peer Group* | 100 | 89 | 98 | 94 | 90 |
| S&P 500 | 100 | 111 | 119 | 122 | 125 |

* Peer Group includes Scatec, Neoen, Cloudberry, PNE, Energiekontor, Acciona Energia and 7c Solarparken.

The values in the chart correspond to the values and dates shown in the table. MPCES outperformed its selected peers for the most part of 2024, but was negatively impacted by the expected write-offs on its project in Puer to Rico and lowered guidance shared with the Q3 2024 results. That guidance was beaten thanks to a much stronger than expected fourth quarter 2024.

RISK FACTORS

The Group is exposed to a variety of risks which may or may not materialize and could potentially have an adverse effect on the Group's business and prospects. It is considered practically impossible to generate risk-free profits systematically and sustainably, as risks are part of every company's business activity. Therefore, identifying and mitigating risks is among the most important entrepreneurial duties.

The Management Board aims to ensure that the Company has sound internal controls and systems for identifying, assessing and managing risks in an appropriate manner and in relation to the extent and nature of the Company's objectives and activities.

As part of its risk assessment, the Company determines an acceptable level of risk. Risks exceed the Group's risk appetite if:

- + They threaten the Company's continuity;
- + They threaten the Company's reputation in the field of compliance and integrity;
- + They have a significant impact on the Company's revenues or a material impact on the Company's profitability;
- + They are potentially related to fraud.

The Group considers all known risks and takes appropriate actions to mitigate the potential impact. Fully mitigating a risk may not always be desirable, as the Company also takes opportunities associated with identified risks into account.

Market and Off-Taker Risk

MPCES generates most of its revenue by selling energy from its operating power plants to off-takers or the energy spot markets. Therefore, the Group's business, financial position, operating result and cash flows are affected by changes in energy prices and/or an off-taker's ability to meet obligations towards MPCES. As a result, market risk mainly relates to the development in energy prices in the markets MPCES operates in, and from the credit risk associated with selling energy to particular off-takers under long-term power purchase agreements. There can be no assurance that all public, corporate and private off-takers meet their obligations towards MPCES. In addition, price volatility in the energy market or other events outside of the control of power purchasers may excuse off-takers from fulfilling their obligations.

MPCES is consciously and actively conducting its business in developing and emerging markets and, as such, is comfortable with taking market and off-taker risks common for such countries. We undertake elaborate steps to mitigate such risks, however, by conducting careful due diligence during the pre-closing process for any power purchase agreement, and by monitoring the credit risks associated with individual off-takers on a continuous basis. In addition, diversification is a key mitigation factor to (a) reduce the dependence for income on an individual off-taker and (b) manage the risks associated

with a specific energy market. As the developments related to our project in Puerto Rico has shown, this risk cannot always be adequately mitigated if off-takers, the group's backing them or even entire industrial sectors in an area are greatly affected. MPCES attempts to further mitigate the risk of off-taker defaults through a variety of mechanisms, including, without being limited to, requesting off-takers to cover payments for energy supply with bank guarantees.

Further growth of the business will, despite the large development backlog MPCES has created, depend on several factors such as availability of new projects, governmental permits and approvals, access to competitive financing, price developments for alternative energy sources, as well as changes to the regulatory framework in the relevant markets the Group operates in.

Development, Construction and Operational Risk

MPCES develops, builds, owns and operates energy assets throughout Latin America and the Caribbean. As a full-cycle independent power producer (IPP), the Company is exposed to risks associated with the execution of the project development backlog, securing financing for projects, managing construction and completion of a project, and operating an asset for up to 30 years and more.

Development risk mainly originates from uncertainty with regards to successfully bringing a project to the ready-to-build stage. During this phase, land for the project needs to be secured, environmental impact assessments and grid connection studies need to be completed and permits from a variety of communal/municipal agencies and governmental bodies need to be obtained. Not all projects that MPCES starts developing will ultimately become construction-ready. To mitigate development risk, the Company employs a development team with extensive knowledge of how to successfully develop projects in the region. Additionally, MPCES carefully selects potential projects and conducts pre-assessments on relevant criteria. In addition, MPCES performs development activities in several countries simultaneously and further diversifies its development activities within a country to ensure that a project for which development cannot be continued is quickly replaced by a new opportunity from the pipeline.

Construction risk is related to building power plants within the anticipated time, budget and quality. Potential delays during construction can, for example, result from equipment delivery delays or unfavourable weather conditions. Planned capital expenditures for a project might increase during construction due to delays, changes in material costs or the scope of a project, as well as from potential penalties when contractually agreed dates to delivery energy to an off-taker or to the power grid are not met on time. Such delays may also be the result of third-party construction activities (e.g. a new or retrofitted substation) over which MPCES has no control, but which ultimately impact the ability of our renewable energy project to connect to the required power grid. The legal recourse MPCES has for such delays may be limited or non-existent.

Quality risk is associated with potential losses from poor quality during construction. MPCES very closely manages all aspects of a project under construction. Construction progress, spending and quality is constantly monitored and reported to the senior management of the Company, allowing for quick responses to any arising risk. Contingencies are commonly factored into a project's time schedule and budget to pre-empt any issue that might occur during the construction phase.

Operational risk is associated with the operational phase of a project, i.e. during the lifetime of a project after it has commenced commercial operations. Operational risks include, without being limited to, adverse weather and resource volatility, mechanical breakdowns, spare part shortages, or failure to perform in accordance with specifications. While operational risks are usually insured by the Group through a third party, there is no assurance that all operational risks are borne by the insurer or that such parties will meet their obligations. In addition, the availability of insurance on commercially reasonable terms is not guaranteed for all projects.

Financial Risks

Throughout its business, the Company is exposed to currency risks, interest rate risks, credit risks, fraud risk and liquidity risks. Such financial risks have become more difficult to assess and predict during times of high inflation and rising interest rates. The effect of changes in key macroeconomic factors may have an impact on the Company's future cash flows.

The Company is exposed to currency risk when it conducts business activities in currencies different from its functional currency (USD). Currently, foreign currencies MPCES regularly trades in include the Euro and Colombian Peso, the Mexican Peso, the Guatemalan Quetzal, and to an insignificant extent in the Danish Krone and Norwegian Krone. Where appropriate and commercially viable, the Company might actively hedge the currency exposure. However, a significant majority of the Company's activities are conducted in USD, and both capital expenditure as well as income from power purchase agreements are predominantly denominated in USD, removing the currency risk in some cases altogether.

Interest rate risk is commonly related to debt financing for projects that include a variable base rate to determine the debt costs of a project. MPCES typically tries to remove such risks by either agreeing to fixed interest rates or by implementing interest rate swaps to fix variable rates, or by agreeing to floor and cap interest rates during a debt instrument's tenor. The decision of whether to mitigate and remove risk exposure to variable rates is done on a project-by-project basis. Since projects are commonly financed on a non-recourse basis, negative impacts on project level, should they occur, usually do not directly impact other areas of the Group's business activities. As of today, only two projects of MPCES, one in El Salvador and one in Guatemala, are exposed to variable base rates (SOFR). A change of SOFR of +/- 100 base points on the current debt balance as of 31.12.2024 with variable rate exposure (USD 42.5 million) would increase or decrease interest rates expenses related to these loans by around USD 0.4 million per annum.

Credit risk, as mentioned in the section Market and Off-Taker Risk, is associated with an off-taker or other contractual party to not meet its financial obligations to MPCES under existing agreements. Credit risk is assessed by the Company before such a contractual agreement is entered into, and credit risk is monitored throughout the business relationship.

We define fraud risk as the risk of suffering financial damage and loss from fraudulent payments, the misappropriation of funds, accounting and payroll fraud, among others. The Company has policies and processes in place that help prevent and detect fraud, among them guidelines stipulating limits of authority for signing and/or approving contracts, invoices, and payments. MPCES has implemented a strict four-eye principle, conducts regular and ad-hoc reviews of internal approvals, closely monitors payments and generally limits access to areas and procedures with relatively high fraud risk potential in accordance with a need-to-know and need-to-access policy. In addition, external advisors are engaged to ensure compliance with laws and regulations, e.g. concerning tax and accounting.

Finally, liquidity risk describes the risk of MPCES running out of financial resources to fund its business and meet its obligations, be it only short-term or for a sustained period. The Management Board of MPCES closely monitors its liquidity and performs short-term and long-term liquidity planning both on a corporate level and project / portfolio level to identify potential shortfalls and necessities for actions.

The Company acknowledges that not all financial risks can be mitigated or eliminated in full and therefore conducts systemic monitoring of any residual risks.

Regulatory, Political, Legislative and Legal Risks

The Company develops, owns and operates assets in several jurisdictions throughout Latin America, and the Group's business is subject to international and national laws and regulations applied by governments and governmental agencies. Such risks include, without being limited to, the ability to obtain licenses, permits, approvals, securing guarantees, changes to taxation and other laws and regulations. Regulatory bodies may exercise considerable discretion in matters of, for instance, interpreting and enforcing applicable laws, standards and regulations or restrict the transfer of capital to other countries.

Commercial practices as well as legal and regulatory frameworks differ significantly between jurisdictions and are subject to change at any time. As a result, it may be difficult to ensure compliance with changes in regulatory requirements in jurisdictions where the Company operates, and this can negatively impact the Group's operations, business, financial performance and prospects. The Company intends to mitigate political risk in emerging markets through, for example, relationships with local governments and regulatory bodies and partnerships with development banks as project finance lenders. In addition, political and legal risk is addressed by diversifying the exposure to individual countries.



Environmental, Social and Governance (ESG) Risk

ESG risks relate to climate change impact mitigation and adaptation, environmental management practices, working and safety conditions, respect for human rights, gender diversification, anti-bribery and anti-corruption practices, and compliance to relevant laws, regulations and best-practice guidelines.

Together with external advisors and by ensuring sufficient internal resources, the Company assesses and manages these risks by implementing rigid internal guidelines and conducting regular trainings for its employees. The Company emphasizes a zero-tolerance for risks related to, for example, bribery, corruption, health, safety, and the environment, and is providing whistleblower and grievance channels to enable reporting of any matters violating the Company's policies as well as potential conflicts of the Company's activities with local laws and regulations.

Personnel Risk

The continued progress of the Company depends heavily on the knowledge, experience, and network of key personnel as well as access to new talent. As such, MPCES only accepts a low-risk appetite with respect to personnel risks, i.e. the inability to hire and retain key talent.

Personnel risk mitigation procedures include pre- and post-hire preparations, routine employee development reviews, and a methodical expansion of internal resources for business-critical processes.

IT Risk

The Company uses information technology (IT) systems to communicate with and monitor its assets, and the assets rely on IT systems for their operations. The Company purchases IT services, including cloud-based services, from third parties that have safety measures in place for its systems. There can be no assurance that any of the measures will not be circumvented in the future, or that the Company will be able to successfully identify and prevent cybersecurity issues in the future. Any disruption, failure or security breaches of the Company's systems could disrupt the Company's operations and result in decreased performance, mitigation costs, downtimes and data loss. The Company purchases IT services from third parties that offer comprehensive security strategies that closely matches the Company's business objectives, with an aim to reduce IT risks to an absolute minimum.

Improvements on the Risk Management System

The Company regularly reviews its methodology of risk management to check whether it meets the current needs and requirements of the Management Board. As part of this review, MPCES evaluates its internal controls and systems for risk management and updates them where needed and encourages employees to actively contribute to the improvement of the Company's risk management system and policies.

RESEARCH AND DEVELOPMENT

There were only limited research activities in the fiscal year 2024 related to market research and expenses for power price predictions in various countries.

Development activities related to renewable energy projects were mainly conducted in Panama, Guatemala, El Salvador, Jamaica, and the Dominican Republic during the fiscal year 2024.

Please refer to the notes to the consolidated financial statements for further explanations on our accounting policies concerning research and development activities.

Assessing whether going concern is the correct presumption requires judgement by the Management Board on different matters concerning the Company's ability to continue its operations in the future. This judgement is based on the financial position of the Company, the Company's existing operational projects, projects under construction and the project development backlog, business opportunities and financial projections. Since the Company is not yet generating positive cash flows, the uncertainty of maintaining sufficient liquidity to support the going concern assumption has been assessed. Based on internal financial projections and preparations made to secure additional funding from external sources (asset sales, equity and debt), as well as the fact that the Company has currently no long-term debt on corporate level, the Management Board currently sees no significant risk materializing from this uncertainty.

MANAGEMENT BOARD

As of 31 December 2024, the Group's Chief Financial Officer (CFO), Stefan H.A. Meichsner, and the Group's Managing Director for Central America and the Caribbean, Fernando Zuñiga, were the only members of the Management Board. Mr. Zuñiga was appointed to the position by the General Meeting on 20 August 2024.

EVENTS AFTER THE REPORTING DATE

In January 2025, MPCES signed an agreement to sell one of its solar PV development projects in Colombia. The closing of the transaction is subject to customary closing conditions, which are expected to be finalized in Q2 2025. We expect total cash receipts from the sale, including the release of a cash deposit to secure an interconnection guarantee, to be around USD 0.9 million, which have partially already been collected.

GOING CONCERN

In preparing the consolidated and company-only financial statements, the Management Board is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease its operations.

RESPONSIBILITY STATEMENT

We confirm that, to the best of our knowledge, the consolidated and Company financial statements presented in this annual report have been prepared in accordance with IFRS as adopted by the European Union and also comply with the financial reporting requirements included in Part 9 of Book 2 of the Dutch Civil Code, and give a true and fair view of the assets, liabilities, financial position and profit and loss of the Company and the undertaking included in the consolidation as a whole.

We also confirm, to the best of our knowledge, that our report includes a fair review of the development and performance of the business and the position of the Group and a description of risks and uncertainties.

18 April 2025
The Management Board of MPC Energy Solutions N.V.



Stefan H.A. Meichsner
Chief Financial Officer



Fernando Zúñiga
Managing Director

REPORT OF THE SUPERVISORY BOARD



GOVERNANCE

In fiscal year 2024, the Supervisory Board fully and unrestrictedly executed its rights following law, regulations, and rules of procedure. The Supervisory Board had five members and convened ten times, while continuously monitoring and advising the Management Board of the Company. In August 2024, Dr. Philipp Lauenstein, Chief Financial Officer of MPC Capital AG, the Company's largest shareholder, joined the Supervisory Board. He replaced the former representative of MPC Capital Group, Dr. John Benjamin Schroeder, who had served on the Supervisory Board since September 2022.

The Management Board fulfilled its reporting obligations to the Supervisory Board and in a timely and comprehensive manner informed the Supervisory Board on the operational and financial situation of the Company. The chairman of the Supervisory Board was also briefed by the management in-between Supervisory Board meetings. Before Supervisory Board meetings, the management sent detailed reports and information to the individual board members to allow them to prepare for the meetings and conduct an adequate and thorough discussion on matters that required advice and/or approval.

The Supervisory Board assessed the risk management and compliance procedures of the Company and concluded that these match set requirements. Decisions that had a significant impact on the Company and its business were brought before and discussed on the Supervisory Board, and, in cases required by law, regulation or rules of procedure, the Supervisory Board gave its approval. Such approvals were based on assessed information and discussions during Supervisory Board meetings.

Among others, approvals given by the Supervisory Board involved decisions for the following matters:

- + Start of construction in Guatemala;
- + Divestment of an operational project in Puerto Rico;
- + Intention to divest projects in Colombia;
- + Overhead reduction measures and budget for 2025.



AUDIT OF THE FINANCIAL STATEMENTS

EY Accountants B.V. (E&Y) was appointed the auditor of the Group’s consolidated financial statements by resolution of the General Meeting on 18 April 2024 and mandated accordingly by the Supervisory Board.

E&Y audited the consolidated financial statements of the Group and the financial statements of the Company and issued an unqualified audit opinion. The consolidated financial statements of the Group and the financial statements of the Company were prepared in accordance with IFRS as adopted by the European Union and comply with the financial reporting

requirements included in Part 9 of Book 2 of the Dutch Civil Code. E&Y conducted the audit in accordance with Dutch Law and the Dutch Standard on Auditing. The audit results report prepared by E&Y for fiscal year 2024 was provided to all members of the Supervisory Board and enabled the Supervisory Board to fulfil its auditing and supervisory duties in full.

The auditor provided a comprehensive report on the findings of its audit and was available to answer additional questions of the Supervisory Board in a meeting. On 18 April 2025, following a detailed review and examination, the Supervisory Board approved the consolidated financial statements of the Group and the financial statements of the Company for the year ended 31 December 2024.

