ANNUAL REPORT 2022

SUPERVISORY BOARD

The Supervisory Board of exceet Group SCA consists of three members.

ROLAND LIENAU	Chairman
GEORGES BOCK	
JAN KLOPP	

GENERAL PARTNER

EXCEET MANAGEMENT S.À R.L.

Directors of exceet Management S.à r.l. are Klaus Röhrig, Florian Schuhbauer and Bastian Bubel.

EXCEET GROUP MANAGEMENT REPORT

NEW FOCUS HYDROGEN

STRUCTURE & REPORTING

exceet Group SCA (hereafter the “Company” or “exceet”) is a company existing as a “Société en Commandite par Actions” under the law of Luxembourg and listed on the regulated market of the Frankfurt Stock Exchange (WKN: A0YF5P / ISIN: LU0472835155) in the Prime Standard segment. The Company’s purpose was until the end of 2022 to pursue an opportunistic investment approach without a defined investment strategy. As a result of the merger with APEX Nova Holding GmbH, which has been closed 19 January 2023, now the investment focus is on developing projects for the decentralized supply of green hydrogen.

exceet Group SCA is managed by exceet Management S.à r.l. (hereafter the “General Partner”), a limited liability company under the law of Luxembourg (Société à responsabilité limitée (S.à r.l.)), the shares in which are held indirectly by the founders of the Active Ownership Group (AOC) Florian Schuhbauer and Klaus Röhrig (50% each).

The consolidated exceet Group SCA (“Group” or “exceet”) consists of four holding companies in Luxembourg, Switzerland and Germany as of 31 December 2022. The last remaining technology company, located in Germany, has been sold in August 2022.

As of 19 January 2023 exceet Group SCA entered into a definitive merger agreement with APEX Nova Holding GmbH ("APEX") and its shareholders. APEX, together with its subsidiaries, is a leading developer, manufacturer and operator of green hydrogen plants for the de-carbonization of the industry and infrastructure.

Under the merger agreement, exceet agreed (i) to acquire 20.8% of the APEX shares for a cash consideration in the amount of EUR 25,000,000 and (ii) to exchange the remaining 79.2% shares in APEX for shares in exceet by way of a contribution in kind. For this purpose, exceet agreed to utilize its authorized capital and increase its share capital from EUR 311,960.18 by EUR 252,424.73 to EUR 564,384.91 by issuing 16,285,467 new shares to the shareholders of APEX. In addition, exceet agreed to adopt a long-term equity incentive plan for the board members and key employees of the combined group allowing for the issuance of up to 3,640,000 stock options which, subject to meeting the agreed strike price and vesting conditions, entitle the beneficiaries to subscribe to 3,640,000 new shares.

Endurance GmbH & Co. KG, a limited partnership established under German law with a business address at Körnerstr. 1, c/o Atlan Family Office GmbH, 22301 Hamburg, Germany, entered in the commercial register of the District Court of Hamburg under HRA 128782 ("Bidder") has on 1. March 2023 pursuant to Sections 35 (2), 14 (2) sentence 1, (3) of the Securities Acquisition and Takeover Act ("WpÜG") by publication of the offer document within the meaning of Sections 39, 11 WpÜG ("Offer Document") a mandatory offer ("Offer" or "Mandatory Offer") to the shareholders of exceet Group SCA ("exceet SCA", or "Company" and together with its subsidiaries pursuant to Section 2 para. 6 WpÜG the "exceet Group") delivered. The offer is available under www.endurance-offer.com.

exceet Management S.à r.l. as general partner and the supervisory board of exceet Group SCA have carefully examined the offer and issued a joint reasoned opinion in accordance with Sections 39, 27 para. 1 WpÜG and in accordance with Article 10 para. 5 of the Luxembourg Takeover Act on the bidder's offer. The document is available under https://ir.exceet.com/.

OBJECTIVES AND BUSINESS STRATEGY

exceet Group SCA is a listed holding company. The managing directors of the companies have the operational freedom to realize the targets agreed within the framework of exceet's reporting and risk management system. This allows the fast recognition of operational and strategic tendencies, which might have to be discussed and followed up with exceet Group SCA management. This stringent process will allow for organic growth or new acquisitions. Finally, for exceet the increase of its share price is considered to be a key indicator for rising shareholder value.

BUSINESS MODEL

While exceet Group SCA finished 2022 as a holding group without operating companies, starting 2023 the business model is now focused on developing, manufacturing and operating of green hydrogen plants for the de-carbonization of the industry and infrastructure. The business is driven by APEX Group, located in Rostock-Laage, Germany.

APEX focuses on hydrogen plants with an electrolysis capacity of less than 1 Giga Watt. These are used to decarbonize industrial value chains and to produce green hydrogen and hydrogen derivatives such as LOHC (liquid organic hydrogen carriers) and e-fuels. They are used, for example, in the steel, chemical and cement industries as well as other energy intensive industries. In addition, the company offers facilities for infrastructure and logistics, especially for industrial use in warehouses, ports and production facilities. The solutions are being developed at the APEX' location in Rostock/Laage, where more than EUR 50 million have already been invested in the company's own state-of-the-art industrial park.

OPERATIONS

In 2022 exceet does not disclose reporting segments. Lucom GmbH Elektrokomponenten und Systeme has been successfully divested in August 2022 and was already disclosed as discountinued operations since mid of 2021. During 2022, exceet's operations comprised the administration of the holding companies, the divestment of Lucom GmbH and the evaluating of new strategic investments and business opportunities.

FUNDAMENTALS OF EXCEET SHARES

exceet shares are traded at the Frankfurt Stock Exchange in the Prime Standard under:

ISIN: LU0472835155
WKN: A0YF5P
Symbol: EXC

Since 23 January 2020 the number of ordinary shares (bearer shares listed in the Prime Standard segment of the Frankfurt Stock Exchange) is 20,073,695 shares. In addition, one unlimited share (held by exceet Management S.à r.l., the General Partner of the SCA) increases the total number of shares outstanding to 20,073,696 shares as of 31 December 2022.

exceet shares trading started into the reporting year from a price level of Euro 4.78, recorded on 30 December 2021. Based on this share price, the market capitalization of exceet amounted to Euro 96.0 million. During 2022 exceet shares traded between Euro 3.82 and Euro 5.15. On 30 December 2022, the last trading day of the year 2022, the share price closed with Euro 5.00, the market capitalization of exceet amounted to Euro 100.4 million.

	EUR million
Market Capitalization 30 December 2021	96.0
Dividend	n/a
Market Capitalization 30 December 2022	100.4

Investors in exceet shares who held their shares during 2022 finally realized an overall equity performance of around 4.6% while the TecDax lost around 25% in 2022.

The trading volume on the Xetra trading platform accumulated to 356,134 shares in 2022 compared to 873,499 in 2021.

EXCEET SHARE PRICE DEVELOPMENT 2022 (in Euro)

BUSINESS ENVIRONMENT[1)]

OVERALL ECONOMIC ENVIRONMENT

Economic influenced by uncertainty and Inflation

The global economic outlook has deteriorated in the face of elevated geopolitical uncertainty, high and rising inflation and tight financial conditions. According to the December 2022 projections, the global real GDP growth rate (excluding the euro area) is projected to slow to 2.6% in 2023, below its long-term average, before gradually recovering to 3.1% and 3.3% in 2024 and 2025 respectively. This outlook is weaker than that expected in previous projections. Global price pressures remain broad-based and elevated amid still relatively robust demand, tight labour markets and high food prices, but are expected to decline as commodity markets stabilise and growth weakens. In an environment of high uncertainty, the balance of risks around the baseline projections is tilted to the downside for global growth and to the upside for global price pressures.

The outlook for the euro area has deteriorated somewhat, with weaker growth and higher inflation. It is expected a short-lived and shallow recession in the euro area at the turn of the year. As the economic consequences of the war in Ukraine unfold and fuel the strong inflationary pressures, consumer and business confidence have remained subdued, while real disposable incomes are being eroded and soaring cost pressures are curtailing production, especially in energy-intensive industries. The negative economic repercussions are expected to be partially mitigated by fiscal policy measures. In addition, high levels of natural gas inventories and ongoing efforts to reduce demand and replace Russian gas with alternative sources imply that the euro area is expected to avoid the need for mandated energy-related production cuts over the projection horizon, although risks of energy supply disruptions remain elevated, in particular for the winter of 2023-24. Over the medium term, as the energy market rebalances, it is expected that uncertainty will decline, and real incomes will improve.

1) https://www.ecb.europa.eu/pub/economic-bulletin/html/eb202208.en.html;
https://www.ecb.europa.eu/pub/financial-stability/fsr/html/ecb.fsr202211~6383d08c21.en.html#toc2;
https://www.bundesbank.de/en/publications/reports/monthly-reports/monthly-report-november-2022-900664

As a result, economic growth is expected to rebound, also supported by strengthening foreign demand and the resolution of remaining supply bottlenecks, despite less favourable financing conditions. The labour market is expected to remain relatively resilient to the coming mild recession reflecting labour hoarding amid still significant labour shortages. Overall, annual average real GDP growth is expected to slow down markedly, from 3.5% in 2022 to 0.7% in 2023, and then to rebound to 1.9% in 2024 and 1.8% in 2025.

Public finances continue to be shaped by crises. Although existing coronavirus measures are elapsing, the government is providing new financial assistance in response to inflation and the energy crisis. Macroeconomic developments and high inflation will initially have a positive impact on public finances: taxes and social contributions are generally tied to nominal variables (such as nominal private consumption and wages) which are seeing strong growth, whereas government expenditure will only reflect higher prices and interest rates to a fairly moderate extent at first. Over time, however, government spending will also rise more sharply as prices and interest rates increase.

Change in Labor Market

The labour market has remained robust and continued to support economic activity. This implies that between the fourth quarter of 2019 and the third quarter of 2022 the number of people in employment in the Euro countries increased by 3.1 million. By contrast, hours worked decreased by 0.1% in the third quarter of 2022 but remain 0.2% above their pre-pandemic level in the fourth quarter of 2019. The difference between the growth in employment and hours worked implies a substantial decline in average hours worked since the fourth quarter of 2019, which can be attributed mainly to the public sector. The unemployment rate fell to 6.5% in October 2022, which is around 0.8 percentage points lower than the pre-pandemic level observed in February 2020 and a historical low. The labour force has grown significantly compared with the fourth quarter of 2019, and the number of workers on job retention schemes is estimated to have continued to decline in recent months. Similarly, labour demand has strengthened considerably since the onset of the pandemic and is showing some signs of stabilisation in recent months. Notably, in the third quarter of 2022 the job vacancy rate stood at 3.2%, 1 percentage point higher than in the fourth quarter of 2019.

Nevertheless rising wages are set to restore some lost purchasing power, supporting consumption. As the economy weakens, however, job creation is likely to slow, and unemployment could rise over the coming quarters.

Capital Markets[1]

Unless you were playing the short side of the market, 2022 has been a pretty dismal year for investors across the board. While a number of factors have played a role in the bear market of 2022, skyrocketing inflation — the highest in over 40 years — and aggressively rising interest rates have combined to drive share prices down in most sectors.

Over the next decade, it is expected market returns to fall short of long-term historical averages. Compared to last year's expectations, the outlook highlights better opportunities for bonds, driven primarily by higher starting yields. While expected stock returns were helped by more attractive starting valuations (i.e., lower market prices due to stock market declines during 2022), they were also hurt by company-level and macroeconomic headwinds, leading to slower-than-expected earnings growth. The net result may be a similar return outlook for stocks.

Markets for interest rates have already shown elevated volatility, as market participants are continually adjusting their expectations with regard to the path of monetary policy. With continuing rising interest rates and an expected recession, investors are sitting on a lot of uncertainty, and that should fuel volatility in 2023, expect experts.

While the market as a whole may tumble in 2023, some sectors may be poised to outperform amid a downturn. Higher rates have hurt growth stocks, but many value stocks have performed well, or at least not nearly as poorly. And that's one area to watch in 2023, say experts.

1) https://finance.yahoo.com/news/investing-2022-did-stock-market-140015908.html;
https://www.schwab.com/learn/story/schwabs-long-term-capital-market-expectations;
https://www.bankrate.com/investing/stock-market-outlook-2023/;
https://www.investors.com/news/stock-market-forecast-2023-challenges-abound-for-sp500-dow-jones-stock-pickers-can-shine/

Following the said above, the risk of financial market conditions turning disorderly has increased, against a backdrop of elevated inflation, growing recession fears and tighter global financial conditions.

SECTOR-SPECIFIC ENVIRONMENT[1)]

With the investment in APEX Group in January 2023 exceet's group companies concentrate on hydrogen business. APEX Group develops, builds and operates green hydrogen electrolysis plants for the decarbonization of industry, infrastructure and mobility and therefore covers the entire hydrogen plant value chain. Since this acquisition, exceet is disposed to the specific environment related to.

The global hydrogen generation market in terms of revenue was estimated analysts to be worth about USD 160bn in 2022 and is poised to reach about USD 260bn by about 2027, growing at a CAGR of 10.5% from 2022 to 2027.

Green hydrogen is hydrogen generated by renewable energy or from low-carbon power. Green hydrogen has significantly lower carbon emissions than grey hydrogen, which is produced by steam reforming of natural gas, which makes up the bulk of the hydrogen market. Green hydrogen can help decarbonise sectors such as shipping and transportation, where it can be used as a fuel, as well as in manufacturing industries such as steel and chemicals, where it can constitute an important raw material as well as a fuel.