18 April 2025
The Supervisory Board of MPC Energy Solutions N.V.

Ulf Holländer
(Chairman)

Dr Philipp Lauenstein

Kathryn Baker

Ellen Hanetho

Kjell Roland

CONSOLIDATED FINANCIAL STATEMENTS

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Consolidated Statement of Financial Position

for the financial year ended 31 December
(before appropriation of results)

| In thousand USD | Notes | 31.12.2024 | 31.12.2023 |
|-------------------------------------|--------|----------------|----------------|
| Intangible assets | 1 | 16,455 | 18,198 |
| Property, plant and equipment | 2 | 76,270 | 62,313 |
| Right-of-use assets | 3 | 1,435 | 1,810 |
| Investments in joint ventures | 4 | 6 | 367 |
| Financial assets | 5 | 4,000 | 14,191 |
| Deferred tax assets | 13 | 448 | - |
| Non-current assets | | 98,614 | 96,879 |
| Trade and other receivables | 7 | 4,292 | 5,534 |
| Current tax receivables | 7, 24 | 733 | 35 |
| Prepayments and accrued income | | 127 | 167 |
| Cash and cash equivalents | 8 | 12,415 | 20,483 |
| Current assets | | 24,977 | 26,219 |
| Assets held for sale | 6 | 7,410 | - |
| Total assets | | 123,586 | 123,098 |
| Shareholders' equity | | 50,235 | 69,285 |
| Non-controlling interest | | - | 149 |
| Equity | 9 | 50,235 | 69,434 |
| Project finance loans | 11 | 63,626 | 40,729 |
| Lease liabilities | 12 | 1,584 | 1,851 |
| Deferred tax liabilities | 13 | 1,169 | 3,307 |
| Provisions | 10 | 298 | 173 |
| Non-current liabilities | | 66,677 | 46,060 |
| Trade and other payables | 14, 26 | 3,522 | 2,960 |
| Current tax payables | 14, 24 | - | 909 |
| Project finance loans | 11 | 2,981 | 3,107 |
| Lease liabilities | 12 | 60 | 226 |
| Provisions | 10 | 111 | 267 |
| Accruals and deferred income | | - | 135 |
| Current liabilities | | 6,674 | 7,604 |
| Total equity and liabilities | | 123,586 | 123,098 |

Note: Rounding differences may occur.

Consolidated Income Statement

for the financial year ended 31 December

| in thousand USD unless stated otherwise | Notes | FY2024 | FY2023 |
|--|-------|-----------------|----------------|
| Revenue | 15 | 11,623 | 9,092 |
| Cost of sales | 16 | (4,180) | (4,690) |
| Employee expenses | 17 | (1,641) | (1,948) |
| Other operating expenses | 18 | (1,964) | (3,164) |
| Depreciation, amortization, and impairment charges | 19 | (17,124) | (6,965) |
| Operating income | | (13,286) | (7,675) |
| Gain from bargain purchases | 20 | - | 143 |
| Other income and expenses | 21 | (744) | (994) |
| Financial result incl. foreign currency effects | 22 | (3,669) | 355 |
| Share of result of joint ventures | 23 | (38) | (1,676) |
| Profit / loss before income tax | | (17,736) | (9,847) |
| Income tax expenses | 24 | 337 | 1,345 |
| Net profit / loss for the period | | (17,400) | (8,502) |
| Attributable to common equity holders of the Company | | (17,470) | (8,486) |
| Attributable to non-controlling interest | | 70 | (16) |
| Weighted average shares outstanding | | 22,250,000 | 22,250,000 |
| Basic EPS, in USD | 25 | (0.78) | (0.38) |
| Diluted EPS, in USD | 25 | (0.78) | (0.38) |

Note: Rounding differences may occur.

Consolidated Statement of Comprehensive Income

for the financial year ended 31 December

| in thousand USD | Note | FY2024 | FY2023 |
|--|------|-----------------|----------------|
| Profit/loss for the period | | (17,400) | (8,502) |
| Other comprehensive income that will be reclassified to profit and loss in subsequent periods: | | | |
| Foreign currency effects, net of taxes | | (1,578) | 2,752 |
| Net other comprehensive income that will be reclassified to profit and loss in subsequent periods, net of tax | | (1,578) | 2,752 |
| Other comprehensive income that will not be reclassified to profit and loss in subsequent periods: | | | |
| Net gain/loss on equity instruments designated at fair value through other comprehensive income | | - | (160) |
| Net other comprehensive income that will not be reclassified to profit and loss in subsequent periods, net of tax | | - | (160) |
| Other comprehensive income for the period, net of tax | | (1,578) | 2,592 |
| Total comprehensive income for the period, net of tax | | (18,978) | (5,910) |
| Attributable to common equity holders of the Company | | (19,048) | (5,894) |
| Attributable to non-controlling interest | | 70 | (16) |

Note: Rounding differences may occur.

Consolidated Statement of Changes in Equity

for the financial year ended 31 December

| in thousand USD | Share capital | Other capital reserves | Legal reserves | Retained losses | Equity attributable to the equity holders of the Company | Non-controlling interest* | Total equity |
|--|---------------|------------------------|----------------|-----------------|--|---------------------------|-----------------|
| Equity as of 1 January 2024 | 2,729 | 81,734 | 2,687 | (17,865) | 69,285 | 149 | 69,434 |
| Profit/loss for the period | - | - | - | (17,470) | (17,470) | 70 | (17,400) |
| Other comprehensive income | - | - | (1,578) | - | (1,578) | - | (1,578) |
| Total comprehensive income for the period | - | - | (1,578) | (17,470) | (19,048) | 70 | (18,978) |
| Dividend distribution | - | - | - | - | -- | (220) | (220) |
| Equity as of 31 December 2024 | 2,729 | 81,734 | 1,109 | (35,335) | 50,235 | - | 50,235 |

Note: Rounding differences may occur.

| in thousand USD | Share capital | Other capital reserves | Legal reserves | Retained losses | Equity attributable to the equity holders of the Company | Non-controlling interest* | Total equity |
|--|---------------|------------------------|----------------|-----------------|--|---------------------------|----------------|
| Equity as of 1 January 2023 | 2,729 | 81,734 | (65) | (9,219) | 75,179 | 165 | 75,344 |
| Profit/loss for the period | - | - | - | (8,486) | (8,486) | (16) | (8,502) |
| Other comprehensive income | - | - | 2,752 | (160) | 2,592 | - | 2,592 |
| Total comprehensive income for the period | - | - | 2,752 | (8,646) | (5,894) | (16) | (5,910) |
| Equity as of 31 December 2023 | 2,729 | 81,734 | 2,687 | (17,865) | 69,285 | 149 | 69,434 |

Note: Rounding differences may occur.

* Please also refer to our disclosure on business combination in the section on accounting policies in this report for details on the non-controlling interest reflected in the statement of changes in equity.

Consolidated Statement of Cash Flows

for the financial year ended 31 December

| in thousand USD | Notes | FY2024 | FY2023 |
|--|--------|-----------------|----------------|
| Profit / loss before income tax | | (17,736) | (9,847) |
| Depreciation, amortization, and impairment charges | 19 | 17,124 | 6,965 |
| Gain from bargain purchases | 20 | - | (143) |
| Adjustments to working capital | | (1,536) | 739 |
| - net changes in current assets | | 141 | (2,231) |
| - net changes in current liabilities | | (1,677) | 2,970 |
| Financial result (incl. share of result from joint ventures) | 22, 23 | 3,707 | 1,321 |
| Interest received | | 132 | 76 |
| Interest paid | | (3,749) | (2,762) |
| Income tax paid | | (1,900) | (299) |
| Cash flow from operating activities | | (3,959) | (3,950) |
| Investments in property, plant and equipment | 2 | (23,926) | (7,664) |
| Divestment of property, plant and equipment | 2 | 1,919 | - |
| Investments in intangible assets | 1 | (2,035) | (1,331) |
| Acquisition of subsidiaries, net of cash acquired | 20 | - | 143 |
| Investments in financial assets (debt instruments) | 5 | (2,098) | (2,145) |
| Investments in joint ventures | 4 | - | 10,719 |
| Cash flow from investment activities | | (26,140) | (278) |
| Proceeds from issuance of share capital | | - | - |
| Proceeds from the issuance of common shares | | - | - |
| Dividend distribution to minority interests | | (220) | - |
| Proceeds from project finance loans | 11 | 24,950 | 2,419 |
| Repayment of project finance loans | 11 | (2,334) | (1,890) |
| Lease payments | 12 | (172) | (118) |
| Cash flow from financing activities | | 22,224 | 411 |
| Net change in cash and cash equivalents | | (7,875) | (3,817) |
| Effects of currency translation | | (193) | 125 |
| Cash and cash equivalents at the beginning of the period | 8 | 20,483 | 24,175 |
| Cash and cash equivalents at the end of the period | 8 | 12,415 | 20,483 |

Note: Rounding differences may occur.

Notes to the Consolidated Financial Statements

GENERAL

Company Profile

As an integrated full-cycle independent power producer (IPP), the principal activities of the Company and its subsidiaries are to develop, build, own, and operate renewable energy projects. This includes, without being limited to, solar farms and hybrid installations.

The registered and actual address of MPC Energy Solutions N.V. is Apollolaan 151, 1077 AR Amsterdam, the Netherlands. The Company is registered at the Dutch chamber of commerce under number 78205123. The Company was incorporated on 4 June 2020. MPCES has additional offices in Bogotá (Colombia) and Panama City (Panama).

Following a private placement of shares on 22 January 2021, the shares of the Company were listed in the Euronext Growth segment of the Oslo Stock Exchange.

Going concern

In preparing the consolidated and company-only financial statements, the Management Board is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease its operations.

Assessing whether going concern is the correct presumption requires judgement by the Management Board on different matters concerning the Company's ability to continue its operations in the future. This judgement is based on the financial position of the Company, the Company's existing operational projects, projects under construction and the project development backlog, business opportunities and financial projections. Since the Company is not yet generating positive cash flows, the uncertainty of maintaining sufficient liquidity to support the going concern assumption has been assessed. Based on internal financial projections and preparations made to secure additional funding from external sources (asset sales, equity and debt), as well as the fact that the Company has currently no long-term debt on corporate level, the Management Board currently sees no significant risk materializing from this uncertainty.

Reporting Period and IFRS

The Company's financial year corresponds to the calendar year.

The consolidated financial statements have been prepared in accordance with IFRS as adopted by the European Union and comply with the financial reporting requirements included in Part 9 of Book 2 of the Dutch Civil Code.

The consolidated financial statements have been prepared on a historical cost basis unless stated otherwise.

The consolidated financial statements are presented in USD. All financial information presented in USD has been rounded to the nearest thousand USD unless indicated otherwise.

The Group's intention is to adopt the relevant new and amended standards and interpretations when they become effective, subject to European Union approval before the consolidated financial statements are issued.

Changes in Accounting policies

No new IFRS accounting standards or amendments to existing standards, effective in 2024, had a significant impact on the consolidated financial statements.

Several new standards or amendments to existing standards that are mandatory for reporting periods commencing on or after 1 January 2025 have been published. These standards have not been adopted early and are not expected to have a material impact on MPCES in the current or future reporting periods and on foreseeable future transactions. IFRS 18 Presentation of Financial Statements was issued in April 2024, replacing IAS 1 Presentation of Financial Statements. The standard will be effective on 1 January 2027. MPCES is in the process of reviewing the impact of this new standard.

Group Structure and Consolidation

The consolidated financial statements comprise the financial statements of MPC Energy Solutions NV and its subsidiaries as of 31 December 2024. The assets and liabilities, expenditure and income shall be included in the consolidated financial statements for subsidiaries over which MPCES has control following the definitions and stipulations of IFRS. Control is normally assumed when the Group is exposed or has the right to variable returns from its investment in the respective entity and can affect those returns through its control of the respective entity.

In general, there is a presumption that a majority of voting rights results in control. To support this presumption and when MPCES has less than a majority of the voting or similar rights of an entity, the Group considers all relevant facts or circumstances in assessing whether it has control over an entity, including:

- + The contractual arrangement with the other voting right holders of the entity;
- + Rights arising from other contractual arrangements; and
- + The Group's voting rights and potential voting rights.

The consolidation of subsidiaries is carried out from the date at which the Group obtains control over such companies. Subsidiaries continue to be consolidated until the date that such control ceases. A change in ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction. If MPCES loses control over a subsidiary, it derecognizes the related assets, liabilities, non-controlling interests and other components of equity, while any resulting gains or loss is recognized through profit and loss. Any investment retained is recognized at fair value.

The financial statements of the subsidiaries are prepared for the same reporting period as for the Company, using consistent accounting policies or adjusting the subsidiaries' financial statements where local accounting principles deviate from those stipulated by IFRS. All intercompany balances, income and expenses, unrealized gains and losses as well as cash flows resulting from intercompany transactions are eliminated in full.

Non-controlling interests represent the portion of comprehensive income and net assets that is not held by the Group and presented separately in the consolidated statement of comprehensive income and within equity of the consolidated statement of financial position. Non-controlling interests are presented separately from the Company's shareholders' equity.

List of Participating Interests

MPC Energy Solutions NV (Netherlands) is the head entity of a group of legal entities. The Group's consolidated financial statements include the financial statements of the Company and its subsidiaries listed in the following table:

| Name of Entity | Country | Stake in Issued Capital | Consolidated? |
|---|-------------|-------------------------|---------------|
| MPCES Holding BV | Netherlands | 100% | yes |
| MPC Energy Solutions Latin America Holdings II BV | Netherlands | 100% | yes |
| MPC Energy Solutions Latin America Holdings SLU | Spain | 100% | yes |
| Terra Firma Renovables Holdings SLU | Spain | 100% | yes |
| MPC Energy Solutions Colombia SAS | Colombia | 100% | yes |
| Parque Solar Los Girasoles SAS ESP | Colombia | 100% | yes |
| Parque Solar Matarredonda SAS ESP | Colombia | 100% | yes |

| | | | |
|--|--------------------|------|-----|
| Parque Solar Pacandé SAS ESP | Colombia | 100% | yes |
| Parque Solar Las Margaritas SAS ESP | Colombia | 100% | yes |
| Parque Solar Planeta Rica SAS ESP | Colombia | 50% | no |
| MPC Energy Solutions Panama SA | Panama | 100% | yes |
| Parque Solar El Abuelo SA | Panama | 100% | yes |
| Parque Solar Santa Teresa SA | Panama | 100% | yes |
| Bonilla Zelaya Ingenieros Constructores SA de CV | El Salvador | 100% | yes |
| Parque Solar La Perla SA de CV | El Salvador | 100% | yes |
| Los Santos I SAPI de CV | Mexico | 100% | yes |
| Acacia Solar Park Ltd | Jamaica | 100% | yes |
| Parque Solar San Patricio Renovables SA | Guatemala | 100% | yes |
| Parque Solar San Antonio SA | Guatemala | 100% | yes |
| Neol CHP LLC | Puerto Rico | 95% | yes |
| TAISOL SRL | Dominican Republic | 51% | no |
| Enernet Global Inc | United States | 7% | no |

During FY2024, MPCES divested its interest in Enernet CHP One LLC (Puerto Rico). No other significant changes were made to the group structure during the year. Several entities, namely Parque Solar El Abuelo SA, Parque Solar Las Margaritas SAS, MPC Energy Solutions Panama SA, Neol CHP LLC, TAISOL SRL and Acacia Solar Park Ltd., are in the process of being liquidated.

Segment Information

As of 31 December 2024, the Group is organized in one operating segment only and does therefore not provide information for different segments. The Group is, as of the writing of this report, active in Latin America and the Caribbean.

Significant Judgement, Estimates and Assumptions

The preparation of consolidated financial statements conforming to IFRS requires management to make judgements, estimates and assumptions that may affect assets, liabilities, income, expenditure, and information contained in the notes to the consolidated financial statements. Estimates are management's best assessment based on information available at the date the financial statements are authorized for issuance. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of an asset or liability in future periods. Estimates and underlying assumptions are reviewed on an ongoing basis and discussed with the Company's financial auditors and advisors on a regular basis.

In the process of applying the Group's accounting policies, MPCES has made the following judgements and estimates which may have significant effect on the amounts recognized in the consolidated financial statements:

- + **Going concern:** Judgement has been applied to prepare the consolidated financial statements on a going concern basis. The judgement is based on the financial position of the Company, the Company's existing operational projects, projects under construction and the project development backlog, business opportunities and financial projections. Since the Company is not yet generating positive cash flows, the uncertainty of maintaining sufficient liquidity to support the going concern assumption has been assessed. Based on internal financial projections and preparations made to secure additional funding from external sources (asset sales, equity and debt), as well as the fact that the Company has currently no long-term debt on corporate level, the Management Board currently sees no significant risk materializing from this uncertainty.
- + **Joint ventures:** A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have the rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement which exists only when decisions about relevant activities that affect variable returns require the unanimous consent of the parties sharing control. The requirement for unanimous consent means that any party with joint control of the arrangement can prevent any of the other parties, or a group of parties, from making unilateral decisions about the relevant activities that affect variable returns without its consent. The judgement MPCES makes relates to determining whether it has control over an entity or not.