The major factors driving the hydrogen generation market growth is mostly due to ongoing unprecedented revolutions under the net zero emissions scenario, where global output of hydrogen is expected to reach 200 metric ton in 2030. In 2030, around 70% of the hydrogen production is projected to be done through low carbon technologies such as electrolysis. By 2050, the production of hydrogen is estimated to increase to about 500 metric tons. The increase in the investment of the government toward different technologies to improve the efficiency of hydrogen extraction is projected to drive the market growth. Energy efficiency, electrification, renewable energy, hydrogen and hydrogen based fuels, and carbon, capture, utilization and storage are some of the major technology pillars to decarbonize the world energy system.

Hydrogen is a central component of the strategy for achieving the EU climate targets for 2030 and is particularly relevant for Germany as an industrial hub. Within this framework, by 2030 at least 40 GW of electrolysis capacity is to be available in the EU and up to 10 million tons of green hydrogen are to be produced annually in the EU. The investment volume for this is estimated at around EUR 300 billion and will be supported to a considerable extent by state subsidies. In Germany, 10 GW of electrolysis capacity is to be created by 2030 – subsidies amounting to EUR 9 billion have already been pledged for hydrogen technology.

1) https://www.marketsandmarkets.com/Market-Reports/hydrogen-generation-market-494.html;
https://www.alliedmarketresearch.com/hydrogen-generation-market

RESULTS OF OPERATIONS AND BALANCE SHEET POSITIONS

exceet sold in August 2022 with Lucom GmbH Elektrokomponenten und Systeme (Lucom GmbH), the last remaining operating entity and was looking for new investments. Between September 2022 and December 2022 exceet was only acting with the remaining holding companies in Luxembourg and Switzerland. For 2022 the consolidated income statement includes only holding costs and the impacts of the divestment of Lucom GmbH.

Consolidated income statement

In general, comments and comparisons refer to continued operations only. We refer to note 14, for discontinued operations, which comprise only Lucom GmbH Elektrokomponenten und Systeme in 2022.

(in EUR 1,000)	January - December 2022	2021
Administrative expenses	(4,016)	(1,135)
EBITIDA[1]	(3,998)	(1,098)
Financial Result	184	(1,088)
Result of the period continued operations	(3,872)	(2,223)
Result of the period discontinued operations	1,508	89,276
Result of the period	(2,364)	87,053

Due to the situation, that all operating activities have been sold, the Company's continued operations comprises the holding companies and include costs in connection with legal fees, audit fees, investor relations, consulting fees, rent charges, insurance charges, fees for tax compliance and costs for the General Partner and Supervisory Board. Additionally, since H2/2022 costs related to looking for and evaluating re-investment opportunities are included, too. This administration expenses totally amounted to EUR 4.0 million (2021: EUR 1.1 million) in 2022 and is included in the cost items related to.

The financial result includes interests received and interests paid for deposits and FX-differences mainly caused by CHF/EUR.

The result of discontinued operations in an amount of EUR 1.5 million (2021: EUR 89.3 million) comprises the operating result of Lucom GmbH including the costs of transaction for sale and the gain of disposals. For further details, please refer to note 14.

The calculation of basic earnings per share (EPS) on 31 December 2022 (see Consolidated Financial Statements exceet Group note 17 "Earnings per share") is based on the net profit attributable to the shareholders of exceet Group SCA.

1) See Group Consolidated Financial Statements note 22 "Alternative Performance Measurement (APM)" Page 69

		2022	2021
Profit / (Loss) for continued operations for the year (EUR 1,000) attributable to equity holders of the Company	Class A Shares	(3.872)	(2.223)
Profit / (Loss) for discontinued operations for the year (EUR 1,000) attributable to equity holders of the Company	Class A Shares	1.508	89.276
Weighted average number of ordinary shares outstanding	Class A Shares	20.073.695	20.073.695
Basic earnings / (loss) per share (Euro/share) from continued operations	**Class A Shares**	**(0,20)**	**(0,11)**
Basic earnings / (loss) per share (Euro/share) from discontinued operations	**Class A Shares**	**0,08**	**4,45**
Basic earnings / (loss) per share (Euro/share)on total group	**Class A Shares**	**0,12**	**4,34**

Balance sheet positions

The balance sheet positions are significantly influenced by the divestment of the remaining operating business.

As of 31 December 2022, the total assets of exceet Group amounted to EUR 118.6 million, compared to EUR 122.5 million as of 31 December 2021. The change came from the gain of disposal of Lucom GmbH Elektrokomponenten und Systeme.

The non-current assets amounted to EUR 1.2 million (31.12.2021: EUR 0.7 million). The total position mainly includes other financial investments which increased from EUR 0.6 million in 2021 to EUR 1.2 million in 2022 due to a participation in an investment fund, which is investing in different companies developing online games.

Current assets amounted to EUR 117.4 million at 31 December 2022, compared to EUR 121.8 million at 31 December 2021. The position cash and cash equivalents amounted to EUR 117.4 million at 31 December 2022 (31 December 2021: EUR 116.8 million).

As of 31 December 2022, exceet Group's equity amounted to EUR 115.8 million, against EUR 118.2 million as of 31 December 2021. This represents an Equity Ratio[1)] of 97.6 % (2021: 96.5%).

The other current liabilities amounted to EUR 2.8 million at 31 December 2022, related to accrued expenses for advisory costs, compared to EUR 4.3 million at 31 December 2021. At 31 December 2021 EUR 2.4 million current liabilities for advisory costs, EUR 0.7 million accrual for derivative instruments and EUR 0.8 million for liabiliites associated with assets classified as held for sale (Lucom GmbH Elektrokomponenten und Systeme GmbH) has been included.

Financial situation

Cashflow from operating activities contributed EUR -4.1 million (2021: EUR 4.1 million), investing cashflow amounted of EUR 4.0 million due to the divestments (2021: EUR 96.3 million). Payments of finance liabilities of EUR 0.1 million (2021: EUR 3.2 million) and an effect from exchange rates of minus EUR 0.6 million (2021: EUR 3.2million) are the other cashflow positions in 2022.

1) See Group Consolidated Financial Statements note 22 "Alternative Performance Measurement (APM)" Page 69

OPPORTUNITIES AND RISK REPORT

exceet is exposed to different risks and opportunities in connection with its business activities. exceet adopts a comprehensive risk management strategy through the Group for early detection and control of risks and to benefit from opportunities resulting from operating activities and improved market conditions. A balanced risk profile is observed in every decision-making instance. The risk policy is oriented on the objective of securing and enhancing exceet's position in its markets in order to achieve a long-term increase in the Group's value. The General Partner and the Supervisory Board have established an internal control system for the diverse organizational, technical and commercial processes within the Group which is documented by regular reporting. A central component of exceet's risk policy is to take risks only if there is a high probability that the associated business activities will provide added value for the Group. The underlying requirement is that the risks must always remain transparent and manageable.

OPPORTUNITY MANAGEMENT

The General Partner and the Supervisory Board of the Group regularly review the Group's strategic opportunities. The current strategy is reflected within the business description of this report.

RISK MANAGEMENT

exceet manages company risks with a group-wide risk management system, which is an integral component of the business processes and a significant element of the decision-making in the Company. This allows timely identification of potential risks arising in connection with business activities, as well as risk monitoring and limitation using suitable control measures. At the same time, the risk management system serves as a tool to help seize opportunities in the best possible manner in terms of the Group strategy. The risks relevant can be divided into external, i.e. market and sector-specific risks, as well as internal risks. The latter include strategic, financial, operational and company-related risks. The risks defined are documented in the regular reporting of the Companies. If relevant, adhoc reporting is defined and specific measures will be implemented. This became applicable in 2020 to manage and monitor the COVID-19 pandemic and the effects of exceet's business, which is still active. Additionally, defining investment opportunities and selecting the possible investments is controlled and monitored in detail, too.

SECTOR- AND MARKET-RELATED RISKS

Sustained weak economic development or a downturn of the economy as well as upcoming trade barriers can have a negative impact on exceet's business or strategy. This would result in decreasing sales and margin pressure on targeted companies for investment to be reflected in enterprise values. exceet counters these risks by way of constantly monitoring segments with permanent and comprehensive activities. In addition, exceet is constantly working on promising sustainable market segments and strictly managing its costs and focussing on the core competences of its activities. Currently sector and market risks dedicated to the recent investment in hydrogen business is depending on the development in this sector, which is driven by governmental support to proceed with climate change policy.

STRATEGIC RISKS

exceet's investment focus lays on seizing attractive risk / reward profiles without restrictions regarding the asset class, structure or duration of such investments. Therefore, recent investment in APEX in January 2023 took place in an area outside the former business activities of exceet.

Mergers and acquisitions are inherently risky because of difficulties that may arise when integrating people, operations, technologies and products. There can be no assurance that any of the businesses exceet acquires can be integrated successfully and in a timely manner as originally planned, or that they will perform as anticipated once integrated.

CLIMATE RISKS

exceet is currently not directly exposed to industries that are more likely to be directly affected by climate change include, for example, financial services (including banks and insurance groups), energy, transportation, construction, primary producers, agriculture and forestry industries. Nevertheless, there could be an indirect risk to become affected as climate change may affect supply chains, customers, financing, insurance and laws and regulations. For example, changes in travelling costs, logistic costs and energy costs affect the cost structure of exceet Group, too.

INTEREST RATE, LIQUIDITY AND CURRENCY RISKS

exceet is exposed to interest rate, liquidity and currency risks as part of its business activities. Derivative financial instruments are used from time to time in order to limit financial risks. This relates to specific hedging of such risks arising from operational business. Financial instruments entered into and yet to be entered into are continually monitored with the aid of the implemented risk management system.

The Group companies operated in 2022 revenue mostly in Euro. The Euro has been the dominating currency. Generally, foreign currencies are kept only if future payments (including dividend payments) are expected to be made in the respective currency. Foreign currency exposure is mitigated by balancing currency needs among the Group companies. However, the Group was until the end of 2021 and partly still in 2022 exposed to foreign exchange risks, especially with regard to Swiss francs and US dollars. Liquidity risks arise where payment obligations cannot be fulfilled, can be only partially fulfilled, or are fulfilled with delay due to a lack of liquidity. Solvency is ensured by way of revolving liquidity planning and a solid Net Cash position.

CREDIT RISKS

Credit risks exist regarding financial institutions and customers. The credit risk with respect to financial institutions predominantly arises from liquid funds. In order to minimize a possible risk of default, financial instruments are mainly entered into with counterparties with prime credit ratings. The credit risk with respect to customers consists of granting terms of credit and the associated risk of default. Credit risk is managed on a group-wide basis. Credit risks arise from cash and cash equivalents, and deposits with banks and financial institutions. Credit exposures to customers, including outstanding receivables and committed transactions, are managed by the individual group companies. The monitoring of the credit risks is supported by an internal monthly reporting. The high liquidity after the divestment of the Swiss operational business is controlled to mitigate the negative interest rates and default risk.

LEGAL RISKS

Legal risks in connection with acquisitions and divestments are comprehensively analysed by management and, where required, with external specialist consultants. exceet is thus in a position to adequately counter potential risks in a timely manner. Despite these measures, the outcome of current or future actions cannot be predicted with certainty.

IT RISKS

The availability and efficiency of IT infrastructure and applications is crucial for the economic performance of exceet's companies. IT risks consist of the possible failure of operational and administrative IT systems which could impair business transactions. A failure of IT systems could entail existential risks. exceet therefore specifically invests in the expansion and continual development of modern IT systems in order to ensure functionality at all times and to increase the effectiveness of processes. Although all IT systems have multiple safeguards, it cannot be ruled out that data may be lost, for example as a result of fire, power failures, system errors, hacker attacks, fraud or terrorism. exceet has appointed data protection officers according to the legal requirements in all relevant areas.

1) See Group Consolidated Financial Statements note 22 "Alternative Performance Measures (APM)" Page 69

WITHHOLDING TAX RISKS SWITZERLAND

The majority of the Group's cash was in prior years in bank accounts of exceet Group AG, located in Switzerland. In case such cash is distributed to exceet Group S.à r.l.. Grevenmacher, Luxembourg, the Swiss withholding tax of 35% applies on all shareholder distributions not paid out of capital reserves of exceet Group AG. The payment of this withholding tax can be in whole or partially reduced by a notification procedure approved by the Swiss Federal Tax Administration. exceet Group AG filed an application in 2019 and received decision of the tax authority in April 2020, that future dividends to exceet Group S.à r.l. Grevenmacher, Luxembourg are not taxable with withholding tax. This tax exemption is for three years approved and will expire on 16 April 2023.

EVALUATION OF THE OVERALL RISK SITUATION

Risks that could threaten the continued existence of the Group are currently not present.

REPORT ON EXPECTED DEVELOPMENTS

OUTLOOK FOR 2023

2023 will be a new start for exceet with "Focus on hydrogen business".

After divestment of all operating business during the previous years, exceet used the cash collected and reinvested in new business with strong future outlook. APEX-Group is a leading developer and operator in the hydrogen business and currently the only operating business within the exceet Group.

Hydrogen is a central component of the strategy for achieving the EU climate targets for 2030 and is particularly relevant for Germany as an industrial hub. Within this framework, by 2030 at least 40 GW of electrolysis capacity is to be available in the EU and up to 10 million tons of green hydrogen are to be produced annually in the EU. The investment volume for this is estimated at around EUR 300 billion and will be supported to a considerable extent by state subsidies. In Germany, 10 GW of electrolysis capacity is to be created by 2030 – subsidies amounting to EUR 9 billion have already been pledged for hydrogen technology. Green hydrogen is of particular importance here: it contributes to the decarbonization of the economy and the decreasing costs for hydrogen electrolysis plants due to economies of scale make hydrogen an attractive option for industry, infrastructure and mobility.

While APEX has in recent years invested primarily in the development of plant technology, capacity and know-how, the company now expects significant growth in the coming years as the realization of the pipeline is underway. For the 2023 financial year, more than EUR 15 million in revenue have already been contractually secured. APEX is furthermore in negotiations on additional projects.

SUPPLEMENTARY REPORT

With signing and closing the business combinaton agreement with APEX on 19 January 2023, exceet started with new operating business.

APEX Group, a leading developer and operator of "green" hydrogen electrolysis plants for the decarbonization of industry, infrastructure and mobility, and exceet Group SCA have signed an agreement to acquire 100 percent of the shares of APEX (specifically APEX Nova Holding GmbH) by exceet Group SCA.

APEX's goal is to become an internationally established developer and operator of hydrogen plants. In its core business, APEX develops, builds, and sells or operates green hydrogen electrolysis plants for the decarbonization of industry, infrastructure and mobility, covering the entire value chain for hydrogen plants. Water (H_2O), with energy of renewable origin such as photovoltaics or wind power, is separated into hydrogen (H_2) and oxygen (O_2) in APEX's electrolysis plants. This "green" hydro-

1) See Group Consolidated Financial Statements note 22 "Alternative Performance Measures (APM)" Page 69

gen, obtained exclusively from renewable energies, can then be stored, used directly as a source of energy or transported to the place of use. Hydrogen electrolysis thus solves the core problems of renewable energies by making them storable, transportable and being available in a versatile energy carrier.

CORPORATE GOVERNANCE

exceet Group SCA recognizes the importance of corporate governance. The corporate governance rules of exceet Group SCA are based on Luxembourg law (the "Law") and its articles of association (the "Articles").

Electronic copies of the Articles can be downloaded from the website of exceet Group SCA:

http://ir.exceet.com/investor-relations/corporate-governance

The main characteristics of exceet's internal control and risk management systems, as far as the establishment of financial information is concerned, can be found in the Consolidated Financial Statements of exceet Group under note 2.7 "Financial risk management".

THE SUPERVISORY BOARD AND THE GENERAL PARTNER

The Supervisory Board is responsible for the supervision of all transactions of the Company and assumes the function of the audit committee of exceet. In particular, the Supervisory Board is to provide opinions on any matters which the General Partner may submit to it and to resolve matters exceeding the scope of the General Partner's powers, such as related party transactions. The members of the Supervisory Board are Roland Lienau (Chairman), Jan Klopp and Georges Bock. The management of the business as such is ensured by the General Partner.

The role of exceet Management S.à r.l. as General Partner is to manage the Company whereby, subject to applicable laws and the Articles, the General Partner is vested with the broadest power to act in the name of the Company and to take any action necessary or useful to fulfil the Company's corporate purpose.

The authority and the responsibilities of the Supervisory Board and the General Partner are further set out in the Articles.

COMMITTEES OF THE SUPERVISORY BOARD

The Supervisory Board has not appointed any committees, but acts as an audit committee of the Company, too, and is, in such function, responsible for oversight of the financial reporting process and audit matters, selection of the independent auditor, and receipt of audit results both internal and external. When acting as an audit committee, the Supervisory Board is chaired by Georges Bock. The Supervisory Board meets at least twice a year in this committee.

Information on the composition and function of the Supervisory Board of the Company can be found in the Consolidated Financial Statements of exceet Group under note 20 "Ultimate controlling parties and related-party transactions".

AUDITOR

BDO Audit, Société Anonyme, Luxembourg, represented by lead auditor Anke Schelling, has been the statutory and group auditors of exceet Group SCA and the exceet Group, respectively, since the financial year 2022. The auditor is elected by the annual general meeting of the shareholders of the Company for the term of office of one year.

TAKEOVER LAW

The following disclosures are made for the purpose of article 11 of the Luxembourg Law of 19 May 2006 on takeover bids, as amended (the “Takeover Law”):

SHARES AND STRUCTURE OF SHARE CAPITAL

The Company’s issued share capital as of 31 December 2022 was set at EUR 311,960.18 and represented by 20,073,696 voting shares including one unlimited share kept by exceet Management S.à r.l. As at the date of this document, following a share capital increase, the share capital has been increased by EUR 252,424.73 to EUR 564,384.91 and is accordingly represented by 36,359,163 voting shares (the “Shares”) split into 20,073,695 ordinary bearer shares (the “Ordinary Shares”) without nominal value, 16,285,467 new Ordinary Shares, and one registered unlimited share (the “Unlimited Share”) held by the General Partner, with the Unlimited Share having a veto right in case of shareholder resolutions affecting the interest of the Company vis-à-vis third parties or on the amendment of the Articles. The 20,073,695 Ordinary Shares are freely transferable and admitted to trading on the regulated market of the Frankfurt Stock Exchange within the “Prime Standard” segment, whereas the Unlimited Share is a registered share, and cannot be freely traded, requiring, for the transfer and resulting replacement of the General Partner, a majority of 85% of the votes validly cast at a general meeting convened for such purpose. As at the date of this document, the 16,285,467 new Ordinary Shares are not listed on a stock exchange. It is expected that the new Ordinary Shares will be admitted to trading on the regulated market of the Frankfurt Stock Exchange during the second half of 2023.

The Company is a partnership limited by shares (société en commandite par actions (SCA)). The general partner of the SCA is exceet Management S.à r.l., a limited liability company under the laws of Luxembourg (société à responsabilité limitée (S.à r.l.)), the shares in which are held indirectly by the founders of the Active Ownership Group (AOC) Florian Schuhbauer and Klaus Röhrig (50% each).

A copy of the Articles can be accessed at http://ir.exceet.com/investor-relations/corporate-governance.

RIGHTS AND OBLIGATIONS ATTACHED TO THE SHARES

Each Share entitles the holder thereof to one vote, with the Unlimited Share having a veto right with respect to decisions regarding the interests of the Company vis-à-vis third parties and with respect to changes to the Articles. All Shares carry equal rights as provided for by Law and as set forth in the Articles, including rights to receive dividends (if declared) or liquidation proceeds.

RESTRICTIONS ON VOTING RIGHTS

The Unlimited Share has a veto right in the general meeting with respect to resolutions regarding the interest of the Company vis-à-vis third parties, and amendments of the Articles.

The Articles do not provide for any voting restrictions. Shareholders’ votes are exercisable by the persons who are shareholders on the record date as further set out in article 12 of the Articles, and proxies must be received by the Company a certain time before the date of the relevant shareholder meeting, as set out in article 11.8 of the Articles. In accordance with the provisions of the Articles, the General Partner may determine any such other conditions to be fulfilled by the shareholders willing to take part in any meeting of shareholders of the Company in person or by proxy.

The Company recognizes only one holder per Share. In case a Share is owned by several persons, they must designate a single person to be considered as the sole owner of such Share in relation to the Company. The Company is entitled to suspend the exercise of all rights attached to a Share held by several owners until one owner has been designated.

In accordance with article 28 of the Transparency Law the exercise of voting rights related to the Shares exceeding the fraction that should have been notified under the respective provisions as set out above is suspended. The suspension of the exercise of voting rights is lifted the moment the shareholder makes the relevant notification.

SPECIAL CONTROL RIGHTS

The Unlimited Share is held by the General Partner, who is vested with the broadest power to act in the name of the Company and to take any action necessary or useful to fulfil the Company's corporate purpose, with the exception of the powers reserved by Law or by the Articles to the general meeting of shareholders.

The following actions and transactions in relation to the Company's daily management require an express decision of the General Partner:

(i) any listing or public transactions in relation to the Company or its affiliates; and

(ii) any material change to the business or activities of the Company or its affiliates, including entering into material new lines of business, discontinuing of a material activity or adopting any material change in strategic direction.

The general meeting of shareholders may only adopt or ratify acts affecting the interests of the Company vis-à-vis third parties or amend the Articles with the consent of the General Partner.

There are no special control rights attached to the Ordinary Shares.

SHARE TRANSFER RESTRICTIONS

The Ordinary Shares of the Company are freely transferable, subject to the provisions of the Law and the Articles. The Unlimited Share is only transferable to a new unlimited shareholder liable for all liabilities of the Company which cannot be met out of the assets of the Company. All rights and obligations attached to any Share are passed to any transferee thereof.

The transfer of the registered Unlimited Shares becomes effective towards the Company and third parties either (i) through a declaration of transfer recorded in the register of shares, signed and dated by the transferor and the transferee or their representatives, or (ii) upon notification of a transfer to, or upon the acceptance of the transfer by the Company, both being subject to the aforementioned approval of 85% of the votes validly cast at the general meeting convened for such purpose.

AUTHORISATIONS REGARDING OPERATIONS ON SHARES

On 16 May 2019, the general meeting of the shareholders of the Company (at the time in the form of an SE) has granted (at the time) the board of directors, the authorisation to repurchase a maximum of shares issued by the Company not exceeding 10% of the total number of shares composing the issued share capital at the time of the acquisition in accordance with the conditions set forth in article 430-15 of the law of 10 August 1915 on commercial companies, as amended, for a purchase price to range between the nominal value per share and ten percent (10%) above the average listing price per share during the calendar month preceding the relevant buy-back transactions, with such authorization remaining in place for 5 years.

Under the authorised share capital, which has been approved by the extraordinary shareholder meeting on 29 June 2022 pursuant to article 5.4 of the Articles of Association of the Company, the General Partner is authorised to issue ordinary shares to persons and terms as they shall see fit and specificalls to proceed to such issue without reserving a preferential right to subscribe to the shares issued for the existing shareholders.

CONTRACTUAL TRANSFER RESTRICTIONS

Other than the restrictions set out in the Articles as aforementioned, exceet Group SCA is not aware of any factors, including agreements between shareholders, which may result in restrictions on the transfer of Shares or voting rights attached thereto.

SIGNIFICANT SHAREHOLDINGS

AT 31 DECEMBER 2022, THE FOLLOWING SHAREHOLDERS KEPT 5% AT LEAST OF THE SHARES:

Shareholders	Percentage of total shareholding notified
White Elephant S.à r.l. & related parties (AOC)	72,31 %
Quaero Capital SA	6,30 %
MISTRAL Medien AG	5,52 %

The direct and indirect ownership of the Company and, as the case may be, the control over voting rights attaching to the Ordinary Shares, in each case, to the extent it is of at least 5%, is available at https://ir.exceet.com/en/voting-meetings/notification-of-voting-rights under "Voting & Meetings". "Notifications of Voting Rights" and is updated regularly. The information made available by the Company in that respect is solely based on information provided to the Company by its shareholders for the purpose of Articles 8, 9, 12 and 12bis of the Luxembourg Law of 11 January 2008 on transparency requirements for issuers, as amended.

EMPLOYEE SHARE SCHEME

As of 31 December 2022¸the Company did not have any employee share scheme. No system of control of an employee share scheme where the control rights are not excersied by the employees are in place.

APPOINTMENT AND REMOVAL OF SUPERVISORY BOARD MEMBERS, AMENDMENTS TO THE ARTICLES

The General Partner may be removed as general partner at any time by a decision of the general meeting of shareholders approved by a majority of at least eighty-five percent (85%) of the votes validly cast at such general meeting. The sole General Partner may only be removed if a replacement general partner is appointed at the same time.

The appointment and replacement of the members of the Supervisory Board are governed by Law and article 19 of the Articles. The Supervisory Board is composed of a minimum of 3 members which are appointed by the general meeting of shareholders, with one member being selected from a list of candidates proposed by Active Ownership Investments Limited. The members may be removed at any time, with or without cause, by decision of the general meeting of shareholders at a majority of two thirds of the votes validly cast at such meeting.

The Articles are amended in accordance with the Law and article 14 of the Articles, i.e. the amendment requires a majority of at least two-thirds of the votes validly cast at a general meeting where at least half of the share capital present or represented plus the affirmative vote of the General Partner. In case the quorum is not met, a second meeting may be convened in accordance with the Law, which may deliberate regardless of the proportion of the capital represented and at which resolutions are taken at a majority of at least two-thirds of the votes validly cast plus the affirmative vote of the General Partner.

POWERS OF THE SUPERVISORY BOARD

The Supervisory Board may be consulted by the General Partner of the Company on such matters as the General Partner may determine and may authorise any action that may, pursuant to Law or regulation or under article 19 of the Articles, exceed the powers of the General Partner. In particular, the Supervisory Board has to sign off on any decision of the General Partner regarding any transaction between the General Partner and the Company, or between the Company and an affiliate of the General Partner (for the avoidance of doubt, excluding the Company and its subsidiaries) before the General Partner itself brings such matter to the vote.