- + **Valuation of solar assets:** As part of its year-end closing procedures, the Group conducts impairment tests on its solar assets, which are assessed on a cash-generating unit (CGU) level. A CGU may consist of a portfolio of solar assets. In cases where solar assets are not included in a CGU, a plant-by-plant assessment is performed. If an indicator for impairing the value of a solar asset is identified, a plant-specific assessment is always performed. IAS 36 has a list of external and internal indicators of impairment. Such indicators include, without being limited to, observable market value declines (including the value of the Company's own stock), negative changes in market conditions, laws and regulations, an increase in interest rates, and worse economic performance than expected. The recoverable amount of an individual solar asset or a CGU is determined by making judgements about future cash flow projections approved by the Management Board and judgement about the total lifetime of the respective solar assets. The projected cash flows are discounted with the weighted average cost of capital (WACC) applicable to the individual solar asset or solar asset portfolio. WACC are updated regularly by the Company. In financial year 2024, potential triggers for impairments were identified, among them increasing interest rates and inflation, and analysed in detail. Impairment tests were subsequently conducted. Please refer to Note 19 for details.
- + **Valuation of equity instruments:** The value of an equity instrument is assessed by determining the fair value of the instrument. In fiscal year 2024, a fair value assessment was performed on the investment in Enernet Global inc. (USA). Please refer to Note 5 for details.
- + **Capitalization of development expenses and acquisition-related expenses:** In cases where specific criteria are met, the Group capitalized expenses related to the development of projects and/or to pre-acquisition expenses. The Group makes judgements about whether an expense meets the criteria for capitalization, which, among others, include the technical and commercial viability of a project and the probability about a project's ability to generate future economic benefits for the Group. Capitalized expenses for projects that are no longer considered viable are written off. In addition, the fair value of a viable project is assessed to determine whether capitalized expenses, even if future economic benefits are expected, need to be impaired.
- + **Expected credit losses (ECL):** MPCES assesses receivables and other assets concerning their credit risks and expected losses on such receivables. For this purpose, MPCES looks at potential credit losses for (a) the next 12-months and (b) the lifetime of the respective receivable, uses projected lifetime cash flows, where applicable, and considers potential impairing events. The Company makes judgements both with regards to projected cash flows and potential impairing events.
- + **Leases:** As part of its business, the Group may sign lease agreements and lease option agreements in the countries it operates in and may recognize related right-of-use assets and lease liabilities in its consolidated financial statements. The Group defines the tenor of a lease as the non-cancellable term of a lease and adds periods covered by options to extend a lease if it is reasonably certain that such an option will be exercised. The Group has several land lease agreements that include options to extend, terminate or purchase. Judgement is applied in evaluating whether it is reasonably certain, i.e. more likely than not, that an option to extend, terminate or purchase will be exercised in the future. For projects in early stages of development it is generally deemed uncertain. Only development projects in very advanced stages, i.e. close to qualifying as ready-to-build, are therefore assessed.
- + **Estimated useful life of energy assets:** The useful life of energy assets and individual components contained in a solar asset (e.g. photovoltaic modules, inverters, substructures) varies from project to project and is estimated to be between 15 years and 25 years, considering the respective asset's technology and physical wear and tear.
- + **Deferred tax asset recoverability:** Deferred tax assets are recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. The evaluation of the recoverability of deferred tax assets requires judgement about the future taxable profitability of the legal entity holding the tax loss carried forward. The ultimate realization of deferred tax assets is dependant upon the generation of future taxable income in the countries where the deferred tax asset originated and during the periods when the deferred tax assets become deductible. Management considered the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. A lack of future taxable profits may cause deferred tax assets to be impaired.

Impact of Climate Risk on Judgements

In fiscal year 2024, climate-related matters did not impact judgements or assessments made when preparing the APMs and financial statements. In general, the increased focus of the global community to fight climate change and to develop and implement more sustainable solutions, including the transition to clean energy sources, improves the overall market opportunities and environment of the Group.

ACCOUNTING PRINCIPLES FOR THE PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS AND ANNUAL ACCOUNTS

Financial Statement Classification

The Group presents assets and liabilities in the statements of financial position based on current / non-current classification.

Current assets are assets that are:

- + Expected to be collected in the entities normal business cycle;
- + Held primarily for the purpose of trading;
- + Expected to be collected within twelve months after the reporting period; or
- + Cash and cash equivalents

Current liabilities are liabilities that are:

- + Expected to be settled in the entities normal business cycle;
- + Held primarily for the purpose of trading;
- + Due or expected to be settled within twelve months after the reporting period; or
- + Not giving the Group an unconditional right to defer settlement beyond twelve months.

The current share of non-current assets and liabilities are classified as current. If a non-current asset becomes collectable or a non-current liability becomes payable, e.g. from a breach of contract, the respective asset or liability is classified as current.

A financial instrument or its separate components are classified in the financial statements as liability or as equity, in accordance with the substance of the contractual agreement underlying the financial instrument. In the financial statements, a financial instrument is classified in accordance with the legal reality. Interest, dividends, gains and losses relating to a financial instrument, or part of a financial instrument, are included in the financial statements in accordance with the classification of the financial instrument as liability or equity.

Joint Ventures and Associates

When assessing the correct way to incorporating an entity/investee into the consolidated financial statements, MPCES uses a three-step process. MPCES follows the guidance provided by IFRS 10 (Consolidated Financial Statements), IFRS 11 (Joint Arrangements) and IAS 28 (Investments in Associates and Joint Ventures).

Step 1: Does MPCES control the investee?

MPCES determines whether it controls the investee, i.e. if the Company is exposed or has the rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. MPCES generally deems to exercise control if and only if all of the following elements are met:

- + MPCES has power over the investee, i.e. the ability to direct the relevant activities that significantly affect the investee's returns;
- + MPCES has exposure or rights to variable returns from the involvement with the investee; and
- + MPCES has the ability to use its power over the investee to affect the amount of MPCES's returns.

Step 2: If MPCES does not have control over the investee, does the investee need to be accounted for as an associate or a joint venture?

To determine the classification as an associate or joint arrangement, MPCES assesses whether it has significant influence over the investee and/or jointly controls the investee.

If MPCES holds, directly or indirectly (e.g. through subsidiaries), 20% or more of the voting power of the investee, it is presumed that MPCES has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee without the power to control or jointly control those policies.

Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. The requirement for unanimous consent means that parties with joint control of the arrangement can make unilateral decisions (about the relevant activities) without consent of parties without joint control.

An associate is an entity over which MPCES has significant influence. A joint arrangement is a corporation in which several parties have joint control and have rights to the net assets of the arrangement.

Step 3: If the investee is accounted for as a joint arrangement, should it be accounted for as a joint operation or a joint venture?

Joint arrangements can be categorized as either a joint operation or a joint venture. Joint operations are accounted for by processing relative shares in assets, liabilities, income, and expenses. Joint ventures are incorporated into the consolidated financial statements following the equity method.

For the purpose of determining whether an investee qualifies as a joint operation or a joint venture, MPCES assesses the legal form of the investee, the contractual terms of the arrangement, and whether the joint arrangement can survive on its own.

To be a joint venture, the controlling parties must have the rights to the net assets of the joint arrangement. In addition, the investee must be a separate legal entity, i.e. a separately identifiable financial structure. This legal entity should not depend on the parties for settling its liabilities on a continued basis.

The Group's investments in its associates and joint ventures are accounted for using the equity method. Under the equity method, the investment in an associate or a joint venture is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the respective associate or joint venture since the acquisition date. Goodwill relating to an associate or joint venture is included in the carrying amount of the investment and is not tested for impairment separately.

Foreign Currency

Functional and presentation currency

The functional currency is the currency of the primary economic environment in which an entity operates. That means revenues, expenses as well as other financial benefits and obligations are predominantly denominated in the functional currency.

The consolidated financial statements of MPCES are presented in USD, which is the functional and presentation currency of the Company and most of its subsidiaries.

Foreign currency translation

In accordance with IAS 21 (The Effects of Changes in Foreign Exchange Rates), assets and liabilities consolidated from subsidiaries which have a different functional currency are translated into the functional currency using the exchange rates as of the balance sheet date and income and expenses are translated into the functional currency using the average exchange rate for the reporting period.

Furthermore, equity items are translated into the functional currency of the reporting entity using the historical exchange rate on the transaction date.

A related translation impact is recorded within the other comprehensive income (OCI).

Foreign exchange gains or losses resulting from the settlement of monetary transactions denominated in currencies different from the functional currencies are recognized on the income statement. Non-monetary assets valued at historical cost in a foreign currency are converted at the exchange rate on the transaction date.

ACCOUNTING PRINCIPLES FOR THE VALUATION OF ASSETS AND LIABILITIES

Fair Value Measurements

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- + **Level 1:** Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- + **Level 2:** Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
- + **Level 3:** Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing the categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group's Management Board determines the policies and procedures for both recurring fair value measurement, such as investment properties and unquoted financial assets, and for non-recurring measurement, such as assets held for sale or discontinued operations. External valuers are involved for valuation of particular assets and circumstances, such as purchase price allocations or impairment tests. Selection criteria for engaging external valuers include market knowledge, reputation, independence and whether professional standards are maintained. The Management Board decides, after discussions with the Group's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the Management Board analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, the Management Board verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

Goodwill

Goodwill is measured as the sum of the value of the consideration paid in an acquisition to the seller and the amount of any non-controlling interest, less the fair value of identifiable assets acquired, and the liabilities assumed.

If the result difference is negative, the resulting gain is recorded as a bargain purchase through profit and loss, provided that the measurement of the bargain purchase appropriately reflects all available information.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's CGUs that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a CGU and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the CGU retained.

Bargain Purchase

Bargain purchases occur when at the acquisition date, the fair values of identifiable net assets acquired exceed the sum of (a) the value of consideration transferred, (b) the value of any non-controlling interest in the acquiree, and (c) the fair value of any previously held equity interest in the acquiree. IFRS requires the recognition of a gain for a bargain purchase as this represents an economic gain which should be immediately recognized by the acquirer in earnings.

If a bargain purchase is initially identified, the acquirer should reassess whether all assets acquired and liabilities assumed have been identified and recognized, including any additional assets and liabilities not previously identified or recognized in the acquisition accounting. The objective of such a reassessment is to ensure that the measurements used to determine a bargain purchase gain reflect all available information as of the acquisition date. The acquirer should also consider whether there are any pre-existing relationships that were settled as part of the business combination. If, after this review, a bargain purchase is still indicated, it is recognized in earnings and attributed to the acquirer.

Intangible Assets

Directly attributable costs relating to project development activities are capitalized as intangible assets with finite lives to the extent that the project meets the below criteria:

- + It is technically feasible to complete the asset so that it will be available for use;
- + Management intends to complete the asset and use or sell it;
- + There is an ability to use or sell the asset;
- + It can be demonstrated how the asset will generate probable future economic benefits;
- + Adequate technical, financial and other resources to complete the development and to use or sell the asset are available; and
- + The expenditure attributable to the asset during its development can be reliably measured

Following initial recognition of intangible assets, the asset is carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the intangible asset begins when the asset is ready for use, in the case of capitalized cost the asset will begin amortization when construction of a project is complete, and the project enters the operational phase.

Intangible assets are amortized over their estimated useful life using the straight-line method. Refer to the accounting policy regarding amortization for further detail.

Property, Plant and Equipment (PP&E)

Property, plant and equipment is stated at cost, less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into operation, the initial estimate of a decommissioning obligation, if any, and, for qualifying assets, borrowing costs incurred during the construction period. Capitalization of borrowing costs commences when the activities to prepare the asset for its intended use are undertaken and continue to be capitalized until the date in which development of the relevant asset is complete. An assessment of whether borrowing costs qualify for capitalization is done on a project-by-project basis.

Each component of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately on a straight-line basis over the estimated useful life of the component. Depreciation of a solar power plant commences when the plant is ready for its intended use, normally at the date of grid connection and commissioning. The residual value of the plant is taken into consideration when calculating the annual depreciation. An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit and loss in the period the item is de-recognized.

Financial Assets

Financial assets include, without being limited to, assets such as equity instruments, debt instruments, trade receivables, cash and cash equivalents, and financial derivatives. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. For the purpose of subsequent measurement, financial assets are classified in three categories:

- + Financial assets at amortized costs;
- + Financial assets designated at fair value through OCI (equity instruments);
- + Financial assets at fair value through profit and loss.

Financial assets at amortized costs

The Group measures financial assets at amortized cost if both of the following conditions are met:

- + The financial asset is held within a business model with the objective 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.

Financial assets at amortized cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment assessment. Gains and losses are recognized in profit and loss when the asset is derecognized, modified or impaired. The Group's financial assets at amortized cost includes trade receivables and cash and cash equivalents.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 (Financial Instruments: Presentation) and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit and loss. Dividends are recognized as financial income in the statement of profit and loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI.

The Group elected to classify irrevocably its non-listed equity investments under this category.

Financial assets at fair value through profit and loss

Financial assets at fair value through profit and loss are carried on the statement of the financial position at fair value, with net changes in fair value recognized in the statement of profit and loss. This category includes derivative instruments and debt investments which do not pass the contractual cash flow characteristics test (SPPI Test).

Impairment of financial assets

At each reporting date, the Group assesses if objective evidence exists that a financial asset or a group of financial assets is impaired. The assessment takes forward-looking information and projected cash flows into account.

For trade and other receivables, the Group applies the simplified approach to provide for lifetime expected credit losses (ECL) in accordance with IFRS 9. The nominal amount is considered to approximate the amortized cost method due to the short maturity of the receivables.

MPCES discloses information in accordance with IFRS on financial assets that are classified as loans. To assess ECL from loans, MPCES determines whether a loan is performing, underperforming or non-performing (three-stage approach). Loans are determined to be performing when there is no significant deterioration in the credit quality. The loan is deemed to be underperforming if the credit risk has increased significantly since the initial recognition of the loan. The loan is deemed to be non-performing when it is credit-impaired.

ECL are recognized in stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECL are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition or for which the financial asset has become credit impaired, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

IFRS consider credit risk to be low if there is a low risk of default and / or the borrower has a strong capacity to meet its contractual obligations. The assessment of whether there has been a significant increase in credit risk is based on an increase in the probability of a default occurring since initial recognition.

A loan is deemed credit-impaired when one or more events have occurred that have a significant impact on the expected future cash flows of the financial asset. Such events include, without being limited to, financial difficulties of the borrower, a breach of contract, or it becoming probable that the borrower will enter bankruptcy or other financial reorganization.

MPCES uses a project's projected lifetime cash flows and considers potential impairing events to assess the ECL of (shareholder) loans.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized and removed from the Group's consolidated statement of financial position when (a) the rights to receive cash flows from the financial asset have expired or (b) the Group has transferred the rights to receive cash flows from the financial asset or (c) has assumed an obligation to pay the received cash flows in full without material delay to a third-party (pass-through agreement). Such transfer should then also include a transfer of all risks associated with the financial asset or a transfer of control of the financial asset.

Right-of-Use Assets and Leasing Liabilities

In accordance with IFRS 16 (Leases), a contract is or contains a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. An asset is typically identified by being explicitly specified in a contract, but an asset can also be identified by being implicitly specified at the time it is made available for use by the lessee.

Upon lease commencement, a lessee recognizes a right-of-use asset and a lease liability.

The right-of-use asset is initially measured at the amount of the lease liability plus any initial direct costs incurred by the lessee. Adjustments may also be required for lease incentives, payments at or prior to commencement, and restoration obligations. After lease commencement, a lessee shall measure the right-of-use asset using a cost model. Under the cost model, a right-of-use asset is measured at cost less accumulated depreciation and accumulated impairment.

The lease liability is initially measured at the present value of the lease payments payable over the lease term, discounted at the rate implicit in the lease if that can be readily determined. If that rate cannot be readily determined, the lessee shall use their incremental borrowing rate. The lease term is thereby defined as the non-cancellable period for which a lessee has the right to use an underlying asset, plus periods covered by an extension option if exercise of that option by the lessee is reasonably certain. The lessee's 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.

The lease liability is subsequently remeasured to reflect changes in:

- + The lease term;
- + The assessment of a purchase option;
- + Future lease payments resulting from a change in an index or a rate used to determine those payments.

The remeasurements are treated as adjustments to the right-of-use asset.

The Group applies the short-term lease recognition exemption to its short-term leases (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

Business Combinations / Acquisitions

The Group applies the guidance provided by IFRS 3 (Business Combinations) when accounting for business in which it has obtained control through an acquisition or merger. Such business combinations are accounted for using the acquisition method, which generally requires assets acquired and liabilities assumed to be measured at their fair values at the acquisition date. IFRS 3 sets out the principles on the recognition and measurement of acquired assets and liabilities, the determination of goodwill and the necessary disclosures.

The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, MPCES elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed).

The Company follows a two-step process:

- + Determining whether a transaction meets the criteria of a business combination;
- + Assessing and applying the procedures stipulated by the acquisition method.

Determining whether a transaction meets the criteria of a business combination

MPCES conducts a test that helps determine whether a transaction/an acquisition constitutes a business combination under IFRS. The transaction must involve the acquisition of a business, and a business generally consists of three elements:

- + **Inputs:** An economic resource (e.g. non-current assets, intellectual property) that creates outputs when one or more processes are applied to it.
- + **Process:** A system, standard, protocol, convention or rule that when applied to an input or inputs, creates outputs (e.g. strategic management, operational processes, resource management).
- + **Outputs:** The result of inputs and processes applied to those inputs.