THE EFFECT OF A TAKEOVER BID ON SIGNIFICANT AGREEMENTS

The Company is not party to any significant agreements which terminate upon a change of control of the Company following a takeover bid. No other significant agreements are known which take effect, alter or terminate in that case.

AGREEMENTS WITH DIRECTORS AND EMPLOYEES

No agreements exist between exceet Group SCA and the members of its Supervisory Board or its employees that provide for compensation if the members of the Supervisory Board or employees resign or are made redundant without valid reason, or if their employment ceases due to a takeover bid for the Company.

The remuneration of the manager(s), and of the members of the Supervisory Board for the performance of their respective mandates is determined by the general meeting of shareholders. In the absence of such determination with respect to the manager, when such manager is, as in the case of the Company, the General Partner, the General Partner receives only a pro rata portion of any distributions corresponding to its shareholding in the Company.

RESPONSIBILITY STATEMENT

In accordance with article 3(2) c) of the Transparency Law the undersigned declares that, to the best of his knowledge, the consolidated financial statements prepared in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS) give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and of the undertakings included in the consolidation taken as a whole. The undersigned further declares that, to the best of his knowledge, the Management Report includes a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with the description of the principal risks and uncertainties they face.

Grevenmacher, 23 March 2023

exceet Management S.à r.l. in its capacity as General Partner

Klaus Röhrig

On behalf of the Board of Managers of exceet Management S.à r.l.

exceet Group SCA

1) See Group Consolidated Financial Statements note 22 “Alternative Performance Measures (APM)” Page 69

FORWARD-LOOKING STATEMENTS

This Annual Report contains statements that refer to the future. Forward-looking statements are generally characterized by terms such as “could”, “will”, “should”, “potential”, “intend”, “expect”, “seek”, “attempt”, “predict”, “estimate”, “overestimate”, “underestimate”, “believe”, “may”, “forecast”, “continue”, “plan”, “project” or similar terms and formulations. Forward-looking statements are based on certain assumptions, outline future expectations, describe future plans and strategies, contain predictions on the earnings and financial position or express other forward-looking information. The possibilities of predicting results or the actual effects of forward-looking plans and strategies are limited. Even though exceet Group SCA assumes that the expectations expressed by these forward-looking statements are based on appropriate assumptions, the actual results and developments may deviate significantly from the information presented in the forward-looking statements. These forward-looking statements are subject to risks and uncertainties and depend on other factors, based on which the actual results in future periods may deviate significantly from the forecast results or communicated expectations. exceet Group SCA does not intend, nor shall it undertake, to update the forward-looking statements on a regular basis, as these are based solely on the conditions present at the date of publication.

FINANCIAL CALENDAR 2023

Date	Publication
02 May	Annual General Meeting of exceet Group SCA in Luxembourg
25 May	Q1 Quarterly Statement 2023
30 August	Interim First Half Year Report 2023
23 November	Q3 Quarterly Statement 2023

exceet intends to be present on the German Equity Forum 2023 in Frankfurt/Main, Germany (27 – 20 November 2023).

EXCEET GROUP CONSOLIDATED FINANCIAL STATEMENTS

This version of the consolidated financial statements has been prepared based on the ESEF version, which is the only authoritative one

All comments within the accompanying notes are in EUR 1,000, if not stated otherwise.

CONSOLIDATED BALANCE SHEET

(in EUR 1,000)	Note	31 December 2022	31 December 2021
ASSETS			
Non-current assets			
Tangible assets	4.1	0	0
Right-of-use assets	4.2	9	26
Intangible assets	5	0	0
Other financial investments	6	1,221	648
Total non-current assets		**1,230**	**674**
Current assets			
Other current receivables	7	0	699
Prepaid expenses	8	13	71
Cash and cash equivalents	9	117,391	116,750
Assets classified as held for sale	14	0	4,272
Total current assets		**117,404**	**121,792**
Total assets		**118,634**	**122,466**
EQUITY			
Share capital	10	312	312
Retained earnings	10	115,482	117,846
Equity attributable to Shareholders of the parent company		**115,794**	**118,158**
Total equity		**115,794**	**118,158**
LIABILITIES			
Non-current liabilities			
Lease liabilities		0	9
Total non-current liabilities		**0**	**9**
Current liabilities			
Other current liabilities	11	42	2,361
Accrued expenses	12	2,789	482
Lease liabilities		9	18
Derivative financial instruments	13	0	658
Liabilities directly associated with assets classified as held for sale	14	0	780
Total current liabilities		**2,840**	**4,299**
Total liabilities		**2,840**	**4,308**
Total equity and liabilities		**118,634**	**122,466**

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED INCOME STATEMENT

(in EUR 1,000)	Note	2022	2021
Administrative expenses	15	(4,016)	(1,135)
Operating result (EBIT)[1]		**(4,016)**	**(1,135)**
Financial income	16	492	624
Financial expenses	16	(428)	(1,054)
other gain / (losses) on derivative	13	120	(658)
Financial result, net	16	184	(1,088)
Profit/(Loss) before income tax		(3,832)	(2,223)
Income tax expense		(40)	0
Profit/(Loss) from continuing operations		(3,872)	(2,223)
Profit/(Loss) from discontinued operations	14	1,508	89,276
Profit/(Loss) for the period		(2,364)	87,053
PROFIT/(LOSS) ATTRIBUTABLE TO:			
Shareholders of the parent company		(2,364)	87,053
EARNINGS PER SHARE IN EURO FROM CONTINUING OPERATIONS (BASIC = DILUTIVE)			
Class A Shares	17	(0.20)	(0.11)
EARNINGS PER SHARE IN EURO FROM DISCONTINUED OPERATIONS (BASIC = DILUTIVE)			
Class A Shares	17	0.08	4.45
EARNINGS PER SHARE IN EURO ON TOTAL GROUP BASIS (BASIC = DILUTIVE)			
Class A Shares	17	(0.12)	4.34
Operating result (EBIT)		(4,016)	(1,135)
Depreciation, amortization and impairment charges	4/5	18	37
Operating result before depreciation, amortization and impairment charges (EBITDA)[2]		(3,998)	(1,098)

[1] Earnings before Interest and Taxes
[2] Earnings before Interest, Taxes, Depreciation and Amortization

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(in EUR 1,000)	Note	2022	2021
Profit/(Loss) for the period		**(2,364)**	**87,053**
Other comprehensive income			
Items to be reclassified to income statement:			
Reclassification of foreign currency translation reserve [1]		0	(6,457)
Currency translation differences		0	(3,000)
Total items to be reclassified to income statement		**0**	**(9,457)**
Total comprehensive income for the period		(2,364)	77,596
Attributable to:			
Shareholders of the parent company		**(2,364)**	**77,596**
Total comprehensive income for the period attributable to the Shareholders of the company			
Continuing operations		**(3,872)**	**(2,223)**
Discontinued operations		1,508	79,820
Total comprehensive income for the period		(2,364)	77,596

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

(in EUR 1,000)	Note	2022	2021
Profit/(Loss) before income tax from			
Continuing operations		(3,832)	(2,223)
Discontinued operations		1,508	89,276
Profit/(Loss) before income tax including tax including discontinued operations		(2,324)	87,053
Adjustment for non-cash transactions			
Amortization on intangible assets	14	184	609
Depreciation on tangible assets	14	13	2,645
Depreciation on right-of-use assets	14	60	254
(Gains)/Losses on disposal of assets		0	9
Change of provisions	14	(110)	(438)
Fair value Adjustment to derivatives	13	(658)	658
Adjustments to retirement benefit obligations/prepaid costs		0	(358)
Financial (income)/expenses		(184)	(7,636)
Gain on Sale of discontinued operations, net of income tax	14	(1,314)	(76,097)
Other non-cash (income)/expenses		443	150
Operating net cash before changes in net working capital		**(3,890)**	**6,849**
Changes to net working capital			
- inventories		(376)	(1,312)
- receivables		622	(14)
- prepaid expenses and contract assets		59	(788)
- liabilities		(2,356)	3,185
- accrued expenses and contract liabilities		2,330	(1,484)
Tax paid		(198)	(2,145)
Interest received		149	0
Interest paid		(417)	(211)
Cashflows from operating activities		**(4,077)**	**4,080**
Financial investments		(573)	(648)
Disposal of subsidiaries, net of cash disposed	14	4,626	98,539
Purchase of tangible assets	14	(12)	(1,617)
Sale of tangible assets		0	40
Purchase of intangible assets	4/5	0	(33)
Cashflows from investing activities		**4,041**	**96,281**
Repayments of borrowings		0	(2,960)
Payments of finance lease liabilities		(46)	(225)
Cashflows from financing activities		**(46)**	**(3,185)**
Net changes in cash and cash equivalents		**(82)**	**97,176**
Cash and cash equivalents at 1 January	9	**116,914**	**16,570**
Net changes in cash and cash equivalents		(82)	97,176
Effect of exchange rate gains/(losses)		559	3,168
Cash and cash equivalents at 31 December		**117,391**	**116,914**
Reconciliation to the Balance Sheet			
Balance as above		117,391	116,914
- Cash and Cash equivalend held for sales	14	0	(164)
Cash and cash equivalents at 31 December	9	**117,391**	**116,750**

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(in EUR 1,000)	Note	Issued and paid-in share capital	Capital reserves	Treasury shares	Retained earnings	Foreign currency transl. diff.	Total Shareholders of the parent company
BALANCES AT 1 JANUARY 2022	**10**	**312**	**0**	**0**	**108,028**	**9,818**	**118,158**
Profit/(Loss) for the period					(2,364)		(2,364)
Other comprehensive income:							
Currency translation differences					9,818	(9,818)	0
Total other comprehensive income/(loss) for the period		0	0	0	9,818	(9,818)	0
Total comprehensive income/(loss) for the period		0	0	0	7,454	(9,818)	(2,364)
BALANCES AT 31 DECEMBER 2022		**312**	**0**	**0**	**115,482**	**0**	**115,794**

(in EUR 1,000)	Note	Issued and paid-in share capital	Capital reserves	Treasury shares	Retained earnings	Foreign currency transl. diff.	Total Shareholders of the parent company
BALANCES AT 1 JANUARY 2021	**10**	**312**	**0**	**0**	**14,491**	**25,759**	**40,562**
Profit/(Loss) for the period					87,053		87,053
Other comprehensive income:							
Exchange differences on translation of discontinued operation						(9,457)	(9,457)
Currency translation differences					6,484	(6,484)	0
Total other comprehensive income/(loss) for the period		0	0	0	6,484	(15,941)	(9,457)
Total comprehensive income/(loss) for the period		0	0	0	93,537	(15,941)	77,596
BALANCES AT 31 DECEMBER 2021		**312**	**0**	**0**	**108,028**	**9,818**	**118,158**

The accompanying notes are an integral part of the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

exceet Group SCA (hereafter the "Company") is a company existing as a "Société en Commandite par Actions" under the law of Luxembourg and listed on the regulated market of the Frankfurt Stock Exchange (WKN: A0YF5P / ISIN: LU0472835155) in the Prime Standard segment.
The consolidated exceet Group SCA ("Group" or "exceet") currently consists of four holding companies in Luxembourg, Switzerland and Germany as of 31 December 2022. During 2022 one technology company, which develops and distributes IoT Software, has been successfully sold.
The Company's purpose is the creation, holding, development and realisation of a portfolio, consisting of interests and rights of any kind and of any other form of investment in entities in the Grand Duchy of Luxembourg and in foreign entities, whether such entities exist or are to be created, especially by way of subscription, acquisition by purchase, sale or exchange of securities or rights of any kind whatsoever, such as equity instruments, debt instruments, patents and licenses, as well as the administration and control of such portfolio. The Company may further grant any form of security for the performance of any obligations of the Company or of any entity in which it holds a direct or indirect interest or right of any kind or in which the Company has invested in any other manner or which forms part of the same group of entities as the Company and lend funds or otherwise assist any entity in which it holds a direct or indirect interest or right of any kind or in which the Company has invested in any other manner or which forms part of the same group of companies as the Company. The Company may borrow in any form and may issue any kind of notes, bonds and debentures and generally issue any debt, equity and/or hybrid securities in accordance with Luxembourg law. The Company may carry out any commercial, industrial, financial, real estate or intellectual property activities which it may deem useful in accomplishment of these purposes.
The Company was created on 09 October 2009 for an unlimited duration. It may be dissolved at any time and without cause by a resolution of the general meeting of shareholders, adopted in the manner required for an amendment of these articles of association.

The registered office is at 17, rue de Flaxweiler, L-6776 Grevenmacher.

On 23 January 2020 an extraordinary shareholder meeting of exceet Group S.A. approved the conversion of exceet Group S.A. into exceet Group SCA. Under the SCA as the new legal form, exceet will be managed by exceet Management S.à r.l. (hereafter the "General Partner"), a limited liability company under the law of Luxembourg (Société à responsabilité limitée (S.à r.l.)), the shares in which are held indirectly by the founders of the Active Ownership Group (AOC) Florian Schuhbauer and Klaus Röhrig (50% each). This move followed an extraordinary general meeting, held on 20 November 2019, when the shareholders of the exceet Group SE approved the conversion of the legal form of exceet Group SE into exceet Group S.A. (a stock corporation under the laws of Luxembourg (Société Anonyme)), keeping the legal and economic identity of exceet Group SE unaffected while maintaining the listing on the regulated market of the Frankfurt Stock Exchange. This conversion was a necessary interim step towards the intended conversion of exceet Group SE into a partnership limited by shares (exceet Group SCA) under the law of Luxembourg.