MPCES determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organized workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

Assessing and applying the procedures stipulated by the acquisition method

MPCES used the acquisition method for all business combinations. The Company applies four steps:

1. Identify the acquirer (commonly an entity of the Group);
2. Determine the acquisition date (commonly the date of closing the transaction);
3. Recognize and measure the identifiable assets acquired, liabilities assumed and any non-controlling interest in the acquired business;
4. Recognize and measure goodwill or a gain from a bargain purchase.

Subsequently, the purchase price paid is allocated to the assets acquired and liabilities assumed (purchase price allocation).

In 2024, the Company made no acquisitions which are categorized as business combinations.

Impairment Testing

Non-current assets are assessed for impairment indicators in each reporting period. IAS 36 has a list of external and internal indicators of impairment. Such indicators include, without being limited to, observable market value declines (including the value of the Company's own stock), negative changes in market conditions, laws and regulations, an increase in interest rates, and worse economic performance than expected.

If impairment indicators are identified, the recoverable amount is estimated; and if the carrying amount exceeds its recoverable amount, an impairment loss is recognized, i.e. the asset is written down to its recoverable amount.

An asset's recoverable amount is calculated as the higher of the fair value less cost of disposal and its value in use. The fair value is the amount obtainable from the sale of an asset in an arm's length transaction less the costs of disposal and the value in use is the present value of estimated future cash flows expected from the continued use of an asset. In assessing value in use, the estimated future cash flows are discounted to their present value using a risk-adjusted discount rate that reflects current market environment.

The Group bases its impairment calculation on most recent budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years unless the lifetime of the asset and longer-term projections can reliably be estimated. A long-term growth rate is calculated and applied to project future cash flows after the fifth year, if applicable. Assets are grouped at the lowest level where there are separately identifiable independent cash flows.

Assets Held for Sale

MPCES classifies a non-current asset or disposal group as held for sale if the carrying amount is to be expected to be recovered primarily through a sale transaction rather than through continuing use. The asset or disposal group must be available for immediate sale in its present condition and the sale must be highly probable, evidenced by MPCES's commitment to sell the asset or disposal group within one year from classification date. A sale is regarded as highly probable when a withdrawal from the plan is unlikely. Non-current assets held for sale are carried at the lower of carrying amount or fair value less costs to sell. Comparatives in the balance sheet is not changed when a non-current asset is classified as held for sale.

Trade and Other Receivables

Trade receivables and other receivables are measured at their transaction price upon initial recognition and subsequently measured at amortized cost less ECL. For trade and other receivables, the Group applies the simplified approach to provide for lifetime ECL in accordance with IFRS 9 (Financial Instruments). The nominal amount is considered to approximate the amortized cost method due to the short maturity of the receivables. No significant ECL have been recognized in 2024.

Cash and Cash Equivalents

Cash and short-term deposits in the statement of financial position comprise cash at banks, on hand and short-term deposits with a maturity of three months or less. Cash equivalents represent short-term, liquid investments which are readily convertible into known amounts of cash with original maturities of three months or less.

Cash and cash equivalents are recorded at their nominal values. Liquid funds denominated in foreign currencies are translated at the exchange rate as of the balance sheet date.

Provisions and Contingent Liabilities

Provisions are recognized when the Group has a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is recognized through profit and loss net of any reimbursement.

Contingent liabilities are possible obligations that depend on whether some uncertain future events occur, or a present obligation exists but payment is not probable, or the amount cannot be measured reliably. Since there is common ground with regards to liabilities that are uncertain, contingent liabilities should not be recognized but disclosed (unless the possibility of an outflow of economic resources is remote).

The power plants MPCES operates have a presumed original lifetime of around 25 years. However, with proper maintenance and technical upgrades, there is no predetermined limit to the actual lifetime of a project. Consequently, the need or requirement to decommission a project depends on (a) whether the respective land plot remains available or is intended to be repurposed by the respective landowner in the future, and (b) on individual contractual arrangements made with a landowner and / or off-taker. MPCES owns part of the land sites on which it builds power plants, eliminating the risk of a decommissioning requirement. In some cases, the plants will be transferred to the respective off-taker, passing on any decommissioning commitments to the new plant owner at the time. Sites which the Company leases commonly have options to extend the lease or options to purchase. In case where a lease cannot be extended or the plot cannot be purchased, also considering economic viability, a decommissioning provision may ultimately be required.

Current Liabilities

Trade and other payables represent non-interest-bearing liabilities for goods and services provided to the Group prior to the reporting date. On initial recognition, current liabilities are carried at fair value less directly attributable transaction costs. After initial recognition, current liabilities are carried at amortized cost. This is usually the face value for current liabilities. Current liabilities are derecognized when the obligation under the liability is discharged or cancelled or expires. Trade payables are non-interest bearing and are normally settled within 60 days.

Financial Liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge. Loans and borrowings and payables are recognized net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and financial derivatives.

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

1. Financial liabilities at amortized costs;
2. Financial liabilities at fair value through profit and loss.

Financial liabilities at amortized cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit and loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Derecognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires.

ACCOUNTING PRINCIPLES FOR THE DETERMINATION OF THE RESULT

Revenues

IFRS 15 (Revenue from Contracts with Customers) specifies how and when a company recognizes its revenue. Revenue is income arising in the course of a company's ordinary activities and is recognized when or as the company satisfies its performance obligations under a contract with a customer.

The Group recognizes revenues related to the sale of energy at the time the energy is provided to the off-taker and invoices the sale of energy as stipulated in the respective power purchase agreement with the off-taker.

Operating Expenses (incl. Employee Expenses)

Operating expenses, including employee expenses such as salaries, are accounted for on an accrual basis. Expenses are charged to the income statement, except for those that are capitalized. Expenses arising on the disposal of investments are deducted from the disposal proceeds.

Depreciation and Amortization

Depreciation and amortization are calculated on a straight-line basis over the estimated useful lives of the respective assets:

| | |
|--------------------------------|----------------|
| + Office equipment: | 5 years |
| + Energy plants and equipment: | 15 to 25 years |
| + Leases: | 25 years |
| + Power Purchase Agreements: | 12 to 15 years |
| + Capitalized Expenses: | 12 to 15 years |
| + Other intangible assets: | 20 years |

Financial Income and Expenses (incl. Results from Joint Ventures)

Interest income and expenses are recognized on a pro rata basis, taking account of the effective interest rate of the assets and liabilities to which they relate. In accounting for interest expenses, the recognized transaction expenses for loans received are taken into consideration.

Results from associates and joint ventures are recognized based on the equity method. Under the equity method, the investment is initially recorded at historical cost, and adjustments are made to the value based on the investor's percentage ownership in net income, loss, and dividend payouts. Net income of the investee company increases the Company's asset value on its balance sheet, while the investee's loss or dividend payout decreases it.

Taxes

Current income taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

Deferred taxes

Deferred taxes are reflecting temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax relating to items recognized outside profit and loss is recognized outside profit and loss. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognized subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period, or recognized in profit and loss.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Earnings per Share (EPS)

The Group presents basic and diluted EPS data for its ordinary shares.

Basic EPS are calculated by dividing the net profit / loss for the reporting period attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the reporting period.

Diluted EPS are calculated by dividing the net profit / loss attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

ACCOUNTING PRINCIPLES FOR PREPARATION OF THE CONSOLIDATED CASH FLOW STATEMENT

The cash flow statement has been prepared using the indirect method. The funds in the cash flow statement consist of cash and cash equivalents.

Cash flows in foreign currencies are converted at an average rate. Exchange rate differences concerning finances are shown separately in the cash flow statement.

Income and expenses related to interest, received dividend and profit taxes are included in the cash flow statement for operational activities. Dividend payments are included in the cash flow statement for financing activities.

The acquisition cash flow of group companies acquired is presented under the cash flow from investment activities, insofar as the payment was through cash and cash equivalents.

Transactions which do not involve the exchange of cash resources, including leasing, are not included in the cash flow statement. The repayment part of lease term based on the lease contract is considered to be a financial cash flow, while the interest is considered to be an operational cash flow.

Notes to the Consolidated Financial Position

1. INTANGIBLE ASSETS

| in thousand USD | Capitalized Development Expenses | Power Purchase Agreements | Other Intangible Assets | Total |
|---|-------------------------------------|------------------------------|----------------------------|---------------|
| Cost | 2,952 | 16,897 | - | 19,848 |
| Accumulated amortization and impairment | (440) | (1,017) | - | (1,457) |
| Carrying amount as of 1 January 2023 | 2,511 | 15,880 | - | 18,391 |
| Movements during 2023 | | | | |
| Additions | 1,270 | - | 61 | 1,331 |
| Amortizations | (243) | (1,118) | (3) | (1,364) |
| Impairment charges | (160) | - | - | (160) |
| As of 31 December 2023 | | | | |
| Cost | 4,222 | 16,897 | 61 | 21,180 |
| Accumulated amortization and impairment | (844) | (2,135) | (3) | (2,982) |
| Carrying amount as of 1 January 2024 | 3,378 | 14,762 | 58 | 18,198 |
| Movements during 2024 | | | | |
| Additions | 2,035 | - | - | 2,035 |
| Amortization | (25) | (1,098) | (3) | (1,126) |
| Impairment charges | (1,575) | (1,077) | - | (2,652) |
| As of 31 December 2024 | | | | |
| Cost | 6,257 | 16,897 | 61 | 23,215 |
| Accumulated amortization and impairment | (2,444) | (4,310) | (6) | (6,760) |
| Carrying amount as of 31 December 2024 | 3,813 | 12,587 | 55 | 16,455 |

Note: Rounding differences may occur.

Capitalized development expenses are associated with projects that are being actively developed by the Group and that are in different stages of the project lifecycle. Please refer to the Group's accounting principles for additional information on our accounting treatment with regards to capitalizing development expenses.

During fiscal year 2024, the Group impaired USD 2.7 million in relation to projects in Colombia and Puerto Rico. USD 1.1 million relate to the power purchase agreement and capitalized expenses of Neol CHP LLP, which have been written off since the entity is in the process of being liquidated. The remaining impairment are capitalized development expenses written off for Colombian projects that are in the process of liquidation. No capitalized expenses related to these projects are carried on the balance sheet as of 31.12.2024.

2. PROPERTY, PLANT AND EQUIPMENT

| in thousand USD | Office Equipment | Energy Assets Related Equipment | Total |
|---|---------------------|------------------------------------|---------------|
| Cost | 41 | 58,188 | 58,229 |
| Accumulated depreciation and impairment | (7) | (983) | (990) |
| Carrying amount as of 1 January 2023 | 34 | - | 57,239 |
| Movements during 2023 | | | |
| Additions because of Business combination | 22 | 7,642 | 7,664 |
| Other additions | - | - | - |
| Depreciation | (9) | (2,582) | (2,591) |
| As of 31 December 2023 | | | |
| Cost | 63 | 65,830 | 65,893 |
| Accumulated depreciation and impairment | (16) | (3,564) | (3,580) |
| Carrying amount as of 1 January 2024 | 47 | 62,266 | 62,313 |
| Movements during 2024 | | | |
| Additions | 35 | 23,926 | 23,961 |
| Disposal | | (1,919) | (1,919) |
| Impairment charges | - | (5,069) | (5,069) |
| Depreciation | (14) | (3,002) | (3,016) |
| As of 31 December 2024 | | | |
| Cost | 98 | 89,756 | 89,854 |
| Accumulated depreciation and impairment | (30) | (13,554) | (13,584) |
| Carrying amount as of 31 December 2024 | 68 | 76,202 | 76,270 |

Note: Rounding differences may occur.

Property, plant and equipment assets mainly include investments in non-current assets for energy projects such as solar modules, power generators, inverters, cabling, support structures, substations, and transmission lines. The Company invested in such assets in 2024, mainly related to ongoing construction in Guatemala and Colombia, leading to the increase in the value of property, plant and equipment in the financial position.

The property, plant and equipment assets for Los Santos I SAPI de CV (USD 16.8 million), Bonilla Zelaya Ingenieros Constructores SA de CV (USD 22.4 million), and San Patricio Renovables SA (USD 26.0 million) are pledged as a security for the respective project finance loans.

During the construction phase of its projects, the Company commonly makes down payments to general contractors and suppliers for services and equipment. In cases where the services and suppliers related to such down payments are pending to be delivered, the Company recognized the investments as prepayments, which are subsequently mostly recognized as part of property, plant and equipment. As of 31 December 2024, prepayments related to the Company's construction activities amount to USD 2.0 million.

During fiscal year 2024 Neol CHP LLP sold its asset for USD 2.0 million and recorded an impairment of USD 5.1 million right before the sale. No PP&E related to this project is carried on the balance sheet as of 31.12.2024.

3. RIGHT-OF-USE ASSETS

| in thousand USD | Land Leases | Power Line Related Leases | Total |
|---|--------------|------------------------------|--------------|
| Carrying amount as of 1 January 2024 | 1,326 | 484 | 1,810 |
| Movements during 2024 | | | |
| Additions | 215 | - | 215 |
| Reductions | (437) | - | (437) |
| Amortization | (53) | (25) | (78) |
| Exchange rate differences | (75) | - | (75) |
| Carrying amount as of 31 December 2024 | 976 | 459 | 1,435 |

Note: Rounding differences may occur.

| in thousand USD | Land Leases | Power Line Related Leases | Total |
|---|--------------|------------------------------|--------------|
| Carrying amount as of 1 January 2023 | 906 | 30 | 936 |
| Movements during 2023 | | | |
| Additions | 390 | 509 | 899 |
| Reductions | - | (30) | (30) |
| Amortization | (80) | (25) | (105) |
| Exchange rate differences | 110 | - | 110 |
| Carrying amount as of 31 December 2023 | 1,326 | 484 | 1,810 |

Note: Rounding differences may occur.

Right-of-use assets from lease agreements the Group has in place relate to projects in Colombia, El Salvador, Mexico and Guatemala. Lease contracts for projects generally have lease terms between 15 and 40 years, provided options to enter a long-term lease in the first place are exercised. Lease contracts often include extension and termination options and sometimes variable lease payments. Corresponding lease liabilities are also recognized.

During the year USD 0.3 million right of use assets were written off since they relate to Acacia Solar Park Ltd (Jamaica), which is in the process of liquidation.

Please refer to the Group's accounting policy on leases for additional information on our accounting treatment of lease contracts. Please also refer to Note 12 on lease liabilities.

4. INVESTMENTS IN JOINT VENTURES

| in thousand USD | 31.12.2024 | 31.12.2023 |
|---|------------|------------|
| Parque Solar Planeta Rica SAS ESP, Colombia | - | 360 |
| TAISOL SRL, Dominican Republic | 6 | 7 |
| Total investments in joint ventures | 6 | 367 |

| | Total |
|---|----------|
| Carrying amount as of 1 January 2024 | 367 |
| Additions | - |
| Reductions | - |
| Adjustment (incl. exchange rate effects) | (323) |
| Result of joint ventures | (891) |
| Adjustment to carrying amount | 853 |
| Carrying amount as of 31 December 2024 | 6 |

| | Total |
|--|------------|
| Carrying amount as of 1 January 2023 | 6,962 |
| Additions | 7 |
| Reductions | (5,317) |
| Adjustment (incl. exchange rate effects) | 331 |
| Result of joint ventures (incl. exchange rate effects) | (1,676) |
| Amortization of day-one fair value adjustment | 60 |
| Carrying amount as of 31 December 2023 | 367 |

Parque Solar Planeta Rica SAS ESP, a 26.6 MW solar PV plant in Colombia which is co-owned with French developer Akuo Energy, commenced operations in December 2023. This project has secured long-term PPAs with local distribution Company Celsia SA. A 50% common equity stake in the entity was acquired by MPCES on 09.08.2021 by way of a common equity contribution in Colombian Peso (COP).