A new company was acquired in January 2023, now the investment focus is on developing projects for the decentralized supply of green hydrogen.

The consolidated financial statements as of 31 December 2022 were approved by the Supervisory Board and the General Partner of exceet Group SCA on 23 March 2023.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION

The consolidated financial statements of exceet are based on the financial statements of the individual group companies drawn up according to uniform accounting principles at 31 December 2022. They were drawn up in accordance with the International Financial Reporting Standards (IFRS) as endorsed by the European Union ("EU") and comply with Luxembourg law.

The consolidated financial statements have been prepared under going concern assumption and the historical cost convention.

The accounting principles applied to the consolidated financial statements at 31 December 2022 have been amended to comply with all new and revised IFRS standards and interpretations adopted by the European Union (EU) with effective date in 2022.

Property, Plant and Equipment: Proceeds before Intended Use – Amendments to IAS 16

In May 2020, the IASB issued Property, Plant and Equipment — Proceeds before Intended Use, which prohibits entities deducting from the cost of an item of property, plant and equipment, any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling such items, and the costs of producing those items, in profit or loss. The amendment is effective for annual reporting periods beginning on or after 1 January 2022 and must be applied retrospectively to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment.
The amendment did not have a material impact on the Group.

Onerous Contracts – Costs of Fulfilling a Contract – Amendments to IAS 37

In May 2020, the IASB issued amendments to IAS 37 to specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments apply a "directly related cost approach". The costs that relate directly to a contract to provide goods or services include both incremental costs and an allocation of costs directly related to contract activities. General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The amendments are effective for annual reporting periods beginning on or after 1 January 2022.
The amendment did not have a material impact on the Group.

IFRS 1 First-time Adoption of International Financial Reporting Standards – Subsidiary as a first-time adopter

The amendment permits a subsidiary that elects to apply paragraph D16(a) of IFRS 1 to measure cumulative translation differences using the amounts reported in the parent's consolidated financial statements, based on the parent's date of transition to IFRS, if no adjustments were made for consolidation procedures and for the effects of the business combination in which the parent acquired the subsidiary. This amendment is also applied to an associate or joint venture that elects to apply paragraph D16(a) of IFRS 1. These amendments had no impact on the consolidated financial statements of the Group as it is not a first- time adopter

IAS 41 Agriculture – Taxation in fair value measurements

The amendment removes the requirement in paragraph 22 of IAS 41 that entities exclude cash flows for taxation when measuring the fair value of assets within the scope of IAS 41. These amendments had no impact on the consolidated financial statements of the Group as it did not have assets in scope of IAS 41 as at the reporting date.

Financial Instruments – Fees in the '10 per cent' test for derecognition of financial liabilities

As part of its 2018-2020 annual improvements to IFRS standards process the IASB issued amendment to IFRS 9. The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendment is effective for annual reporting periods beginning on or after 1 January 2022 with earlier adoption permitted. The amendment did not have a material impact on the Group.

Reference to the Conceptual Framework – Amendments to IFRS 3

IFRS 3 referred to an old version of the Conceptual Framework. The IASB updated IFRS 3 so it refers instead to the latest version, issued in March 2018. Updating the reference without making any other changes to IFRS 3 could change the accounting requirements for business combinations because the liability definition in the 2018 Conceptual Framework is broader than that in previous versions. The amendment did not have a material impact on the Group.

Issued but not yet effective

Definition of Accounting Estimates - Amendments to IAS 8
In February 2021, the IASB issued amendments to IAS 8, in which it introduces a definition of 'accounting estimates'. The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, they clarify how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.
Earlier application is permitted.
The amendments are not expected to have a material impact on the Group.

Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2

In February 2021, the IASB issued amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements, in which it provides guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.
The amendments to IAS 1 are applicable for annual periods beginning on or after 1 January 2023 with earlier application permitted. Since the amendments to the Practice Statement 2 provide non-mandatory guidance on the application of the definition of material to accounting policy information, an effective date for these amendments is not necessary.
The Group is currently assessing the impact of the amendments but does not expect it to be material.

Amendments to IAS 1: Classification of Liabilities as Current or Non-current

In January 2020, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current.
The amendments are effective for annual reporting periods beginning on or after 1 January 2024 and must be applied retrospectively.
The Group is currently assessing the impact the amendments but does not expect there to be any material impact.

Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to IAS 12

In May 2021, the Board issued amendments to IAS 12, which narrow the scope of the initial recognition exception under IAS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences. The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. The Group is currently assessing the impact of the amendments.

IFRS 17 Insurance Contracts

In May 2017, the IASB issued IFRS 17 Insurance Contracts (IFRS 17), a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, IFRS 17 will replace IFRS 4 Insurance Contracts (IFRS 4) that was issued in 2005. IFRS 17 applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply. The overall objective of IFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in IFRS 4, which are largely based on grandfathering previous local accounting policies, IFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of IFRS 17 is the general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts.

IFRS 17 is effective for reporting periods beginning on or after 1 January 2023, with comparative figures required. Early application is permitted, provided the entity also applies IFRS 9 and IFRS 15 on or before the date it first applies IFRS 17.

This standard is not applicable to the Group.

There are no other IFRS or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Group.

2.2 PRINCIPLES OF CONSOLIDATION

INVESTMENTS IN SUBSIDIARIES

Investments in subsidiaries are fully consolidated. These are entities over which exceet Group SCA directly or indirectly exercises control (see note 19 with a list of the Group companies). The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity.

Group companies acquired during the year are included in the consolidation from the date on which control over the acquired company is transferred to the Group, and are excluded from the consolidation as of the date the Group ceases to have control over the company. For the consolidated entities, 100% of assets, liabilities, income and expenses are included. Intercompany balances and transactions (including unrealized profit on intercompany inventories) are eliminated in full.

2.3 BUSINESS MODEL

While exceet Group SCA finished 2022 as a holding group without operating companies, starting 2023 the business model is now focused on developing, manufacturing and operating of green hydrogen plants for the de-carbonization of the industry and infra structure. The business is driven by the newly acquired APEX Group, located in Rostock-Laage, Germany. Due to past divestments the group has no separate operating segments.

2.4 CURRENCY TRANSLATION

REPORTING CURRENCY AND FUNCTIONAL CURRENCY

Items contained in the subsidiaries' financial statements are recognized in the currency of the primary economic environment in which the respective subsidiary operates ("Functional Currency"). Each entity within the Group determines its own functional currency. In principle, the functional currencies of the subsidiaries included in the consolidated financial statements are their respective local currencies.

The consolidated financial statements of exceet are prepared in Euro (EUR), the presentation currency of the Group. All amounts have been rounded to the nearest thousand, unless otherwise indicated.

FOREIGN CURRENCY TRANSLATION

Transactions in foreign currencies are translated at the exchange rate of the functional currency prevailing on the date of the transaction. All resulting foreign exchange differences are recognized in the income statement.

Monetary items denominated in foreign currencies are translated into the functional currency at the exchange rate prevailing at the balance sheet date. Exchange rate differences are recorded in the income statement. Non-monetary assets and liabilities are translated at the historical rate.

Foreign exchange rate differences on long-term intercompany loans (equity like loans) are recorded within other comprehensive income.

GROUP COMPANIES

The results and financial position of all Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the balance sheet date
- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions).

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, are taken to other comprehensive income. At the time the foreign operation is partially disposed of or sold, these exchange differences that were recorded in equity are recognized into the income statement as part of the gain or loss on sale.
Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the transaction date rate.

In 2022 the functional currency of one subsidiary changed to EUR as it divested its last remaining operating investment.

2.5 ACCOUNTING AND VALUATION PRINCIPLES

CASH AND CASH EQUIVALENTS

This position includes cash in hand, cash at banks, time deposits with original maturities of three months or less and bank overdrafts. The cash flow statement summarizes the movements on cash and cash equivalents.

Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

LEASING

The Group leases various offices, equipment and cars. Rental contracts are typically agreed for fixed periods of 5 years, but may have extension options. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased property assets may not be used as security for borrowing purposes.

Leases are recognized as a right-of-use asset and a corresponding liability at the date at which the leases asset is available for use by the Group. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- makes adjustments specific to the lease, e.g. term, country, currency and security.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the leases liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between liability and finance cost. The finance cost is charged to profit or loss over the lease period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases (lease term of 12 month or less) and leases of low-value assets (below Euro 5,000) are recognized on a straight-line basis as an expense in profit or loss.

The depreciable amount of a leased asset is allocated to each accounting period during the period of expected use on a systematic basis consistent with the depreciation policy for owned assets. If there is reasonable certainty that the Group will obtain ownership by the end of the lease term, the period of expected use is the useful life of the asset.

BUSINESS COMBINATIONS AND GOODWILL

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group recognizes any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. The excess of the consideration transferred the amount on non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over fair value of the identifiable net assets acquired is recorded as goodwill. Goodwill is tested at least annually for impairment and carried at cost, less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination.

DISPOSAL OF SUBSIDIARIES

When the Group ceases to have control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognized in the income statement. Amounts previously recognized in other comprehensive income that may be reclassified to the income statement are reclassified.

DISCONTINUED OPERATIONS

A component of the Group is reclassified into "Discontinued operations" if its divestment is highly probable (according IFRS 5), and if it fulfils the criteria for being classified as "held for sale" and for being presented as "Discontinued operations", as it:

- represents a major line of operations (e.g. entity or group of entities) or a geographical area of operations;
- is part of a single coordinated plan to dispose this major line of operations/geographical area; or
- is an entity acquired exclusively with a view to resale.

"Discontinued Operations" are disclosed as follows:

Balance Sheet

All asset positions from a discontinued operation are reclassified as "Asset classified as held for sale". All liability positions are reclassified as "Liabilities directly associated with assets classified as held for sale"

Income Statement

The income statement only contains expenses and costs in relation to the continued operations. The net result of the discontinued operations is shown as a separate line as "Profit/(Loss) from discontinued operations" after "Profit/(Loss) from continued operations".

Cash Flow Statement

The cash flow statement is presented including movements from discontinued operations. Net cash flows attributable to the operating, investing and financing activities of the discontinued operations are separately disclosed within the detailed note regarding discontinued operations.

DERIVATIVES

Derivatives are initially recognised at fair value on the date a derivative contract is entered into, and they are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument and, if so, the nature of the item being hedged. Currently the Group does not use derivatives for qualifying for hedge accounting. Consequently the change of their fair value is recognised as profit or loss in the income statement.

OTHER FINANCIAL LIABILITIES

Other financial liabilities such as trade and other payables as well as accrued expenses are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

INCOME TAXES / DEFERRED INCOME TAXES

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination, which at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

The tax expense for the period comprises current and deferred tax. Tax is recognized in the consolidated income statement, except to the extent that it relates to items recognized in other comprehensive income. In this case, the tax is also recognized in other comprehensive income.

RELATED PARTIES

A party is related to an entity if the party directly or indirectly controls, is controlled by, or is under common control of the entity, has an interest in the entity that gives it significant influence over the entity, has joint control over the entity or is an associate or a joint venture of the entity. In addition, members of key management and close members of their families are also considered as related parties.

EARNINGS PER SHARE

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares outstanding during the period (excluding own shares hold by the Group). Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

DEFINITION OF NON-GAAP MEASURES

The Group reports the various alternative performance measures (not defined by IFRS) because management believe that these measures are relevant for measuring the performance of the operations, the financial position and cash flows for making decisions. These performance measures also provide additional information for users of the consolidated financial statements based on consistent information over time and regularity of reporting.

The Group controls its financial situation by means of various performance measures, such as revenue, organic growth of revenue, EBITDA, EBITDA margin, EBIT, order backlog, book-to-bill ratio, operating working capital, equity ratio, net cash and free cash flow. Please refer to note 22 "Alternative Performance Measures" for the definitions and usages of these alternative performance measures.

The performance measures used, might not be comparable to similar titled measures reported by other groups due to differences in the way these measures are calculated.

FINANCIAL ASSETS

The Group classifies its financial assets in the following measurement categories:

- Financial assets at fair value through profit or loss (FVPL)
- Financial assets fair value at amortized costs

The classification depends on the Groups business model for managing the financial assets and the contractual terms of the cash flows of the assets. The Group reclassifies debt investments when and only when its business model for managing those assets change.

For the initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not measured at fair value through profit or loss (FVPL), transaction costs. Transaction costs are costs only directly related to the acquisition of the financial asset. Transaction costs for financial assets carried at FVPL are expensed in profit or loss.

The subsequent measurement of the financial assets is based on the Group's policy for managing the asset and the related cash flow characteristics.

Financial assets at fair value at amortized costs represent assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. Interest rate income from these financial assets is included in financial income using the effective interest rate method. Any gain or loss arising on derecognition is recognized in profit or loss in financial income or expenses, together with foreign exchange gains and losses. Impairment losses are presented in the statement of profit or loss.

For financial assets at fair value through profit or loss a gain or loss is subsequently recognized in profit and loss and presented net within "Changes in fair value in financial instruments" within the financial result in the period in which it arises.

The Group assess on a forward looking basis the expected credit losses associated with its debt instruments carried at amortized costs. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

The Group considers the probability of default upon initial recognition of an asset and whether there has been a significant increase in credit risk on an ongoing basis throughout the reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

FINANCIAL LIABILITIES

Financial liabilities such as trade and other payables as well as accrued expenses are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

Fair value hierarchy:

Level 1: Quoted prices in active markets for identical assets or liabilities
Level 2: Inputs other than quoted prices included within in level 1 that are observable for the asset or liability, either directly (that is, alternative prices) or indirectly (that is, derived from prices)
Level 3: Classification for asset or liabilities which are not valued on observable market data (that is, unobservable inputs, for instance estimation and assumptions)

At 31 December 2022 the Group has no assets or liabilities that are measured at fair value. In 2021 the Group had one derivative (we refer to note 13) that was measured at fair value and that was derecognised by end of January 2022.

The group policy demands the recognition of transfers into or out of fair value hierarchy levels as of the date of the event or at the change of circumstances that caused the transfer. There were no transfers between the levels during the reporting period.

Management is assisted for the valuation of financial assets required for financial reporting purposes, including level 3 fair values, by the Group's finance department. Discussions of valuation processes and results are made regularly.

There were no changes in Level 3 instruments.

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

2.6 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In 2022 there has been no critical accounting estimates and judgements.

2.7 FINANCIAL RISK MANAGEMENT

FINANCIAL RISK FACTORS

The Group's activities are exposed to a variety of financial risks: market risks (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management system aims to identify key financial risks at an early juncture, within the subsidiaries and at the Group level, to implement appropriate countermeasures to minimize potential adverse effects on the Group's financial performance. Management monitors all these risks and applies the following risk management procedures.

MARKET RISK

Foreign exchange risk

The Group companies operate mostly in Euro (EUR). In general foreign currencies are only kept if future payments are expected to be made in a particular currency. The Group is exposed to foreign exchange risks especially with regards to CHF/EUR and USD/EUR based on bank deposits or intercompany loans in foreign currency.

Foreign exchange rates

The exchange rates relevant to the consolidated financial statements were:

	31.12.2022	Average 2022	31.12.2021	Average 2021
1 CHF	1.02	1.00	0.97	0.93
1 USD	0.94	0.95	0.88	0.85

Derivatives

Derivatives are only used for economic hedging purposes and not as speculative investments. However, where derivatives do not meet the hedge accounting criteria, they are classified as 'held for trading' for accounting purposes and are accounted for at fair value through profit or loss. They are presented as current assets or liabilities to the extent they are expected to be settled within twelve months after the end of the reporting period.

The following amounts were recognised in profit or loss in relation to derivatives:

Further information about the derivatives used by the

(in EUR 1,000)	2022	2021
Net gain/loss on foreign currency forwards not qualifying as hedges included in other gain/(losses)	120	(658)
Total	**120**	**(658)**

group is provided in note 13.

Price risk

The Group is exposed to different price risks. In the operational business there is currently a price risk in respect of administration expenses. In addition, starting 2023 the business model is now focused on developing, manufacturing and operating of green hydrogen plants for the de-carbonization of the industry and infra structure. The business is driven by the newly acquired APEX Group, located in Rostock-Laage, Germany.

Cash Flow and Fair Value Interest Rate Risk

Cash flow risk is categorized as very low as a result of the Group's good liquidity position and strong cash flow generation.

As the Group has no significant interest-bearing assets beside of cash deposits, the Group's income and operating cash flows are depending of changes in market interest rates especially in administration fees for cash deposits at banks. Keeping short term available liquidity for investments needs to accept the current administration fees charged by the banks.

Since end of 2021, the Group is fully financed by equity and not depending on interest risk arising from long-term borrowings.

CREDIT RISK

Credit risk is managed on Group level. Credit risk arises from cash, cash equivalents and deposits with banks and financial institutions. Credit exposures to customers, including outstanding receivables, contract assets and committed transactions are managed by individual Group companies. The ratings for the engaged banks and financial institutions are monitored regularly. Furthermore, the risk on cash and cash equivalents is minimized by the consideration of different financial institutions. For the risk control assessment of customers, the credit quality of the customer takes into account its financial position, past experience and other factors. Based on the varying customer structure within the Group, no specific individual credit limits are defined by the Group. Accounts receivables are regularly monitored and supported by an effective accounts receivables review in close cooperation with key account managers. The application of the expected credit loss model, according to IFRS 9, is based on historical experience and considering additional forward looking elements as well.

The table below shows the trade receivables and loan balances of the counterparties of each subsidiary as per the balance sheet date. None of the trade receivable and loan counterparties has an external credit rating. Management does not expect any losses from non-performance by these counterparties.

TRADE RECEIVABLES / LOANS (AS PART OF THE FINANCIAL ITEMS „ASSETS CLASSIFIED AS HELD FOR SALE") (in EUR 1,000)	31.12.2022	31.12. 2021
MAJOR COUNTERPARTIES WITHOUT EXTERNAL CREDIT RATING		
Group 1	-	11
Group 2	-	158
Group 3	-	-
Total counterparties without external credit rating	**-**	**169**

Group 1 - new customers/related parties less than 6 months
Group 2 - existing customers/related parties since more than 6 months with no defaults in the past
Group 3 - existing customers/related parties since more than 6 months with some defaults in the past (all defaults were fully recovered)

The table below shows the bank balances rated:

CASH AT BANK AND SHORT-TERM BANK DEPOSITS (in EUR 1,000)	31.12.2022	31.12.2021
BANKS WITH EXTERNAL CREDIT RATING1)		
AAA	38,837	116,177
AA+	-	-
AA	-	-
AA-	-	-
A+	-	-
A	-	-
A-	-	165
BBB	3,074	-
BB	-	-
not rated	75,480	408
Total cash at bank and short-term bank deposits	**117,391**	**116,750**

[1)] Source for external credit rating: Standard & Poor's

LIQUIDITY RISK

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Prudent liquidity risk management includes maintaining sufficient cash, the availability of funding from an adequate amount of committed credit facilities and the ability to close out market positions. The Group monitors its risk of suffering a shortage of funds regularly. In addition, Management monitors forecasts of the Group's liquidity reserve on the basis of expected cash flow.

The following table analyses the maturity profile of the Group's financial liabilities. The amounts disclosed are the contractual undiscounted cash flows including accrued interest and do therefore not reconcile with the financial liabilities presented in the consolidated balance sheet.

CAPITAL RISK MANAGEMENT

(in EUR 1,000)	Up to 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total
BALANCES AT 31 DECEMBER 2022					
Bank borrowings	-	-	-	-	-
Other borrowings	-	-	-	-	-
Lease liabilities	9	-	-	-	9
Trade payables	-	-	-	-	-
Other payables	42	-	-	-	42
Accrued expenses	2,789	-	-	-	2,789
BALANCES AT 31 DECEMBER 2021					
Bank borrowings	-	-	-	-	-
Other borrowings	-	-	-	-	-
Lease liabilities	18	9	-	-	27
Trade payables	-	-	-	-	-
Other payables	2,361	-	-	-	2,361

The Group's objectives, when managing capital, are to safeguard the Group's ability to continue as a going concern in order to provide added value to the shareholders.

In order to maintain or adjust the capital structure, the Group may issue new shares, buy-back existing shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. In 2022 the calculated of Gearing ratio has been changed based on Total Debt divided by Equity.
The gearing ratios at 31 December 2022 and 2021 were as follows:

The Group has one covenant to meet arising from

(in EUR 1,000)	**2022**	**2021**
Finance lease	9	27
other current liabilities	42	2,361
accrued expenses	2,789	482
Derivate financial instruments	-	658
Liabilities directly associated with assts classified as held for sale	-	780
Total Debt	2,840	4,308
Equity	115,794	118,158
Gearing ratio	*2.45%*	*3.65%*

the divestment of exceet Secure Solution GmbH. The covenants are related to minimum equity of EUR 15,000,000. If the covenant will not be fulfilled, the Group has to deposit EUR 4,912,409 an escrow account. The covenant expires seven years after the closing date, which was 30 April 2021.

2.8 DISCLOSURE OF PRIOR YEAR ERROR

In the consolidated cash flow statement of the financial year 2021 we corrected the information of cash outflow of financial investment of KEUR 648 that was presented as cash inflow in the annual report of 2021 (use of incorrect mathematical sign). The corresponding position in the cash flow statement was the item effect of exchange rate gain / (losses) that was corrected from KEUR 1,872 to KEUR 3,168.

3. FINANCIAL INSTRUMENTS BY CATEGORY

31 DECEMBER 2022 (in EUR 1,000)	Financial assets at amortized costs	Financial assets at fair value through profit or loss	Total
ASSETS AS PER BALANCE SHEET			
Other financial investment	1,221	-	1,221
Cash and cash equivalents	117,391	-	117,391
Total	**118,612**	**-**	**118,612**

31 DECEMBER 2022 (in EUR 1,000)	Financial liabilities at amortized cost	Financial liabilities at fair value through profit or loss	Total
LIABILITIES AS PER BALANCE SHEET			
Lease liabilities	9	-	9
Trade and other payables (excluding non-financial liabilities)	42	-	42
Accrued expenses	2,789	-	2,789
Total	**2,840**	**-**	**2,840**

31 DECEMBER 2021 (in EUR 1,000)	Financial assets at amortized costs	Financial assets at fair value through profit or loss	Total
ASSETS AS PER BALANCE SHEET			
Other financial investment	648	-	648
Trade and other receivables (excluding prepayments)	699	-	699
Cash and cash equivalents	116,750	-	116,750
Total	**118,097**	**-**	**118,097**

31 DECEMBER 2021 (in EUR 1,000)	Financial liabilities at amortized cost	Financial liabilities at fair value through profit or loss	Total
LIABILITIES AS PER BALANCE SHEET			
Lease liabilities	27	-	27
Derivative financial instruments	-	658	658
Trade and other payables (excluding non-financial liabilities)	2,361	-	2,361
Accrued expenses	482	-	482
Total	**2,870**	**658**	**3,528**

4. TANGIBLE ASSETS AND RIGHT-OF-USE ASSETS

4.1 TANGIBLE ASSETS

2022 (in EUR 1,000)	Land & building	Production facilities & machinery	Equipment	Vehicles	IT Hardware	Assets under construction	Total
AQUISITION COSTS							
As of 1 January 2022	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Disposal of subsidiaries	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-
Transfer to other category	-	-	-	-	-	-	-
Reclass assets classified for sale	-	-	-	-	-	-	-
As of 31 December 2022	**-**	**-**	**-**	**-**	**-**	**-**	**-**
ACCUMULATED DEPRECIATION							
As of 1 January 2022	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-	-	-
Disposal of subsidiaries	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-
Transfer to other category	-	-	-	-	-	-	-
Reclass assets classified for sale	-	-	-	-	-	-	-
As of 31 December 2022	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Net book value as of 1 January 2022	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Net book value as of 31 December 2022	**-**	**-**	**-**	**-**	**-**	**-**	**-**

2021 (in EUR 1,000)	Land & building	Production facilities & machinery	Equipment	Vehicles	IT Hardware	Assets under construction	Total
AQUISITION COSTS							
As of 1 January 2021	**9,616**	**13,300**	**5,912**	**134**	**1,145**	**448**	**30,555**
Disposal of subsidiaries	-10,021	-26,452	-6,137	-134	-1,175	-448	-44,367
Additions	405	1,034	569	-	62	-	2,070
Disposals	-	-40	-	-	-	-	-40
Transfer to other category	-	12,158	-	-	-	-	12,158
Reclass assets classified for sale	-	-	-344	-	-32	-	-376
As of 31 December 2021	**-**	**-**	**-**	**-**	**-**	**-**	**-**
ACCUMULATED DEPRECIATION							
As of 1 January 2021	**-2,342**	**-7,552**	**-3,076**	**-92**	**-947**	**-**	**-14,009**
Disposal of subsidiaries	2,611	20,493	3,289	108	1,022	-	27,523
Additions	-269	-1,703	-552	-16	-104	-	-2,644
Disposals	-	27	-	-	-	-	27
Transfer to other category	-	-11,265	-	-	-	-	-11,265
Reclass assets classified for sale	-	-	339	-	29	-	368
As of 31 December 2021	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Net book value as of 1 January 2021	**7,274**	**5,748**	**2,836**	**42**	**198**	**448**	**16,546**
Net book value as of 31 December 2021	**-**	**-**	**-**	**-**	**-**	**-**	**-**

In 2022 depreciation expense for tangible assets of EUR 0 (2021: EUR 0) has been charged in “cost of sales”, EUR 0 (2021: EUR 4) in “administrative expenses” and EUR 0 (2021: EUR 0) in “distribution costs”.

EUR 0 (2021: EUR 0) of land and buildings are secured for bank borrowings. In 2022 und 2021 no machinery and equipment are pledged for borrowing facilities.

4.2 RIGHT-OF-USE ASSETS

The Group has adopted IFRS 16 retrospectively from 1 January 2019.