The plant has not been performing as expected, resulting in incurred losses. To limit our investment in the joint venture to zero, an adjustment was made to the carrying amount and offset against the joint venture's results in the consolidated statement of comprehensive income. The project is classified as held for sale as at 31 December 2024, refer to note 6.

| in thousand USD | 31.12.2024 | 31.12.2023 |
|---|----------------|----------------|
| Summarized financial position and income statement Parque Solar Planeta Rica SAS ESP | | |
| Non-current assets | 29,471 | 28,999 |
| Current assets | 1,756 | 2,098 |
| Non-current liabilities | 31,371 | 30,048 |
| Current liabilities | 1,320 | 694 |
| Equity | (1,464) | 356 |
| Group's share in equity (representing 50%) | (732) | 178 |
| Exchange rate effects | (121) | 182 |
| Adjustment to limit investment to zero | 853 | |
| Goodwill | - | - |
| Group's carrying amount of the investment | - | 360 |
| Income | 2,568 | - |
| Expenses | (4,350) | (3,330) |
| Net income/loss | (1,782) | (3,330) |
| Group's share of the net income/loss (representing 50%) | (891) | (1,665) |
| Exchange rate effects on profit and loss | - | - |
| Total Group's share of the net income/loss | (891) | (1,665) |

5. FINANCIAL FIXED ASSETS

| in thousand USD | 31.12.2024 | 31.12.2023 |
|---|--------------|---------------|
| Equity instruments | 3,000 | 3,000 |
| Debt instruments | 1,000 | 11,191 |
| Total financial fixed assets | 4,000 | 14,191 |
| Equity instruments | | |
| Enernet Global Inc, USA | 3,000 | 3,000 |
| Debt instrument at amortized costs | | |
| Parque Solar Planeta Rica SAS ESP, Colombia (shareholder loans) | - | 9,503 |
| Enernet Global Inc., USA (convertible note) | - | 1,593 |
| TAISOL SRL, Dominican Republic (shareholder loan) | - | 95 |
| Irrevocable letters of credit | 1,000 | - |
| Total | 1,000 | 11,191 |

The Group holds no derivatives as of 31 December 2024.

| in thousand USD | Total |
|--|--------------|
| Carrying amount as of 1 January 2024 | 14,191 |
| Disposal debt instruments at fair value | - |
| Additions debt instruments at amortized cost (incl. exchange rate impacts) | 2,236 |
| Assets classified as held for sale | (11,829) |
| Impairment on debt instrument at amortized cost | (1,729) |
| Value adjustment equity instruments (incl. exchange rate impacts) | - |
| Interest debt instruments at amortized cost | 1,131 |
| Carrying amount as of 31 December 2024 | 4,000 |

| in thousand USD | Total |
|--|---------------|
| Carrying amount as of 1 January 2023 | 17,743 |
| Disposal debt instruments at fair value | (8,100) |
| Disposal derivatives | (400) |
| Additions debt instruments at amortized cost (incl. exchange rate impacts) | 4,294 |
| Value adjustment equity instruments (incl. exchange rate impacts) | (160) |
| Interest debt instruments at amortized cost | 814 |
| Carrying amount as of 31 December 2023 | 14,191 |

Equity instruments relate to an equity stake acquired by MPCES in Enernet Global Inc (Enernet) by way of common equity contribution made in 2020 and 2021. Enernet is a US-based energy service provider that develops, builds, owns and operates microgrid installations. Enernet also develops proprietary software to design and operate these microgrids and provide Energy as a Service (EaaS). Enernet focuses on power solutions for sectors that include mining, commercial and industrial, remote communities, agriculture, utilities and hospitality. As of 31.12.2024, MPCES owned an equity stake of around 7% in Enernet. In accordance with the fair value hierarchy defined by IFRS 13, the fair value of the Company's equity investment in Enernet is based on level 2 inputs. An increase or decrease will have a direct proportional impact on the fair value of the investment.

The Group provided shareholder loans as debt instruments under IFRS to Parque Solar Planeta Rica SAS ESP (Colombia). The shareholder loans to Parque Solar Planeta Rica SAS ESP are a subordinated loan facility of MPC Energy Solutions Latin America Holdings SLU. The first disbursement with a principal amount of COP 20,718,010,340 was made on 09.08.2021, with subsequent disbursements being made throughout 2024 amounting to USD 2.3 million. The annual interest rate is 10%. Principal and interest will be repaid to MPCES based on a flexible schedule and depends on the cash available to make principal and interest payments. Unpaid interest is accrued. The shareholder loan is intended to mature on 31 March 2036, but since the shareholder loan is subordinated to the senior debt provided from Bancolombia, the shareholder loan cannot mature before the senior debt is repaid in full. During the year the loans were classified as assets held for sale. Refer to Note 6 for more information.

Furthermore, MPCES subscribed to a convertible note issued by Enernet in January 2022 and subsequently topped up in December 2022. The total amount contributed by the Group was USD 1.4 million and interest in the note in the amount of USD 0.3 million was accrued. The note was written off entirely in late 2024 following a capital restructuring of Enernet. MPCES agreed to cancel the convertible note and write-off the asset in exchange for new shares being issued at the same price as the old shares (USD 0.5801 per share).

Please also refer to the respective section outlining our accounting principles on how ECL and impairments on financial assets are assessed.

6. ASSETS HELD FOR SALE

| in thousand USD | 31.12.2024 | 31.12.2023 |
|---|--------------|------------|
| Financial assets | 7,410 | - |
| Joint venture Parque Solar Planeta Rica SAS ESP, Colombia | - | - |
| Total assets held for sale | 7,410 | - |
| Carrying amount | 11,829 | - |
| Impairment loss | (4,419) | - |
| Total Assets Held for sale | 7,410 | - |

MPCES has reclassified the shareholder loans to Parque Solar Planeta Rica SAS ESP (Colombia) and the joint venture investment as assets held for sale, reflecting the management's commitment to sell these assets within one year from the date of reclassification. The decision was made based on the assessment that such a sale was highly probable. For further details regarding the nature of these loans and the joint venture, please refer to Notes 4 and 5.

In accordance with relevant accounting standards, financial assets within the scope of IFRS 9 Financial Instruments that are classified as assets held for sale are measured in accordance with IFRS 9 Financial Instruments. Since the project has not been performing as expected, MPCES performed an expected credit loss (ECL) assessment and determined a significant increase in credit risk resulting in recognizing lifetime ECL for the financial asset. A non-binding offer was received for the project and determined to be a reliable estimate of the fair value of the loans and therefore used as benchmark for our ECL assessment. As a result of this assessment, an impairment loss amounting to USD 4.4 million was recognized in the consolidated statement of comprehensive income.

7. TRADE AND OTHER RECEIVABLES

| in thousand USD | 31.12.2024 | 31.12.2023 |
|--|--------------|--------------|
| Trade receivables | 1,155 | 4,612 |
| Receivables from related parties | 9 | 7 |
| Current tax receivable | 733 | 35 |
| Other taxes and social security | 3,128 | 915 |
| Total trade and other receivables | 5,025 | 5,569 |

In 2024, the ECL on receivables is insignificant and therefore not recognized. The total maximum exposure of credit risk related to the current assets is USD 5.0 million (2023: USD 5.6 million). The carrying amount approximates the fair value.

8. CASH AND CASH EQUIVALENTS

| in thousand USD | 31.12.2024 | 31.12.2023 |
|---|---------------|---------------|
| Bank deposits and cash in hand | 11,780 | 10,992 |
| Short-term deposits | - | 7,500 |
| Restricted deposits | 635 | 1,991 |
| Total cash and cash equivalents | 12,415 | 20,483 |
| Non-consolidated cash and cash equivalents, proportionate: | | |
| Proportionate cash and cash equivalents, Planeta Rica, Colombia | 379 | 469 |

The Group in some cases provides cash collateral for guarantees to secure power grid connections, tenders, energy trading activities, and obligations under equipment supply agreements and power purchase agreements. Such collateral is disclosed as restricted deposits. The carrying amount approximates the fair value.

9. EQUITY

| in thousand USD | 31.12.2024 | 31.12.2023 |
|--|---------------|---------------|
| Share capital | 2,729 | 2,729 |
| Other capital reserves | 81,734 | 81,734 |
| Legal reserves (foreign currency effects) | 1,108 | 2,687 |
| Treasury shares | - | - |
| Retained profit/losses | (17,865) | (9,219) |
| Profit/loss for the period attributable to the equity holders of the Company | (17,470) | (8,646) |
| Total equity attributable to the equity holders of the Company | 50,235 | 69,285 |
| Non-controlling interest | - | 149 |
| Total equity | 50,235 | 69,434 |

As of 31 December 2024, the total number of outstanding shares was 22,250,000. The number of shares is unchanged since the initial public offering on 22 January 2021. All shares are fully paid. The Management Board has the authority, as granted by the Annual General Meeting and stipulates in the Company's Articles of Association, to issue another 22,250,000 shares. For details, please refer to the Company's Articles of Association, which is published on the Company's website.

Please also refer to our disclosure on business combination in the section on accounting policies in this report for details on the non-controlling interest reflected in the statement of changes in equity.

For details with regards to the changes in equity, please refer to the Statement of Changes in Equity.

10. PROVISIONS

| in thousand USD | 31.12.2024 | 31.12.2023 |
|-------------------------|------------|------------|
| Current provisions | 111 | 267 |
| Non-current provisions | 298 | 173 |
| Total provisions | 409 | 440 |

Provision of USD 0.4 million recognized on the balance sheet are related to the Company's solar PV plant in El Salvador and expected performance-related deferred compensation payable to the previous owners of the project and to decommissioning provisions in Colombia. Please also refer to our disclosure concerning contingent liabilities.

Decommissioning provisions are only recorded to the extent that lease agreements require a decommissioning, even if the exact timing of the commissioning after the initial 25-to-30-year lease may not be known. For projects which MPCES transfers to off-taker after a certain period of operations or for which MPCES owns the land, no decommissioning expenses are recorded. Overall, possible future obligations related to decommissioning are considered to be immaterial.

11. PROJECT FINANCE LOANS

| in thousand USD | 31.12.2024 | 31.12.2023 |
|---|---------------|---------------|
| Current portion of project finance loans | 2,981 | 3,107 |
| Non-current portion of project finance loans | 63,626 | 40,729 |
| Total project finance loans | 66,607 | 43,836 |
| Bonilla Zelaya Ingenieros Constructores SA de CV, El Salvador | 17,378 | 18,764 |
| Los Santos I SAPI de CV, Mexico | 24,130 | 25,072 |
| San Patricio Renovables SA, Guatemala | 25,099 | - |
| Total project finance loans | 66,607 | 43,836 |
| Non-consolidated project debt, proportionate: | | |
| Proportionate financial debt, Planeta Rica, Colombia | 6,376 | 7,667 |

| | Total |
|---|---------------|
| Carrying amount as of 1 January 2024 | 43,836 |
| Additions principal | 24,950 |
| Additions interest expense | 3,053 |
| Additions capitalized interest | 149 |
| Repayments | (6,082) |
| Changes due to purchase price allocation and currency movements | 700 |
| Carrying amount as of 31 December 2024 | 66,607 |

| | Total |
|---|---------------|
| Carrying amount as of 1 January 2023 | 42,862 |
| Additions | - |
| Additions (other) | 2,746 |
| Repayments | (1,890) |
| Changes due to purchase price allocation and currency movements | 118 |
| Carrying amount as of 31 December 2023 | 43,836 |

The Group includes non-recourse financing structure in its projects, with loans being provided by commercial banks or development banks with tenors usually tied to the tenor of the respective project's power purchase agreement(s).

For its project Santa Rosa & Villa Sol, El Salvador, which is owned and operated by Bonilla Zelaya Ingenieros Constructores SA de CV, the loan is provided by Banco Agricola, a member of the Bancolombia Group. The loan is USD-denominated, matures in December 2036 and an interest rate of 3-month LIBOR plus 4.75%. The loan requires quarterly debt service payments.

The solar PV plant Los Santos I SAPI de CV, Mexico, has secured loans from the North American Development Bank (NADB) and the Development Finance Corporation (DFC), which each provide around 50% of the total outstanding debt. The loans will mature in March 2034 and March 2037. Repayments are made semi-annually. The interest rates on both loans are fixed at 4.87% (NADB) and 4.9% (DFC) until 2025, after which the rates will increase by 25 bps for each of the two loans and remain fixed until 2030. The loans' interest rates will then increase by another 25 bps each until the end of the respective loan tenors.

We secured a project finance loan for our solar PV project in Guatemala, which began construction earlier this year. The 66.1 MWp plant is expected to connect to the power grid and commence operations in mid-2025. The loan of up to USD 34.0 million is provided by local bank Banco de América Central (BAC) and has a 16-year tenor, matching the length of the power purchase agreement (PPA) and reflecting a debt ratio for the project of around 80%. The loan carries a fixed interest rate (7.75%) during construction and variable rate (3-month SOFR plus 2.5%) during the operational phase. Interest is capitalized during the construction phase of the project at the fixed interest rate.

We have certain debt covenants in our non-recourse loans, for example minimum debt service cover ratios. In cases where these are not met in a specified period, we are not able to distribute cash from these entities to its respective parent company within our Group. Therefore, not meeting covenants restricts the ability to collect dividends and other forms of distributions.

As of today, only two projects of MPCES, one in El Salvador and one in Guatemala, are exposed to variable base rates (SOFR). A change of SOFR of +/- 100 base points on the current debt balance as of 31.12.2024 on these loans (USD 42.5 million) would increase or decrease interest rates expenses related to these loans by around USD 0.4 million per annum.

12. LEASE LIABILITIES

| in thousand USD | 31.12.2024 | 31.12.2023 |
|--------------------------------|--------------|--------------|
| Current lease liabilities | 60 | 226 |
| Non-current lease liabilities | 1,584 | 1,851 |
| Total lease liabilities | 1,644 | 2,077 |

| | | |
|--------------------------------|--------------|--------------|
| Land lease liabilities | 1,255 | 1,642 |
| Other lease liabilities | 389 | 435 |
| Total lease liabilities | 1,644 | 2,077 |

| | Total |
|---|--------------|
| Carrying amount as of 1 January 2024 | 2,077 |
| Additions | 215 |
| Accretion of interest | 91 |
| Reductions (refer to note 3) | (479) |
| Repayments | (172) |
| Exchange rate differences | (88) |
| Carrying amount as of 31 December 2024 | 1,644 |

| | Total |
|---|--------------|
| Carrying amount as of 1 January 2023 | 1,163 |
| Additions | 766 |
| Accretion of interest | 172 |
| Reductions (refer to note 3) | (28) |
| Repayments | (118) |
| Exchange rate differences | 122 |
| Carrying amount as of 31 December 2023 | 2,077 |

| in thousand USD | 31.12.2024 | 31.12.2023 |
|--|--------------|--------------|
| Amortization | (78) | (105) |
| Interest expense on lease liabilities | (91) | (172) |
| Expenses relating to short-term leases (incl. in other operating expenses) | - | - |
| Expenses related to leases of low-value assets | - | - |
| Variable lease payments | - | - |
| Total amount recognized through profit and loss | (169) | (277) |

| in thousand USD | 31.12.2024 | Contractual obligation |
|----------------------|--------------|------------------------|
| within 1 year | 60 | 158 |
| within 1 and 5 years | 291 | 740 |
| after 5 years | 1,293 | 1,821 |
| Total | 1,644 | 2,719 |

| in thousand USD | 31.12.2024 | Contractual obligation |
|----------------------|--------------|------------------------|
| within 1 year | 226 | 185 |
| within 1 and 5 years | 307 | 800 |
| after 5 years | 1,544 | 3,065 |
| Total | 2,077 | 4,050 |

The Group has lease contracts for land on which it develops, builds and operates projects and for vehicles which site staff use during construction and operation. Leases for land have terms between 20 and 25 years (not considering existing options to extend the lease term). For the leased vehicle the lease term is three years. The Group's obligations under its leases are secured by the lessors' titles to the leased assets.

Please refer to the Group's accounting policy on leases for additional information on our accounting treatment of lease contracts. Please also refer to Note 3 on right-of-use assets.

13. DEFERRED TAX ASSETS AND LIABILITIES

| in thousand USD | Total |
|---|--------------|
| Deferred tax assets | |
| Carrying amount as of 1 January 2024 | - |
| Additions | 448 |
| Reductions | - |
| Carrying amount as of 31 December 2024 | 448 |
| | Total |
| Deferred tax liabilities | |
| Carrying amount as of 1 January 2024 | 3,307 |
| Additions | - |
| FX effects | 625 |
| Reductions | (2,763) |
| Carrying amount as of 31 December 2024 | 1,169 |

The recognized deferred tax assets mainly related to our projects Los Santos I (Mexico) and Los Girasoles (Colombia). In Mexico, the deferred tax assets mainly derive from recorded foreign exchange losses reported in local currency (MXN equivalent of USD 8.3 million), which trigger a substantial deferred tax asset addition of around USD 2.4 million (total deferred tax asset change for the entity in 2024 was USD 1.6 million). Both the tax loss and the corresponding benefit from the deferred tax asset are recorded through OCI, i.e. do not affected the reported net result of the Group. In addition, we project these entities to generate taxable profits in 2025 and subsequent years and therefore judge that it is probable that taxable profits will exist and be offset against the existing temporary differences.

The overall deferred tax position is being netted on an entity-level, with the deferred tax assets of USD 0.4 million relating to projects in Colombia and El Salvador, and the remaining deferred tax liabilities being related entirely to our plant in Mexico. The shown reductions in deferred tax liabilities are mainly a result of the netted overall deferred tax position for Los Santos I (Mexico) as we record the deferred tax asset explained above. In addition, we released USD 0.4 million related to a deferred tax liability in connection with our asset sale of Neol CHP (Puerto Rico) and also released USD 0.4 million related to a deferred tax liability that was recorded when we acquired Los Santos I (Mexico) in 2022 and release the liability over time through profit and loss. The latter deferred tax liability was a result of the purchase price allocation (IFRS 3) done at the time, for which we recorded an adjustment of USD 0.4 million in 2024 as well.

14. TRADE AND OTHER PAYABLES

| in thousand USD | 31.12.2024 | 31.12.2023 |
|----------------------------------|--------------|--------------|
| Trade payables | 2,548 | 2,047 |
| Payables to related parties | 583 | 265 |
| Current tax payable | - | 909 |
| Other taxes and social security | 396 | 648 |
| Total current liabilities | 3,527 | 3,869 |

Payables to related parties mostly relate to the MPC Capital Group and were incurred in the normal course of business for services provided to the Company. The carrying amount approximates the fair value.

Notes to the Consolidated Income Statement

To supplement our consolidated financial statements, we disclose certain non-IFRS financial measures (Alternative Performance Measures, APM), including, without being limited to, proportionate energy output numbers, proportionate revenues, and proportionate earnings before interest, taxes, depreciation and amortization (EBITDA), including percentages and ratios derived from those measures.

The difference between consolidated values and proportionate values is explained by the following pro-rata considerations:

| Project | Share considered to calculate consolidated values | Share considered to calculate proportionate values |
|-------------------------------------|---|--|
| Los Santos I, Mexico | 100% | 100% |
| Santa Rosa & Villa Sol, El Salvador | 100% | 100% |
| Neol CHP, Puerto Rico | 100% | 95% |
| Los Girasoles, Colombia | 100% | 100% |
| Planeta Rica, Colombia | 0% | 50% |
| San Patricio, Guatemala | 100% | 100% |

The following table provides the differences between the APMs and our consolidated group figures:

| in thousand USD | Energy output (GWh) | Revenue (project level) | EBITDA (project level) | EBITDA margin (project level) |
|--------------------------------------|---------------------|-------------------------|------------------------|-------------------------------|
| Santa Rosa & Villa Sol (El Salvador) | 38.4 | 4,260 | 3,568 | 84% |
| Los Santos I (Mexico) | 34.6 | 3,951 | 2,744 | 69% |
| Los Girasoles (Colombia) | 21.4 | 2,060 | 545 | 26% |
| Planeta Rica (Colombia) | 20.2 | 1,230 | 518 | 42% |
| Neol CHP (Puerto Rico) | 1.5 | 1,284 | 522 | 41% |
| Total proportionate values | 116.1 | 12,785 | 7,896 | 62% |
| Consolidation adjustments | (20.1) | (1,163) | (453) | |
| Total consolidated values | 96.0 | 11,623 | 7,443 | 64% |

The following Notes 15 to 26 refer to consolidated figures.

15. REVENUE

| in thousand USD | FY2024 | FY2023 |
|--|---------------|--------------|
| Revenue from power-producing assets | 10,853 | 8,348 |
| Revenue from energy trading activities | 770 | 744 |
| Total revenue | 11,623 | 9,092 |
| Los Santos I (Mexico) | 3,951 | 3,626 |
| Neol CHP (Puerto Rico) | 1,351 | 1,466 |
| Los Girasoles (Colombia) | 2,060 | 1,191 |
| Santa Rosa & Villa Sol (El Salvador) | 4,260 | 2,809 |
| Total revenue | 11,623 | 9,092 |
| Solar PV | 10,272 | 7,626 |
| Energy Efficiency | 1,351 | 1,466 |
| Total revenue | 11,623 | 9,092 |
| Latin America | 10,272 | 7,626 |
| Caribbean | 1,351 | 1,466 |
| Total revenue | 11,623 | 9,092 |

Our Company conducts energy trading activities in the market to meet the requirements of a pay-as-contracted power purchase agreement we have in place for our solar PV plant Los Girasoles in Colombia. The activities include, as needed, the purchasing of electricity in the Colombian electricity spot market, through bilateral agreements or option exchanges, and selling the purchased electricity to our off-taker for the project at prices determined in the power purchase agreements.

16. COST OF SALES

| in thousand USD | FY2024 | FY2023 |
|--|----------------|----------------|
| Cost of sales for power-producing assets | (3,282) | (2,999) |
| Direct costs relate to energy trading activities | (898) | (1,691) |
| Total cost of sales | (4,180) | (4,690) |

17. EMPLOYEE EXPENSES

| in thousand USD | FY2024 | FY2023 |
|---|----------------|----------------|
| Wages and salaries | (1,197) | (1,448) |
| Social security and pension contributions | (104) | (169) |
| Supervisory board compensation | (125) | (188) |
| Other personnel expenses | (215) | (143) |
| Total employee expenses | (1,641) | (1,948) |

As of 31 December 2024, the Group employed 16 full-time equivalent employees (2023: 13), of which 4 were employed at the Company's head office in Amsterdam, Netherlands (2023: 4). The Company also has offices in Bogotá (Colombia) and Panama City (Panama) and employed operation and maintenance staff in one of its Colombian projects. During 2024, the Group employed an average of 15.4 full-time equivalent employees (2023: 14.5).

18. OTHER OPERATING EXPENSES

| in thousand USD | FY2024 | FY2023 |
|---|----------------|----------------|
| Office rent and related expenses | (153) | (215) |
| Communication and IT | (187) | (165) |
| Insurance costs, fees and subscriptions | (188) | (129) |
| Marketing and public relations | (88) | (162) |
| Travel expenses | (218) | (336) |
| Corporate fees | (409) | (310) |
| Audit fees | (279) | (363) |
| Legal, tax and other advisory fees | (440) | (1,344) |
| Other operating expenses | (2) | (140) |
| Total operating expenses | (1,964) | (3,164) |

Significant steps were taken to lower the overhead spending of the Group, and consequently the total operating expenses in 2024 were substantially below 2023.

Corporate fees include corporate services provided by the related party MPC Capital GmbH, including services related to investor relations, human resources, marketing, and public relations services as well as license fees for infrastructure and assets provided by the MPC Group. In addition, the fees include services for entity administration during the development phase of projects. Please also refer to Note 26 for details.

Audit fees are the fees paid to the Company's auditor EY Accountants B.V.

| in thousand USD | FY2024 | FY2023 |
|----------------------------------|--------------|--------------|
| Audit fees related to 2024 audit | (157) | - |
| Audit fees related to 2023 audit | (122) | (213) |
| Audit fees related to 2022 audit | - | (139) |
| Non audit-related services | - | (11) |
| Total audit fees | (279) | (363) |

Legal fees, tax and other advisory fees as well as management fees mainly relate to non-capitalized due diligence costs, transaction fees, advisory for mergers and acquisitions, legal fees in connection with the public listing and other legal consulting, ESG advisory services, and expenses incurred in connection with IFRS and tax advisory.

19. DEPRECIATION, AMORTIZATION AND IMPAIRMENT

| in thousand USD | FY2024 | FY2023 |
|--|-----------------|----------------|
| Depreciation on property, plant and equipment | (3,016) | (2,591) |
| Amortization on intangible assets and right-of-use assets | (1,206) | (1,469) |
| Impairment charges | (12,902) | (2,905) |
| Total depreciation, amortization and impairment charges | (17,124) | (6,965) |

Depreciating charges were incurred in connection with the operating projects in our portfolio. Since more projects are operational, the increase in depreciation year-over-year is a normal development.

Amortization charges refer to gradual write-offs of intangible assets, e.g. power purchase agreements, right-of-use assets and capitalized development expenses. Amortization charges only relate to projects that are already under operation.

| in thousand USD | FY2024 | FY2023 |
|--|-----------------|----------------|
| Neol CHP, Puerto Rico | (5,131) | - |
| Planeta Rica, Colombia | (4,524) | - |
| Enernet Global Inc, USA (convertible note) | (1,660) | - |
| SOLEC Power, St. Kitts | (555) | (2,804) |
| Acacia, Jamaica | (368) | - |
| Matarredonda, Colombia | (340) | - |
| Las Margaritas, Colombia | (242) | - |
| Other impairments | (82) | (101) |
| Total impairment charges | (12,902) | (2,905) |

In fiscal year 2024, the Group impaired USD 12.9 million in connection with discontinued development projects and value adjustments to operating assets and financial assets, in part triggered by actual sales of these assets (e.g. the CHP plant in Puerto Rico) or based on a revised view on the respective asset values. The main impairment charges were recorded in connection with the sale of the power plant equipment in Puerto Rico and the related intangible assets.

In addition, a significant adjustment to the shareholder loans made to our solar PV joint venture Planeta Rica (Colombia) was made as we do not believe the original value of these loans can be fully recovered. We also impaired the entire book value of a convertible note, including accrued interest, related to our investment in Enernet Global Inc (USA) as part of a capital restructuring for the entity, and removed values related to discontinued development projects and legacy projects that are no longer active. With these steps, we believe to have removed a significant amount of legacy balance sheet risks.

In fiscal year 2023, the Group impaired USD 2.9 million. Of this USD 0.1 million are related to a write-off of capitalized cost in Panama and Honduras. Furthermore, during 2023 the Group exited its investment in Leclanché (St. Kitts) Energy Holdings Ltd. This led to the remaining loss of USD 2.8 million.

20. GAIN FROM BARGAIN PURCHASES

| in thousand USD | FY2024 | FY2023 |
|--|----------|------------|
| Gain from a bargain purchase (Neol CHP LLC, Puerto Rico) | - | 143 |
| Total gain from bargain purchases | - | 143 |

In March 2022, MPCES acquired 95% of the shares in Neol CHP LLC, a 3.4 MW combined heat and power plant in Puerto Rico. Following the acquisition, the Company conducted a purchase price allocation for the entity in accordance with IFRS. The recording of the results on the consolidated balance sheet led to a recognition of a gain from a bargain purchase in the amount of USD 0.1 million. The main reason for this gain is that the determined fair value of the shares exceeded the pre-agreed purchase price for the shares. A portion of the purchase price for Neol CHP LLC was held in an escrow account. During 2023 USD 0.1 million of the money held in escrow was disbursed back to MPCES. The amount disbursed back was recognized in profit or loss as the PPA period had ended.

At the end of financial year 2024, Neol CHP LLC sold its entire power plant equipment as part of an asset sale. While MPCES was still a 95% shareholder in the entity, no further business activities related to the CHP plant will be conducted from 2025 onwards. Neol CHP LLC will be liquidated. Please also refer to Note 19 regarding the impairment charges taken as a result of the asset sale.

We recognized the gains in our income statement below operating profit (EBIT). Please also refer to our consolidated income statement and cash flow statement concerning this matter, as well as to our disclosures on business combinations and bargain purchases.

21. OTHER INCOME AND EXPENSES

| in thousand USD | FY2024 | FY2023 |
|---|--------------|--------------|
| Technical/commercial service fees during development, not capitalized | (105) | (310) |
| Operational expenses during construction, not capitalized | (369) | (333) |
| Other income/(expenses) | (270) | (350) |
| Total other income and expenses | (744) | (994) |

During the development phase, the Company receives technical and commercial services from the MPC Group. These are not capitalized and therefore directly accounted for through profit and loss. Once a project starts construction, the related services are provided directly at the project level. Until then, we account for them on group level.

Not all construction-related expenses are capitalized. In connection with our construction activities in Guatemala during the reporting year, we expensed certain items directly and report them as part of our other expenses because they did not meet the IFRS requirements for capitalization. Such costs include, for instance, local fees and taxes.

22. FINANCIAL INCOME AND EXPENSES

| in thousand USD | FY2024 | FY2023 |
|---|----------------|------------|
| Interest income | 1,317 | 936 |
| Interest expenses | (3,375) | (3,331) |
| Exchange rate results | (1,611) | 2,750 |
| Total financial result (excl. share in result from joint ventures) | (3,669) | 355 |

Financial income is generated from shareholder loans and convertible notes in connection with the Group's engagement with Parque Solar Planeta Rica SAS ESP (Colombia) and Enernet Global Inc (USA), as well as from short-term, interest-yielding deposits of available funds.

Interest expenses are incurred from non-recourse project financial loans in El Salvador, Mexico and Guatemala.

Exchange rate results are foreign currency effects that are accounted in profit and loss, which relates primarily to the Group's operating activities (when revenue or expenses is denominated in a foreign currency, e.g. the Colombian Pesos or Mexican Pesos).

23. SHARE IN RESULT OF JOINT VENTURES

| in thousand USD | FY2024 | FY2023 |
|---|-------------|----------------|
| Parque Solar Planeta Rica SAS ESP, Colombia | (38) | (1,665) |
| Leclanché (St. Kitts) Energy Holdings Ltd, Barbados | - | (11) |
| TAISOL SRL, Dominican Republic | - | (0) |
| Total share in result of joint ventures | (38) | (1,676) |

Please also refer to the note detailing the Company's investments in joint ventures.

24. INCOME TAX EXPENSES

The parent company, MPC Energy Solutions NV, is subject to ordinary corporate income tax in the Netherlands. The corporate income tax position is calculated as follows:

| in thousand USD | | FY2024 | FY2023 |
|--|--------------|------------|--------------|
| Profit/loss before taxes | | (17,736) | (9,847) |
| Nominal taxes | 25.80% | 4,576 | 2,540 |
| Impact tax rate difference | 0.31% | 55 | 141 |
| Add-back of non-deductible amounts | -17.12% | (3,037) | (1,435) |
| Current year tax losses not recognized | -9.93% | (1,761) | (1,858) |
| Prior year adjustment | 2.93% | 519 | 1,957 |
| Other | -0.09% | (16) | - |
| Income tax expense for the year | 1.90% | 337 | 1,345 |

| in thousand USD | | FY2024 | FY2023 |
|--|--|------------|--------------|
| Current income tax expenses | | (464) | (1,416) |
| Changes in deferred tax assets and liabilities | | 800 | 2,761 |
| Income tax expense for the year | | 337 | 1,345 |

The prior year adjustment includes tax effects resulting from return to provision adjustments as well as the recognition of previously unrecognized deferred tax assets. The increase in added-back non-deductible amounts year-over-year is mainly due to non-deductible interest expenses in Mexico and other non-deductible impairment charges in Spain.

For the Dutch fiscal unity, as of 31 December 2024, the tax loss carried forward amounts to USD 8.5 million (2023: USD 6.8 million). These tax losses can be carried forward indefinitely. However, loss relief is limited to 50% of the taxable profit of the relevant financial year to the extent that the taxable profit exceeds a threshold of EUR 1.0 million. Up to an amount of EUR 1.0 million taxable profit, losses can be fully set off against profits. The Company does not expect to use the tax losses during the coming six years. Currently, no convincing evidence of using the tax loss exists. Accordingly, the criteria for recognition of deferred tax assets are not met.

The Company has other unused tax losses available for which no deferred tax asset is recognized. At year-end 2024, these losses amounted to USD 8.0 million (2023: 2.8 million). USD 5.9 million (2023: 0.7 million) will expire in 5 to 10 years. The remaining losses carry a term longer than 10 years.

The effective tax rate is 1.90% for the reporting period (2023: 13.66%).

25. EARNINGS PER SHARE (EPS)

| in thousand USD | FY2024 | FY2023 |
|--|---------------|---------------|
| Net income/loss for the period | (17,400) | (8,502) |
| Weighted number of ordinary shares outstanding | 22,250,000 | 22,250,000 |
| EPS (basic and diluted) | (0.78) | (0.38) |
| Adjusted for one-time non-cash impairment charges and FX effects | 14,515 | 155 |
| Adjusted net income/loss for the period | (2,887) | (8,347) |
| Adjusted EPS (basic and diluted) | (0.13) | (0.38) |

Basic EPS are calculated by dividing the profit for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year (month-end averages). There are currently no instruments outstanding as of 31 December 2024 with a potentially dilutive effect on earnings per share.

26. PAYMENTS MADE TO THE MPC GROUP

During fiscal year 2024, the Group received administrative support and purchased other services provided by companies which are part of the MPC Group. Services include, without being limited to, transaction advisory services, asset management services, IT services, and services in connection with investor relations, human resources, public relations, marketing and ESG activities.

The total amount of payments made to companies belonging to the MPC Group for services rendered amounted to USD 0.6 million (2023: USD 0.3 million).

REMUNERATION OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD

During fiscal year 2024, the total remuneration of the Management Board accounted for in the financial statements was USD 0.5 million (2023: USD 0.5 million). All the remuneration are short-term employee benefits.

During fiscal year 2024, the total remuneration of the Supervisory Board accounted for in the financial statements was USD 0.1 million (2023: USD 0.2 million).

COMMITMENTS

The Group has the following off-balance sheet commitments as of 31 December 2024:

The share purchase agreement with the sellers of the project Santa Rosa & Villa Sol (El Salvador) contains provisions regarding contingent purchase price payments depending on the commercial success of the project. Such contingent purchase price payments may accumulate to a maximum total amount of USD 6.9 million until 2043 (approximately USD 0.3 million per annum). The amount disclosed here refers to the part of the potential liabilities that we currently deem as improbable to be paid in the future, depending on the performance of the project.

Our Dutch entity MPC Energy Solutions NV has provided two parent company guarantees to partially secure interconnection guarantees in Colombia. The total amount of these parent company guarantees is around USD 0.5 million. We consider it probable that around USD 0.2 million of this amount could be called over the next 6 to 12 months.