2022 (in EUR 1,000)	Land & building	Production facilities & machinery	Equipment	Vehicles	Total
AQUISITION COSTS					
As of 1 January 2022	**496**	**-**	**-**	**-**	**496**
Disposal of subsidiaries	-	-	-	-	-
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Transfer to other category	-	-	-	-	-
Reclass assets classified for sale	-	-	-	-	-
As of 31 December 2022	**496**	**-**	**-**	**-**	**496**
ACCUMULATED DEPRECIATION					
As of 1 January 2022	**-470**	**-**	**-**	**-**	**-470**
Disposal of subsidiaries	-	-	-	-	-
Additions	-17	-	-	-	-17
Disposals	-	-	-	-	-
Transfer to other category	-	-	-	-	-
Reclass assets classified for sale	-	-	-	-	-
As of 31 December 2022	**-487**	**-**	**-**	**-**	**-487**
Net book value as of 1 January 2022	**26**	**-**	**-**	**-**	**26**
Net book value as of 31 December 2022	**9**	**-**	**-**	**-**	**9**

2021 (in EUR 1,000)	Land & building	Production facilities & machinery	Equipment	Vehicles	Total
AQUISITION COSTS					
As of 1 January 2021	**2,827**	**12,168**	**29**	**132**	**15,156**
Disposal of subsidiaries	(2,412)	(10)	(29)	(84)	(2,535)
Additions	400	0	0	16	416
Disposals	(53)	0	0	0	(53)
Transfer to other category	0	(12,158)	0	0	(12,158)
Reclass assets classified for sale	(266)	0	0	(64)	(330)
As of 31 December 2021	**496**	**0**	**0**	**0**	**496**
ACCUMULATED DEPRECIATION					
As of 1 January 2021	**(2,025)**	**(11,275)**	**(18)**	**(78)**	**(13,396)**
Disposal of subsidiaries	1,527	10	19	47	1,603
Additions	(236)	0	(1)	(13)	(250)
Disposals	46	0	0	0	46
Transfer to other category	0	11,265	0	0	11,265
Reclass assets classified for sale	218	0	0	44	262
As of 31 December 2021	**(470)**	**0**	**0**	**0**	**(470)**
Net book value as of 1 January 2021	**802**	**893**	**11**	**54**	**1,760**
Net book value as of 31 December 2021	**26**	**0**	**0**	**0**	**26**

According to IFRS 5 right-of use assets were classified as assets held for sale as of 31 August 2022 the Group divested Lucom GmbH Elektrokomponenten und Systeme (Fürth, Germany).

In 2022 depreciation expense for right-of-use assets of KEUR 0 (2021: KEUR 0) has been charged in “cost of sales”, KEUR 17 (2021: KEUR 250) in “administrative expenses” and KEUR 0 (2021: KEUR 0) in “distribution costs”.

Interest expenses for leasing liabilities amounted to KEUR 0 (2021: KEUR 0), please see note 16 “Financial result”.

5. INTANGIBLE ASSETS

2022 (in EUR 1,000)	Goodwill	Customer base	Technology	Brand	Software	Intangible assets under construction	Other intangible assets	Total
AQUISITION COSTS								
As of 1 January 2022	-	-	-	-	747	-	-	747
Disposal	-	-	-	-	-747	-	-	-747
Additions	-	-	-	-	-	-	-	-
Reclass assets classified for sale	-	-	-	-	-	-	-	-
As of 31 December 2022	-	-	-	-	-	-	-	-
ACCUMULATED AMORTIZATION								
As of 1 January 2022	-	-	-	-	-747	-	-	-747
Disposal	-	-	-	-	747	-	-	747
Additions	-	-	-	-	-	-	-	-
Reclass assets classified for sale	-	-	-	-	-	-	-	-
As of 31 December 2022	-	-	-	-	-	-	-	-
ACCUMULATED IMPAIRMENT								
As of 1 January 2022	-	-	-	-	-	-	-	-
Disposal of subsidiaries	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-	-
Reclass assets classified for sale	-	-	-	-	-	-	-	-
As of 31 December 2022	-	-	-	-	-	-	-	-
Net book value as of 1 January 2022	-	-	-	-	-	-	-	-
Net book value as of 31 December 2022	-	-	-	-	-	-	-	-

As of 31 August 2022 the Group divested Lucom GmbH Elektrokomponenten und Systeme (Fürth, Germany).

2021 (in EUR 1,000)	Goodwill	Customer base	Technology	Brand	Software	Intangible assets under construction	Other intangible assets	Total
AQUISITION COSTS								
As of 1 January 2021	**7,435**	**6,131**	**4,074**	**-**	**2,036**	**1,551**	**27**	**21,254**
Disposal of subsidiaries	-5,116	-3,412	-4,074	-	-1,322	-1,551	-27	-15,502
Additions	-	-	-	-	33	-	-	33
Reclass assets classified for sale	-2,319	-2,719	-	-	-	-	-	-5,038
As of 31 December 2021	**-**	**-**	**-**	**-**	**747**	**-**	**-**	**747**
ACCUMULATED AMORTIZATION								
As of 1 January 2021	**-**	**-4,866**	**-3,363**	**-**	**-1,984**	**-**	**-27**	**-10,240**
Disposal of subsidiaries	-	3,412	3,447	-	1,289	-	27	8,175
Additions	-	-473	-84	-	-52	-	-	-609
Reclass assets classified for sale	-	1,927	-	-	-	-	-	1,927
As of 31 December 2021	**-**	**-**	**-**	**-**	**-747**	**-**	**-**	**-747**
ACCUMULATED IMPAIRMENT								
As of 1 January 2021	**-**	**-**	**-**	**-**	**-**	**-1,551**	**-**	**-1,551**
Disposal of subsidiaries	-	-	-	-	-	1,551	-	1,551
Additions	-	-	-	-	-	-	-	-
Reclass assets classified for sale	-	-	-	-	-	-	-	-
As of 31 December 2021	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Net book value as of 1 January 2021	**7,435**	**1,265**	**711**	**-**	**52**	**-**	**-**	**9,463**
Net book value as of 31 December 2021	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

The amortization expense of KEUR 0 (2021: KEUR 0) has been charged in “cost of sales”.

No impairment had to be recognized in the years 2022 and 2021.

6. OTHER FINANCIAL INVESTMENTS

Other financial assets are recorded in which the Group holds less than 20% of the share capital.

The amount is related to an investment in a fund, which is investing in online gaming companies.

Until end 31 December 2022 the Group invested USD 1,375,000 (2021: USD 750,000). Total investment is committed for USD 2,500,000 and is called by tranches.

7. OTHER CURRENT RECEIVABLES

(in EUR 1,000)	31.12.2022	31.12.2021
Value added tax/withholding tax	-	18
Payments in advance	-	179
Others	-	502
Total	**-**	**699**

There were no receivables pledged (2021: EUR 0).

8. PREPAID EXPENSES

(in EUR 1,000)	31.12.2022	31.12.2021
Maintenance contracts	4	5
Fees	8	27
Others	1	39
Total	**13**	**71**

Maintenance contracts are contracts for up to 5 years and include maintenance and support services acquired from third parties to cater for customer requirements.

9. CASH AND CASH EQUIVALENTS

(in EUR 1,000)	31.12.2022	31.12.2021
Cash at bank and on hand	117,391	116,750
Total	**117,391**	**116,750**

No cash and cash equivalents were pledged in 2022 (2021: EUR 0). Cash held by the Group is not restricted in 2022 (2021: EUR 0).

10. EQUITY

Share capital of exceet Group SCA

In 2019, with resolution at the extraordinary general meeting (EGM) held on 20 November 2019, the company exceet Group SE has been converted from an "Société Européenne" into the legal form of a "Société Anonyme". The issued share capital was set at 20,523,695 shares, issued as Class A Shares ("Public Shares"), with 20,073,695 Class A Shares listed on the stock exchange and 450,000 own Class A Shares held by the Company (Treasury Shares).

With the extraordinary general meeting (EGM) of exceet Group S.A. on 23 January 2020, the Company changed the legal form to a partnership limited by shares under the laws of Luxembourg (Société en Commandite par Actions (SCA)).

In order for this change of the legal form, the EGM decided the immediate cancellation of the 450,000 treasury shares to clean up the capital structure of exceet Group S.A. With the cancellation of the treasury shares, the reserve for treasury shares of EUR 4,525 was reclassified to retained earnings as of 23 January 2020.

With the change of the legal form, the EGM approved the creation and issuance of one unlimited share to the general partner exceet Management S.à r.l. - a limited liability company under the laws of Luxembourg (Société à responsabilité limitée (S.à r.l.)), the Shares in which are held indirectly by the founders of the Active Ownership Group (AOC) Florian Schuhbauer and Klaus Röhrig (50% each) - subsequently increasing the share capital by Euro 0.02 to Euro 311,960.18 with 20,073,096 Voting Shares, represented by 20,073,695 Ordinary Shares and 1 Unlimited Share.

Share capital of exceet Group S.C.A. has developed as follows:

	Euro
Balance at 1 January 2022	**311,960.18**
Balance at 31 December 2022	**311,960.18**
Balance at 1 January 2021	**311,960.18**
Balance at 31 December 2021	**311,960.18**

The Ordinary Shares are listed on the Prime segment of Frankfurt stock exchange. The number of shares is as follows:

	Total Shares	Unlimited Shares	Ordinary Shares
Number of shares issued as at 1 January 2022	**20,073,696**	**1**	**20,073,695**
Number of shares issued as at 31 December 2022	**20,073,696**	**1**	**20,073,695**
Number of shares issued as at 1 January 2021	**20,073,696**	**1**	**20,073,695**
Number of shares issued as at 31 December 2021	**20,073,696**	**1**	**20,073,695**

The authorized capital, excluding the issued share capital , is set at EUR 2,807,640 consisting of 184,715,055 ordinary shares without nominal value.

Dividend rights

Each Share is entitled to receive the same amount of dividend.

Voting rights

All shares are entitled to one vote at any ordinary or extraordinary general meeting of shareholders.

Transfer restrictions

The Ordinary Shares are issued in bearer form and are freely transferable, subject to the provisions of the law and the articles of association of exceet Group S.C.A. All rights and obligations attached to any ordinary share are passed to any transferee thereof.

The Unlimited Shares are in registered form. Any transfer of registered shares are either through a declaration of transfer recorded in the register of shares or upon a notification of a transfer by the exceet Group S.C.A.

Retained earnings

(in EUR 1,000)	
Balance at 1 January 2022	**117,846**
Total profit/(Loss) for the period	(2,364)
Balance at 31 December 2022	**115,482**

(in EUR 1,000)	
Balance at 1 January 2021	**40,250**
Total profit/(Loss) for the period	77,596
Balance at 31 December 2021	**117,846**

11. OTHER CURRENT LIABILITIES

(in EUR 1,000)	31.12.2022	31.12.2021
Social securities	0	19
Value-added tax	0	154
Others	42	2,188
Total	**42**	**2,361**

The position “Others” contains liabilities to other third parties, mainly related to transaction fees of the purchase of APEX Nova Holding GmbH which have been paid in January 2023. As of 31 December 2021, the position “Others” contained mainly transaction fees of the sale of the group company GS Swiss PCB AG that was divested in 2021.

12. ACCRUED EXPENSES

(in EUR 1,000)	31.12.2022	31.12.2021
Accrued outstanding bills	2,271	0
Audit and consulting fees	178	209
Provisions, third party	19	38
Fee of Supervisory Board	175	121
Capital tax	116	100
Others	30	14
Total	**2,789**	**482**

The position “Accrued outstanding bills” contains liabilities to third parties, mailnly related to transaction costs of the purchase of APEX Nova Holding GmbH on 19 January 2023 which have been paid in February 2023.

13. DERIVATIVE FINANCIAL INSTRUMENTS

	31 December 2022		31 December 2021	
(in EUR 1,000)	Assets	Liabilities	Assets	Liabilities
Non-current derivatives	0	0	0	0
Current derivatives				
Currency derivatives - cash flow hedges	0	0	0	658
Total	0	0	0	658

As at 31 December 2021, the position referred to a CHF/EUR forward contract about the sale of CHF 100 million with the rate of 1.04326, which expired on 3 January 2022. The counterparty was Zürcher Kantonalbank, Switzerland.

14. DISCONTINUED OPERATIONS

The assets and liabilities of the discontinued operations classified as held for sale are measured at the lower of their carrying value and fair value less cost to sell and are presented separately in the balance sheet. Fair value less cost to sell has been determined based on the valuation of the expected business performance and the expected sales proceed from a third party buyer. This is a level 3 fair value measurement.

14.1 DIVESTMENT OF SUBSIDIARIES

The following table shows the cash flows of the divestments and the transaction costs which were recognized within discontinued operations in the income statement in 2022:

(in EUR 1,000)	01.01. - 31.12.2022	01.01. - 31.12.2021	Date of deconsolidation
CASH FLOW FROM DIVESTMENT, NET OF CASH DISPOSED			
Cash inflow on divestment of Lucom GmbH Elektrokomponenten und Systeme	5,000	-	31.08.2022
Cash inflow on divestment of exceet Secure Solutions GmbH	-	4,912	30.04.2021
Cash inflow on divestment of GS Swiss PCB AG	-	102,122	29.12.2021
Total	**5,000**	**107,034**	
TRANSACTION COSTS DIRECTLY RECOGNIZED IN THE INCOME STATEMENT UNDER DISCONTINUED OPERATIONS			
Lucom GmbH Elektrokomponenten und Systeme	299	-	
exceet Secure Solutions GmbH	-	370	
GS Swiss PCB	-	2,743	
Total	**299**	**3,113**	

The Group signed on 31 August 2022 a contract to sell Lucom GmbH Elektrokomponenten und Systeme. This transaction was completed on 31 August 2022. The final sale price was EUR 5.0 million.

With the completion of the transaction and taking into account the business development until the closing date the carrying value of Lucom GmbH Elektrokomponenten und Systeme amounted finally to EUR 3.7 million, resulting in a gain of disposal of EUR 1.3 million before transaction costs of EUR 0.3 million.

The financial information relating for the period to the date of disposal is set below.

(in EUR 1,000)	2022
DISPOSAL CONSIDERATION	
Consideration received	5,000
Carrying amount of net assets disposed	(3,686)
Gain on Disposal before reclassification of foreign currency translation reserve	**1,314**
Reclassification of foreign currency translation reserve	0
Gain on Disposal	**1,314**

The carrying amount of assets and liabilities as at the date of sale (31 August 2022) were:

(in EUR 1,000)	
CARRYING VALUE	
Cash and cash equivalents	75
Tangible assets (note 9)	7
Intangible assets	636
Goodwill	2,319
Inventory	1,052
Trade receivables (including allowance)	216
Other receivables (current & non-current)	101
Accrued income and deferred expenses	23
Trade payables	(214)
Other liabilities (current & non-current)	(101)
Lease liabilities rigth-of-use assets (current & non-current)	(29)
Accrued expenses and deferred income	(95)
Provisions	(110)
income tax liability (current & non current)	(194)
Net assets disposed	**3,686**

(in EUR 1,000)	
Consideration settled in cash	5,000
Cash and cash equivalents in subsidiaries disposed	(75)
Transaction costs	(299)
Cash inflow on divestment, net of cash	**4,626**

The financial performance of the discontinued operations for the year 2022 and 2021 is as follows:

01.01. - 31.08.2022 (in EUR 1,000)	**Lucom GmbH Elektrocomponenten und Systeme**	**Eliminations**	**Discontinued Operations**
FINANCIAL PERFORMANCE			
External revenue	4,001	-	4,001
Expenses	(3,721)	-	(3,721)
Profit / (Loss) before income tax	280	-	280
Income tax	(86)	-	(86)
Profit / (Loss) after income tax of discontinued operation	194	-	194
Gain on sale of the subsidiary after tax	1,314	-	1,314
Profit / (Loss) from discontinued operations	1,508	-	1,508
Reclassification of foreign currency translation reserve	-	-	-
Currency translation differences	-	-	-
Comprehensive income from discontinued operations	-	-	-
PROFIT/(LOSS) ATTRIBUTABLE TO:			
Shareholders of the parent company	1,508	-	1,508
EARNINGS PER SHARE IN EURO FROM DISCONTINUED OPERATIONS (BASIC = DILUTIVE)			
Class A shares	0.08	-	0.08
CASH FLOW INFORMATION			
Net Cash inflow / (outflow) from operating activities	(31)	-	(31)
Net Cash inflow / (outflow) from investing activities	(12)	-	(12)
Net Cash inflow / (outflow) from financing activities	(46)	-	(46)
Net increase / (decrease) in cash generated by discontinued operations	**(89)**	**-**	**(89)**

01.01. - 31.12.2021 (in EUR 1,000)	exceet Secure Solutions GmbH[1]	GS Swiss PCB AG[2]	Lucom GmbH Elektrocom-ponenten und Systeme	Elimina-tions	Discontinued Operations
FINANCIAL PERFORMANCE					
External revenue	1,229	41,720	6,537	-	49,486
Expenses	(1,560)	(32,584)	(5,943)	-	(40,087)
Profit / (Loss) before income tax	(331)	9,136	594	-	9,399
Income tax	9	(1,215)	(182)	-	(1,388)
Profit / (Loss) after income tax of discontinued operation	(322)	7,921	412	-	8,011
Gain on sale of the subsidiary after tax	3,762	72,336	-	-	76,098
Profit / (Loss) from discontinued operations	3,440	80,257	412	-	84,109
Reclassification of foreign currency translation reserve	(156)	(6,301)	-	-	(6,457)
Currency translation differences	-	(3,000)	-	-	(3,000)
Comprehensive income from discontinued operations	3,284	(9,301)	412	-	(9,457)
PROFIT/(LOSS) ATTRIBUTABLE TO:					
Shareholders of the parent company	3,440	80,257	412	-	84,109
EARNINGS PER SHARE IN EURO FROM DISCONTINUED OPERATIONS (BASIC = DILUTIVE)					
Class A shares					4.19
CASH FLOW INFORMATION					
Net Cash inflow / (outflow) from operating activities	(436)	8,992	20	-	8,576
Net Cash inflow / (outflow) from investing activities	10,788	92,651	(71)	-	103,368
Net Cash inflow / (outflow) from financing activities	(6,042)	(5,330)	(263)	-	(11,635)
Net increase / (decrease) in cash generated by discontinued operations	**4,310**	**96,313**	**(314)**	**-**	**100,309**

[1] Financial performance for exceet Secure Solution GmbH until 30 April 2021

[2] Financial performance for GS Swiss PCB AG until 29 December 2021

15. EXPENSES BY NATURE

(in EUR 1,000)	2022	2021
Personnel cost	11	127
Administrative expense	3,441	767
Marketing and acquisition expense	4	3
Other expense	543	201
Depreciation, amortization and impairment charges (note 4/5)	17	37
Total cost of sales, distribution costs, admin & other expenses	**4,016**	**1,135**

Administrative expenses include KEUR 69 (2021: KEUR 235) of audit costs for the consolidated accounts and KEUR 0 (2021: KEUR 0) for non-audit services charged by the Group auditor. The administration expenses contains transaction costs linked to the acquisition of APEX Nova Holding GmbH we refer to Note 23 “Events after the Balance Sheet date”.

16. FINANCIAL RESULT

The financial results were derived as follows:

(in EUR 1,000)	2022	2021
Interest income	138	0
Foreign currency exchange gains	354	624
Financial income	**492**	**624**
Interest expenses	(393)	(36)
Foreign currency exchange losses	0	(978)
Other financial expenses	(35)	(40)
Financial expenses	**(428)**	**(1,054)**
other gain/(losses) on derivative	120	(658)
Changes in fair value in financial instruments	**120**	**(658)**
Total	**184**	**(1,088)**

17. EARNINGS PER SHARE

Earnings per shares (EPS) are calculated by dividing the profit attributable to the ordinary shareholders of the Group by the weighted average number of Ordinary Shares outstanding during the period excluding Ordinary Shares purchased by the Group and held as Treasury Shares.

a) Basic earnings per share continued and discontinued operations

The calculation of basic EPS at 31 December 2022 is based on the profit attributable to the owners of the parent and the weighted average number of Ordinary Shares outstanding of 20,073,695 Class A Shares (2021: 20,073,695 Class A Shares).

		2022	2021
Profit / (Loss) for continued operations for the year (EUR 1,000) attributable to equity holders of the Company	Class A Shares	(3,872)	(2,223)
Profit / (Loss) for discontinued operations for the year (EUR 1,000) attributable to equity holders of the Company	Class A Shares	1,508	89,276
Weighted average number of ordinary shares outstanding	Class A Shares	20,073,695	20,073,695
Basic earnings / (loss) per share (Euro/share) from continued operations	**Class A Shares**	**(0.20)**	**(0.11)**
Basic earnings / (loss) per share (Euro/share) from discontinued operations	**Class A Shares**	**0.08**	**4.45**
Basic earnings / (loss) per share (Euro/share) on total group	**Class A Shares**	**(0.12)**	**4.34**

b) Dilutive earnings per share

There are no share options which could dilute earnings per share for 2022 and 2021.

18. OTHER FINANCIAL OBLIGATIONS/ COMMITMENTS AND CONTINGENCIES

18.1 RENTAL AND LEASE CONTRACTS

Description of rental and lease contracts (short term and below EUR 5)

(in EUR 1,000)	2022	2021
OPERATING LEASE OBLIGATIONS (RENTAL) AS OF 31 DECEMBER		
< 1 year	0	0
> 1 - 5 years	0	0
More than 5 years	0	0
Total	**0**	**0**

(in EUR 1,000)	2022	2021
FINANCE LEASE OBLIGATIONS AS OF 31 DECEMBER		
< 1 year	9	18
> 1 - 5 years	0	9
More than 5 years	0	0
Total	**9**	**27**
Future finance charges on finance lease	0	0
Present value of finance lease liabilities	**9**	**27**

The present value of finance lease liabilities is as follows:

(in EUR 1,000)	2022	2021
< 1 year	9	18
> 1 - 5 years	0	9
More than 5 years	0	0
Present value of future finance lease liabilities	**9**	**27**

In the financial year 2022, the rental and leasing expenses for short term (up to 12 month) are KEUR 9 (2021: KEUR 18).

18.2 LETTER OF GUARANTEE

In connection with the sale of its subsidiary exceet Secure Solutions GmbH in 2021, the Company granted to the purchaser an independent guarantee to fulfil any and all payment claims of the purchaser against the seller (being the indirect subsidiary exceet Group AG) under the share purchase agreement up to an amount of EUR 4,912,409 in case the seller has not paid such claims to the purchaser when due and payable under the share purchase agreement. The guarantee expires seven years after closing date, which was 30 April 2021.

19. LIST OF CONSOLIDATED SUBSIDIARIES OF EXCEET GROUP SCA

Company	Country	Year of acquisition[1]	Segment	Activity	Ref.	Share capital	Share in the capital	Share of the votes
CONTINUED OPERATIONS								
exceet Holding S.à r.l.	LUX	2011	Corporate	Holding	1	EUR 30,000	100%	100%
exceet Group AG	SUI	2006	Corporate	Holding	2	CHF 25,528,040	100%	100%
RLG Holding GmbH	GER	2022	Coporate	Holding	3	EUR 25,000	100%	100%
DECONSOLIDATED OPERATIONS								
Lucom GmbH Elektokomponenten und System[1]	GER	2014	Discontinued	Development & Services		EUR 26,000	0%	0%

[1] Lucom GmbH Elektrokomponenten und Systeme has been divested as of 31 August 2022

Ref.	Address		
1	17, rue de Flaxweiler	L-6776 Grevenmacher	Luxembourg
2	Baarerstrasse 38	CH-6300 Zug	Switzerland
3	Erlenbacher Straße 12	D-60389 Frankfurt am Main	Germany

20. ULTIMATE CONTROLLING PARTIES AND RELATED-PARTY TRANSACTIONS

Entities and natural persons (and their families) are considered related parties if they have the possibility to control the exceet Group SCA (formerly exceet Group SE) or to exert a significant influence on its financial and business policies. For the purpose of assessing the significant influence exercised by related parties on the financial or business policies of the exceet Group SCA (formerly exceet Group SE), the existence of fiduciary relationships is taken into account in addition, to the existing control relationships.

RELATED ENTITIES

The following entities are to be considered related parties:

exceet Management S.à r.l. (General Partner)
White Elephant S.à r.l. (Active Ownership Fund) (controlling shareholder)
White Elephant Holdco S.à r.l.
Active Ownership Investments Ltd.
Active Ownership Advisors GmbH
Active Ownership Capital S.à r.l.
Active Ownership Fund SICAV-SIF SCS
Active Ownership L.P.
Active Ownership Management Ltd.

RELATED PERSONS

Supervisory Board exceet Group SCA (as from 23 January 2020)

Due to the change of the legal form of the Company to a partnership limitd by shares under the laws of Luxembourg (Société en Commandit par Actions (SCA)), the extra ordinary general meeting on 23 January 2020 appointed the following members of the Supervisory Board of the Company:

- Roland Lienau (Chairman)
- Georges Bock
- Jan Klopp

MEMBERS OF THE MANAGEMENT BOARD

On 23 January 2020 the extraordinary general meeting of exceet Group S.A. adopted the change of the legal form of the Company to a partnership limited by shares under the laws of Luxembourg Société en Commandite par Actions (S.C.A.)) and the creation and issuance of one unlimited share to the general partner exceet Management S.à r.l. The Managers of exceet Management S.à r.l. are Klaus Röhrig, Florian Schuhbauer and Bastian Bubel.

The remuneration of members of the Supervisory Board and the Board of Managers of the General Partner is disclosed in note 21.

TRANSACTIONS WITH RELATED PARTIES

The Group had charges of KEUR 429 (2021: KEUR 619) in 2022, EUR 0 of them outstanding as per 31 December 2022 (2021: EUR 0) for remuneration to Members of the Board of Managers of the General Partner and the Supervisory Board see note 21.

CONTINGENT LIABILITIES TOWARDS RELATED PARTIES

No contingent liabilities towards related parties (2021: EUR 0).

21. REMUNERATION OF MEMBERS OF THE SUPERVISORY BOARD AND THE GENERAL PARTNER

The following remuneration relates to the financial year 2022:

(in EUR 1,000)	2022	2021
Remuneration for meetings Board of Managers	0	0
Remuneration for meetings Supervisory Board	175	175
Total remuneration to the Board of Directors / Supervisory Board	**175**	**175**
Salaries and social cost payments to Management Board	0	0
Post employment benefits payments to Management Board	0	0
Fee General Partner (since 23 January 2020)	70	70
Total remuneration to Management Board / General Partner	**70**	**70**

The members of the Supervisory Board hold the following shares:

	2022 Total shares	2021 Total shares
Roland Lienau	50,000	50,000
Georges Bock	0	0
Jan