The loan agreement signed for our solar PV project San Patricio in Guatemala, which is currently under construction, obliges MPCES to complete construction in case of cost overruns, representing an off-balance sheet commitment for our Company. The construction is currently progressing in time and budget, and we do not foresee this obligation to trigger additional investment requirements.

EVENTS AFTER THE REPORTING DATE

In January 2025, MPCES signed an agreement to sell one of its solar PV development projects in Colombia. The closing of the transaction is subject to customary closing conditions, which are expected to be finalized in Q2 2025. We expect total cash receipts from the sale, including the release of a cash deposit to secure an interconnection guarantee, to be around USD 0.9 million, which have partially already been collected.

COMPANY FINANCIAL STATEMENTS

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Company Statement of Financial Position

for the financial year ended 31 December
(before appropriation of results)

| in thousand USD | Notes | 31.12.2024 | 31.12.2023 |
|-------------------------------------|-----------|---------------|---------------|
| Intangible assets | | 695 | 1,322 |
| Property, plant and equipment | | 2 | 2 |
| Financial fixed assets | 27 | 49,102 | 54,015 |
| Non-current assets | | 49,799 | 55,339 |
| Trade and other receivables | | 275 | 405 |
| Receivables from group companies | 28 | 569 | 217 |
| Cash | 29 | 553 | 14,017 |
| Current assets | | 1,397 | 14,639 |
| Total assets | | 51,196 | 69,978 |
| Share capital | | 2,729 | 2,729 |
| Other capital reserves | | 81,734 | 81,734 |
| Legal reserves | | 1,108 | 2,688 |
| Treasury shares | | - | - |
| Retained profit / losses | | (17,581) | (9,219) |
| Profit / loss for the period | | (17,470) | (8,362) |
| Equity | 30 | 50,520 | 69,570 |
| Trade and other payables | | 206 | 110 |
| Payables to group companies | 31 | - | 8 |
| Payables to related parties | 32 | 470 | 200 |
| Accruals | | - | 88 |
| Current liabilities | | 676 | 406 |
| Total equity and liabilities | | 51,196 | 69,978 |

Note: Rounding differences may occur.

Company Income Statement

for the financial year ended 31 December

| in thousand USD | Notes | FY2024 | FY2023 |
|--|-----------|-----------------|----------------|
| Net turnover | | 730 | 285 |
| Total operating income | | 730 | 285 |
| Raw materials and consumables / cost of sales | | - | - |
| Wages and salaries | | (956) | (947) |
| Social security costs | | 12 | (43) |
| Impairment charges | | (2,537) | - |
| Other operating expenses | 33 | (2,033) | (3,136) |
| Total operating expenses | | (4,784) | (3,841) |
| Interest income and similar income | | 399 | 245 |
| Interest expenses and similar charges | | (138) | (167) |
| Result before taxation | | (4,522) | (3,763) |
| Taxation | | - | (5) |
| Share in result of participating interest | 34 | (12,948) | (4,434) |
| Net result for the year before other comprehensive income | | (17,470) | (8,202) |
| Other comprehensive income | | - | (160) |
| Total comprehensive results for the year | 30 | (17,470) | (8,362) |

Note: Rounding differences may occur.

Notes to the Company Financial Statements

GENERAL

Company Profile

As an integrated full-cycle independent power producer (IPP), the principal activities of the Company and its subsidiaries are to develop, build, own, and operate renewable energy projects. This includes, without being limited to, solar farms and hybrid installations.

The registered and actual address of MPC Energy Solutions N.V. is Apollolaan 151, 1077 AR Amsterdam, the Netherlands. The Company is registered at the Dutch chamber of commerce under number 78205123. The Company was incorporated on 4 June 2020. MPCES has additional offices in Bogotá (Colombia) and Panama City (Panama).

Following a private placement of shares on 22 January 2021, the shares of the Company were listed in the Euronext Growth segment of the Oslo Stock Exchange.

Going Concern

In preparing the consolidated and company-only financial statements, the Management Board is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease its operations.

Assessing whether going concern is the correct presumption requires judgement by the Management Board on different matters concerning the Company's ability to continue its operations in the future. This judgement is based on the financial position of the Company, the Company's existing operational projects, projects under construction and the project development backlog, business opportunities and financial projections. Since the Company is not yet generating positive cash flows, the uncertainty of maintaining sufficient liquidity to support the going concern assumption has been assessed. Based on internal financial projections and preparations made to secure additional funding from external sources (asset sales, equity and debt), as well as the fact that the Company has currently no long-term debt on corporate level, the Management Board currently sees no significant risk materializing from this uncertainty.

Reporting Period

The Company's financial year corresponds to the calendar year.

Reporting Framework

The company financial statements were prepared in accordance with the provisions of Part 9 of Book 2 of the Dutch Civil Code. The Company uses the option of Article 362.8 of Part 9 of Book 2 of the Dutch Civil Code to prepare the company financial statements, using the same accounting policies as those used for the consolidated financial statements. Valuation is based on recognition and measurement requirements of accounting standards adopted by the EU, as explained further in the notes to the consolidated financial statements.

The company financial statements have been prepared on a historical cost basis unless stated otherwise.

The company financial statements are presented in USD. All financial information presented in USD has been rounded to the nearest thousand USD unless indicated otherwise.

Equity

At the moment of founding the Company, the authorized share capital was EUR 180,000 divided in 180,000 shares with a nominal value of EUR 1. In total 45,000 shares were issued.

On 4 September 2020, the authorized share capital has been changed into 450,000 shares with a nominal value of EUR 0.10. At the same date the Company has issued 1,800,000 shares each with a par value of EUR 0.10.

As of 31 December 2024, the Company's share capital is USD 2,728,700 comprised of 22,250,000 shares with a nominal value of EUR 0.10 per share.

To fund the Company's business development, equity was raised through a private placement and subsequent listing of the Company's shares in the Euronext Growth segment of the Oslo Stock Exchange on 22 January 2021. The private placement included 20,000,000 shares at an issuing price of NOK 38.50 and resulted in gross cash proceeds of USD 90.0 million.

MATERIAL ACCOUNTING POLICIES

Financial Fixed Assets

Participating interests (subsidiaries and joint ventures) are accounted for in the Company's financial statements according to the equity method. They are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount.

Reference is made to the financial fixed asset accounting policy in the consolidated financial statements.

Profit of Participating Interests

The share in the result of participating interests consists of the share of the Company in the results of these participating interests. Insofar as gains or losses on transactions involving the transfer of assets and liabilities between the Company and its participating interests or between participating interests themselves can be considered unrealized, they have not been recognized.

Amounts due to or from Group Companies

Amounts due to or from group companies are stated initially at fair value and subsequently at amortized cost. Amortized cost is determined using the effective interest rate. The Company recognize a credit loss for financial assets (such as a loan) based on ECL which will occur in the coming twelve months or – after a significant decrease in credit quality or when the simplified model can be used – based on the entire remaining loan term.

To avoid the difference between equity in the Consolidated and the Company's Financial statements any expected credit losses on intercompany receivables recognized in the Company's statement of Profit or Loss are eliminated (reversed) through the respective intercompany receivable account recognized in the Company's statement of Profit or Loss.

Cash and Cash Equivalents

Cash and short-term deposits in the statement of financial position comprise cash at banks, on hand and short-term deposits with a maturity of three months or less. Cash equivalents represent short-term, liquid investments which are readily convertible into known amounts of cash with original maturities of three months or less.

Cash and cash equivalents are recorded at their nominal values. Liquid funds denominated in foreign currencies are translated at the exchange rate as of the balance sheet date.

Notes to the Company Financial Position

27. FINANCIAL FIXED ASSETS

| in thousand USD | 31.12.2024 | 31.12.2023 |
|---|---------------|---------------|
| Participation in subsidiaries | 46,102 | 49,422 |
| Equity instruments | 3,000 | 3,000 |
| Convertible note incl. accrued interest | - | 1,593 |
| Total financial fixed assets | 49,102 | 54,015 |

MPC Energy Solutions NV owns an equity stake in Enernet Global Inc (USA). The amount invested in 2020 and 2021 is USD 3,000,000. In addition, the Company subscribed to a convertible note issued by Enernet Global in 2022, which was fully impaired at the end of fiscal year 2024.

| in thousand USD | 31.12.2024 | 31.12.2023 |
|---|---------------|---------------|
| Participation in subsidiaries | | |
| MPCES Holding BV, Netherlands | 42,206 | 36,763 |
| MPC Energy Solutions Latin America Holdings II BV, Netherlands | 3,895 | 12,659 |
| Total participation in subsidiaries | 46,102 | 49,422 |
| Carrying amount as of 1 January | 49,422 | 55,003 |
| Capital increase- MPCES Holding BV, Netherlands | 15,043 | 4,850 |
| Capital decrease - MPC Energy Solutions Latin America Holdings II BV, Netherlands | (3,836) | (8,750) |
| Exchange rate results | (1,579) | 2,753 |
| Results of subsidiaries (incl. OCI) | (12,948) | (4,434) |
| Carrying amount as of 31 December | 46,102 | 49,422 |

| in thousand USD | 31.12.2024 | 31.12.2023 |
|---|--------------|--------------|
| Equity instruments (shares in Enernet Global Inc.) | | |
| Carrying amount as of 1 January | 3,000 | 3,160 |
| Additions | - | - |
| Reductions | - | (160) |
| Carrying amount as of 31 December | 3,000 | 3,000 |

| | 31.12.2024 | 31.12.2023 |
|--|------------|--------------|
| Convertible note incl. accrued interest (Enernet Global Inc.) | | |
| Carrying amount as of 1 January | 1,593 | 1,456 |
| Additions due to interest accrued | 67 | 137 |
| Reductions/impairment charges | (1,660) | - |
| Carrying amount as of 31 December | - | 1,593 |

28. RECEIVABLES FROM GROUP COMPANIES

| | 31.12.2024 |
|--|------------|
| MPC Energy Solutions Latin America Holdings SLU, Spain | 500 |
| Other group companies | 69 |
| Total receivables from group companies | 569 |

The receivables from MPC Energy Solutions Latin America Holdings SLU (Spain) relate to a transaction fee which the Company paid on behalf of its group entity during the financial year 2024. The amount was repaid in the first quarter of 2025.

29. CASH

| in thousand USD | 31.12.2024 | 31.12.2023 |
|--|------------|---------------|
| Bank deposits and cash in hand (USD and EUR) | 553 | 4,771 |
| Short-term deposit | - | 7,500 |
| Restricted deposits | - | 1,746 |
| Total cash | 553 | 14,017 |

30. EQUITY

| in thousand USD | 31.12.2024 | 31.12.2023 |
|---|---------------|---------------|
| Share capital | 2,729 | 2,729 |
| Other capital reserves | 81,734 | 81,734 |
| Legal reserves (foreign currency effects) | 1,108 | 2,688 |
| Treasury shares | - | - |
| Retained profit/losses | (17,580) | (9,219) |
| Profit/loss for the period | (17,470) | (8,362) |
| Total equity | 50,520 | 69,570 |
| Reconciliation to group equity | | |
| Intercompany revenue in retained earnings | (285) | (285) |
| Total Group Equity | 50,235 | 69,285 |

| in thousand USD | 31.12.2024 | 31.12.2023 |
|--|-----------------|----------------|
| Total comprehensive income for the period | (17,470) | (8,362) |
| Intercompany revenue | - | (285) |
| Total comprehensive income/loss for Group | (17,470) | (8,646) |

As of 31 December 2024, the total number of outstanding shares was 22,250,000. The number of shares is unchanged since the initial public offering on 22 January 2021. All shares are fully paid. The Management Board has the authority, as granted by the Annual General Meeting and stipulates in the Company's Articles of Association, to issue another 22,250,000 shares. For details, please refer to the Company's Articles of Association, which is published on the Company's website.

The legal reserves related to effects caused by foreign currency exchange movements for investments made in foreign currencies. Changes in the corresponding book value in USD are recognized in the position legal reserve in equity. Please also refer to the Statement of Changes in Equity in the consolidated financial statements of the Group.

31. PAYABLES TO GROUP COMPANIES

| in thousand USD | 31.12.2024 | 31.12.2023 |
|--|------------|------------|
| Total payables to group companies | - | 8 |

32. PAYABLES TO RELATED PARTIES

| in thousand USD | 31.12.2024 | 31.12.2023 |
|--|------------|------------|
| MPC Group | 470 | 200 |
| Total payables to related parties | 470 | 200 |

| in thousand USD | Total |
|---|------------|
| Payables to MPC Group | |
| Carrying amount as of 1 January 2024 | 200 |
| Additions | 705 |
| Reductions/repayments | (435) |
| Carrying amount as of 31 December 2024 | 470 |

| | Total |
|---|------------|
| Payables to MPC Group | |
| Carrying amount as of 1 January 2023 | 162 |
| Additions | 1,140 |
| Reductions/repayments | (1,102) |
| Carrying amount as of 31 December 2023 | 200 |

The payables to the MPC Group were incurred in the normal course of business for services provided to the Company.

Notes to the Company Income Statement

33. OTHER OPERATING EXPENSES

| in thousand USD | FY2024 | FY2023 |
|---|----------------|----------------|
| Office rent and related expenses | (79) | (110) |
| Communication and IT | (104) | (100) |
| Insurance costs, fees and subscriptions | (184) | (136) |
| Marketing and public relations | (83) | (162) |
| Travel expenses | (187) | (225) |
| Corporate fees | (409) | (754) |
| Audit fees | (279) | (291) |
| Legal, tax and other advisory fees | (326) | (980) |
| Other operating expenses | (382) | (378) |
| Total operating expenses | (2,033) | (3,136) |

34. RESULT OF PARTICIPATING INTERESTS

| in thousand USD | FY2024 | FY2023 |
|--|-----------------|----------------|
| Share in result of MPCES Holding BV | (8,019) | (1,312) |
| Share in result of MPC Energy Solutions Latin America Holdings II BV | (4,929) | (3,122) |
| Total result of participating interests | (12,948) | (4,434) |

STAFF

At the end of 2024, the Company had 4 full-time equivalent employees (2023: 4). The entire staff is employed at the Company's head office in Amsterdam, the Netherlands.

AUDIT FEES

Please refer to the disclosure and details on audit fees in the section of the consolidated financial statement of the Group.

REMUNERATION OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD

During fiscal year 2024, the total remuneration of the Management Board accounted for in the financial statements was USD 0.5 million (2023: USD 0.5 million).

During fiscal year 2024, the total remuneration of the Supervisory Board accounted for in the financial statements was USD 0.1 million (2023: USD 0.2 million).

EVENTS AFTER THE REPORTING DATE

There is nothing to report.

RECOGNITION OF THE LOSS FOR 2024

The Management Board proposes to deduct the 2024 loss from the other reserves in equity in the amount of USD 17.5 million. The General Meeting of Shareholders will be asked to approve the appropriation of the 2024 result. This proposition is already recognized in the financial statements of the Company.

18 April 2025

The Management Board of MPC Energy Solutions N.V.



Stefan H.A. Meichsner
Chief Financial Officer



Fernando Zúñiga
Managing Director

OTHER INFORMATION

The profit shall be at the disposal of the General Meeting of Shareholders for holders of ordinary shares. At the proposal of the Management Board and approval by the Supervisory Board, the General Meeting of Shareholders may decide to make any dividend to holders of ordinary shares payable not in cash, but rather in part or entirely in shares in the Company's capital.

INDEPENDENT AUDITOR'S OPINION

Report on the audit of the financial statements 2024 included in the annual report

Our opinion

We have audited the accompanying financial statements for the financial year ended on 31 December 2024 of MPC Energy Solutions N.V. based in Amsterdam. The financial statements comprise the consolidated financial statements and the company financial statements.

In our opinion

- + The consolidated financial statements give a true and fair view of the financial position of MPC Energy Solutions N.V. as at 31 December 2024 and of its result and its cash flows for 2024 in accordance with International Financial Reporting Standards as adopted in the European Union (EU-IFRSs) and with Part 9 of Book 2 of the Dutch Civil Code
- + The company financial statements give a true and fair view of the financial position of MPC Energy Solutions N.V. as at 31 December 2024 and of its result for 2024 in accordance with Part 9 of Book 2 of the Dutch Civil Code

The consolidated financial statements comprise

- + The consolidated statement of financial position as at 31 December 2024
- + The following statements for 2024: the consolidated income statement, the consolidated statements of comprehensive income, changes in equity and cash flows
- + The notes comprising material accounting policy information and other explanatory information

The company financial statements comprise

- + The company statement of financial position as at 31 December 2024
- + The company income statement for 2024
- + The notes comprising a summary of the accounting policies and other explanatory information

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the Our responsibilities for the audit of the financial statements section of our report.

We are independent of MPC Energy Solutions N.V. in accordance with the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics for professional accountants).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

INFORMATION IN SUPPORT OF OUR OPINION

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The following information in support of our opinion and any findings were addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

Our understanding of the business

MPC Energy Solutions N.V. ("the company", and, together with its consolidated subsidiaries, "the group") is an integrated independent power producer founded in June 2020. The main business activity of MPC Energy Solutions N.V. and its group entities (the group) is to develop, construct and operate low-carbon energy infrastructure in Latin America and the Caribbean. MPC Energy Solutions N.V. is in the early stages of executing its business plan and generated limited revenues from power-producing assets and from other activities in 2024. The predominant focus of the group is on product or service development and associated roll-out activities. We paid specific attention in our audit to a number of areas driven by the activities of the group and our risk assessment.

We determined materiality and identified and assessed the risks of material misstatement of the financial statements, whether due to fraud or error in order to design audit procedures responsive to those risks and to obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

Materiality

| | |
|--------------------------|--|
| Materiality | USD 2,300,000 (2023: USD 3,000,000) |
| Benchmark applied | 4.6% of equity as per 31 December 2024 (2023: 4% of equity as per 31 December 2023). |
| Explanation | We determined materiality based on our understanding of the company's business and our perception of the financial information needs of users of the financial statements. We considered that equity reflects the value of the amounts invested by shareholders and for equity investors net asset value (equity) and return on equity are generally viewed as the key performance indicators. |

We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the financial statements for qualitative reasons.

We agreed with the supervisory board that misstatements in excess of USD 115,000 (2023: USD 150,000), which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

Scope of the group audit

MPC Energy Solutions N.V. is at the head of a group of entities. The financial information of this group is included in the financial statements of MPC Energy Solutions N.V.

We are responsible for planning and performing the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the financial statements. We are also responsible for the direction, supervision, review and evaluation of the audit work performed for purposes of the group audit. We bear the full responsibility for the auditor's report.

Based on our understanding of the group and its environment, the applicable financial framework and the group's system of internal control, we identified and assessed risks of material misstatement of the financial statements and the significant accounts and disclosures. Based on this risk assessment, we determined the nature, timing and extent of audit work performed, including the entities or business units within the group (components) at which to perform audit work. For this determination we considered the nature of the relevant events and conditions underlying the identified risks of material misstatements for the financial statements, the association of these risks to components and the materiality or financial size of the components relative to the group. We communicated the audit work to be performed and identified risks through instructions for component auditors as well as requesting component auditors to communicate matters related to the financial information of the component that is relevant to identifying and assessing risks.

We have:

- + Performed the audit work for the Dutch holding company ourselves, as well as centralized audit work, such as the review of the used Weighted Average Cost of Capital for the valuation of the solar plant assets
- + Selected 4 components to perform audit work for group reporting purposes. With the exception of one operating company in Mexico, the audit work for the foreign operating companies in scope of our group audit were performed by teams of EY Global member firms.

We discussed the group risk assessment and the risks of material misstatements for the in scope components. We reviewed and evaluated the adequacy of the deliverables from component auditors and reviewed key working papers for selected components to address the risks of material misstatement. We held planning calls and other meetings required based on circumstances. During these calls, amongst others, the planning, procedures performed based on risk assessments, findings and observations were discussed and any further work deemed necessary by the primary or component team was then performed.

By performing the audit work mentioned above at the entities or business units within the group, together with additional work at group level, we have been able to obtain sufficient and appropriate audit evidence about the group's financial information to provide an opinion on the financial statements.

Teaming and the use of specialists

We ensured that the audit teams both at group and at component levels included the appropriate skills and competences which are needed for the audit of a listed client in the renewable energy industry. We included specialists in the areas of IT audit, forensics, income tax, and valuation specialists for the valuation of the solar plant assets.

Our focus on fraud and non-compliance with laws and regulations

Our responsibility

Although we are not responsible for preventing fraud or non-compliance and we cannot be expected to detect non-compliance with all laws and regulations, it is our responsibility to obtain reasonable assurance that the financial statements, taken as a whole, are free from material misstatement, whether caused by fraud or error. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Our audit response related to fraud risks

We identified and assessed the risks of material misstatements of the financial statements due to fraud. During our audit we obtained an understanding of the company and its environment and the components of the system of internal control, including the risk assessment process and management's process for responding to the risks of fraud and monitoring the system of internal control and how the supervisory board exercises oversight, as well as the outcomes.

We refer to section 'risk factors' of the report of the management board for management's (fraud) risk assessment and section 'governance' of the report of the supervisory board in which the supervisory board reflects on this (fraud) risk assessment.

We evaluated the design and relevant aspects of the system of internal control and in particular the fraud risk assessment, as well as the code of conduct, whistle blower procedures and incident registration. We evaluated the design and the implementation of internal controls designed to mitigate fraud risks.

As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting fraud, misappropriation of assets and bribery and corruption in close co-operation with our forensic specialists. We considered whether the company's business in Latin America and the Caribbean and its dealings with local (state-owned) companies, authorities and business partners would give rise to risks of bribery and corruption. We evaluated whether these factors indicate that a risk of material misstatement due to fraud is present.

We incorporated elements of unpredictability in our audit. We also considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance.

We addressed the risks related to management override of controls, as this risk is present in all organizations. For these risks we have performed procedures among other things to evaluate key accounting estimates for management bias that may represent a risk of material misstatement due to fraud, in particular relating to important judgment areas such as the discount rates and significant accounting estimates, including the valuation of solar plant assets, as disclosed in Significant Judgements, Estimates and Assumptions in the financial statements. We refer to our audit response in the key audit matter 'Valuation of solar plant assets (property plant & equipment)'. We have also used data analysis to identify and address high-risk journal entries and evaluated the business rationale (or the lack thereof) of significant extraordinary transactions, including those with related parties.

Independent Auditor's Opinion

We did not identify a risk of fraud in revenue recognition, other than the risks related to management override of controls.

We considered available information and made enquiries of relevant executives, directors, legal, compliance, human resources and regional directors and the supervisory board.

The fraud risks we identified, enquiries and other available information did not lead to specific indications for fraud or suspected fraud potentially materially impacting the view of the financial statements.

Our audit response related to risks of non-compliance with laws and regulations

We performed appropriate audit procedures regarding compliance with the provisions of those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. Furthermore, we assessed factors related to the risks of non-compliance with laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general industry experience, through discussions with the management board, reading minutes, and performing substantive tests of details of classes of transactions, account balances or disclosures.

We have been informed by management that there was no correspondence with regulatory authorities and remained alert to any indication of (suspected) non-compliance throughout the audit. Finally we obtained written representations that all known instances of non-compliance with laws and regulations have been disclosed to us.

Our audit response related to going concern

As disclosed in section 'Going concern' to the financial statements, the financial statements have been prepared on a going concern basis. When preparing the financial statements, management made a specific assessment of the company's ability to continue as a going concern and to continue its operations for the foreseeable future.

We discussed and evaluated the specific assessment with management exercising professional judgment and maintaining professional skepticism. We considered whether management's going concern assessment, based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, contains all relevant events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion.

Based on our procedures performed, we did not identify material uncertainties about going concern. 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 a company to cease to continue as a going concern.

Our key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements. We have communicated the key audit matter to the supervisory board. The key audit matter is not a comprehensive reflection of all matters discussed. In comparison with previous year, the nature of our key audit matter did not change.

Valuation of solar plant assets (property plant & equipment)

| | |
|----------------------------------|---|
| <p>Risk</p> | <p>The company is exposed to risks regarding the valuation of solar plant assets, related to the solar plants in development, under construction and in operation. During the development phase MPC Energy Solutions N.V. is in the process of obtaining the required documentation, such as power purchase agreements, interconnection(s) to the electricity grid, land rights and permits. During the construction phase these documentations have been obtained which enables management to more reliably estimate future cash flows reducing the estimation uncertainty. The solar plants in operation have an economic life of 25-30 years, with volatile sales prices especially in second half of the economic life cycle of the assets. Factors that trigger impairment risk include, amongst others, strategic changes by management, political changes, macroeconomic fluctuations and changes to energy tariffs.</p> <p>As disclosed in section 'Significant judgements, estimates and assumptions' in the financial statements management performs an annual impairment test and uses a cash flow model with the expected future cash flows as a basis for the valuation of solar plant assets and evaluate significant events (both internal and external) identified on a solar plant level ('cash generating unit').</p> <p>Assessing whether there is any indication that an asset or cash generating unit is impaired, and, if any such indication exists, determining the recoverable amount, requires significant judgment and we consider the potential risk of management override of controls or other inappropriate influence over the financial reporting process. As such, we identified valuation of the solar plant assets as key audit matter.</p> |
| <p>Our audit approach</p> | <p>Our audit procedures included, amongst others, evaluating the appropriateness of the company's accounting policies relating to the impairment of assets in accordance with IAS 36 'Impairment of assets' and the criteria set to determine whether there is any indication of an impairment loss ("impairment triggers") and whether these have been applied consistently. We specifically considered whether the share price of the company is a potential indicator of impairment of the company's assets and cash generating units. We also evaluated the design of internal controls of the processes underlying the identification and assessment of indicators of impairment as part of the financial statement closing process.</p> <p>We have performed the following procedures for the valuation of solar plant assets:</p> <ul style="list-style-type: none"> + Inspected the management's annual impairment assessment and performed a retrospective review of the outcome or re-estimation of previous accounting estimates by management. + Verified the completeness of impairment triggers considered by management by performing inquiries, inspecting minutes and inspecting contracts. + Considered whether management's identification of impairment triggers, based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, contains all events or conditions that may indicate that there is an impairment loss. + Involved internal specialist for the audit of the impairment model which is used by management. + Inspected and discussed component team deliverables for impairment triggers identified. + Inspected and discussed the key assumptions in the cash flow model and evaluated whether these are aligned with documentation, such as agreements and permits. |
| <p>Key observations</p> | <p>Based on the procedures performed, we concur with the outcome of the impairment tests that management performed and the valuation of the solar plant assets. We consider management's assumptions to be within a reasonable range.</p> |

REPORT ON OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The annual report contains other information in addition to the financial statements and our auditor's report thereon.

Based on the following procedures performed, we conclude that the other information:

- + Is consistent with the financial statements and does not contain material misstatements
- + Contains the information as required by Part 9 of Book 2 of the Dutch Civil Code for the management report and the other information as required by Part 9 of Book 2 of the Dutch Civil Code

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements. By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the other information, including the management report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information required by Part 9 of Book 2 of the Dutch Civil Code.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Engagement

We were engaged by the general meeting as auditor of MPC Energy Solutions N.V. on 19 January 2021, as of the audit for the year 2020 and have operated as statutory auditor ever since that date.

DESCRIPTION OF RESPONSIBILITIES REGARDING THE FINANCIAL STATEMENTS

Responsibilities of the management board and the supervisory board for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with EU-IFRSs and Part 9 of Book 2 of the Dutch Civil Code. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, management should prepare the financial statements using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

The supervisory board is responsible for overseeing the company's financial reporting process.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material misstatements, whether due to fraud or error during our audit.

Independent Auditor's Opinion

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 financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgment and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. The Information in support of our opinion section above includes an informative summary of our responsibilities and the work performed as the basis for our opinion.

Our audit further included among others:

- + Performing audit procedures responsive to the risks identified, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion
- + Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control
- + Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- + Evaluating the overall presentation, structure and content of the financial statements, including the disclosures
- + Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation

Communication

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

We provide the supervisory board with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the supervisory board, we determine the key audit matters:

those matters that were of most significance in the audit of the financial statements. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

Zwolle, 18 April 2025
EY Accountants B.V.

signed by D.L. Groot Zwaaftink

PUBLICATION OF AUDITOR'S REPORT

1 Conditions

Authorization to publish the auditor's report is granted subject to the following conditions:

- + Further consultation with the auditor is essential if, after this authorization has been granted, facts and circumstances become known which materially affect the view given by the financial statements.
- + The authorization concerns inclusion of the auditor's report in the annual report to be tabled at the Annual General Meeting (hereafter AGM) incorporating the financial statements as drawn up.
- + The authorization also concerns inclusion of the auditor's report in the annual report to be filed with the Trade Registrar, provided consideration of the financial statements by the AGM does not result in any amendments.
- + Financial statements for filing at the offices of the Trade Registrar which have been abridged in accordance with Section 397 of Book 2 of the Dutch Civil Code must be derived from the financial statements adopted by the AGM and a draft version of these financial statements for filing purposes must be submitted to us for inspection.
- + The auditor's report can also be included if the financial statements are published electronically, such as on the internet. In such cases, the full financial statements should be published and these should be easily distinguishable from other information provided electronically at the same time.
- + If the published financial statements are to be included in another document which is to be made public, authorization to include the auditor's report must again be granted by the auditor.

2 Explanations to the conditions

2.1 Board of supervisory directors and board of executive directors

The auditor usually forwards his report to the board of supervisory directors and to the board of executive directors. This is pursuant to Book 2 of the Dutch Civil Code, section 393 which stipulates inter alia: "The auditor sets out the outcome of his examination in a report". "The auditor reports on his examination to the board of supervisory directors and the board of executive directors".

2.2 Annual General Meeting (AGM)

Publication of the auditor's report will only be permitted subject to the auditor's express consent. Publication is understood to mean: making available for circulation among the public or to such group of persons as to make it tantamount to the public. Circulation among shareholders or members, as appropriate, also comes within the scope of the term "publication", so that inclusion of the auditor's report in the annual report to be tabled at the AGM similarly requires authorization by the auditor.

2.3 Auditor's reports and financial statements

The authorization concerns publication in the annual report incorporating the financial statements that are the subject of the auditor's report. This condition is based on the auditors' rules of professional practice, which state that the auditor will not be allowed to authorize publication of his report except together with the financial statements to which this report refers.

The auditor will also at all times want to see the rest of the annual report, since the auditor is not allowed to authorize publication of his report if, owing to the contents of the documents jointly published, an incorrect impression is created as to the significance of the financial statements.

2.4 Events between the date of the auditor's report and the AGM

Attention should be paid to the fact that between the date of the auditor's report and the date of the meeting at which adoption, as appropriate, of the financial statements is considered, facts or circumstances may have occurred which materially affect the view given by the financial statements. Under COS 560, the auditor must perform audit procedures designed to obtain sufficient audit evidence to ensure that all events occurring before the date of the auditor's report that warrant amendment of or disclosure in the financial statements have been identified.

If the auditor becomes aware of events that may be of material significance to the financial statements, the auditor must consider whether those events have been adequately recognized and sufficiently disclosed in the notes to the financial statements. If between the date of the auditor's report and the date of publication of the financial statements, the auditor becomes aware of a fact that may have a material impact on the financial statements, the auditor must assess whether the financial statements should be amended, discuss the matter with management and act as circumstances dictate.

2.5 Trade Registrar

The financial statements are tabled at the AGM (legal entities coming within the scope of Title 9 of Book 2 of the Dutch Civil Code table the directors' report and the other information as well). The AGM considers adoption of the financial statements. Only after the financial statements have been adopted, do they become the statutory (i.e., the company) financial statements. As a rule, the statutory financial statements will be adopted without amendment. The auditor's report must be attached to the statutory financial statements as part of the other information. As a rule, the text of this report will be the same as that issued earlier. The documents to be made public by filing at the offices of the Trade Registrar will consist of the statutory financial statements, the directors' report and the other information. The auditor's report which refers to the unabridged financial statements will then have to be incorporated in the other information. If consideration of the financial statements by the AGM does not result in any amendments, the auditor's report may be attached to the financial statements adopted, by the AGM and, provided the annual report and financial statements are filed promptly at the offices of the Trade Registrar, published as part of these annual report and financial statements.

2.6 Other manner of publication

The financial statements may also be published other than by filing at the offices of the Trade Registrar. In that event, too, inclusion of the auditor's report is permitted, provided the financial statements are published in full. If publication concerns part of the financial statements or if the financial statements are published in abridged form, publication of any report the auditor has issued on such financial statements will be prohibited, unless:

- a. He has come to the conclusion that, in the circumstances of the case, the document concerned is appropriate
- Or
- b. Based on legal regulations, publication of the document concerned is all that is required

If less than the full financial statements are published, further consultation with the auditor is essential. If the financial statements and the auditor's report are published on the internet, it should be ensured that the financial statements are easily distinguishable from other information contained on the internet site. This can be achieved, for example, by including the financial statements as a separate file in a read-only format or by including a warning message when the reader exits the financial statements document.

2.7 Inclusion in another document

If the published financial statements are to be included in another document which is to be made public, this is considered a new publication and authorization must again be obtained from the auditor. An example of this situation is the publication of an offering circular which includes the financial statements, after these financial statements have been filed at the office of the Trade Registrar together with the other annual reports. For each new publication, authorization must again be obtained from the auditor.

2.8 Events after the AGM

Even if facts and circumstances have become known after the adoption of the financial statements as a result of which they no longer give the statutory true and fair view, the auditor must stand by the report issued on the financial statements as adopted and by the auditor's report filed at the offices of the Trade Registrar. In that event, the legal entity is required to file a statement at the offices of the Trade Registrar on these facts and circumstances accompanied by an auditor's report. In this situation, too, further consultation with the auditor is essential.

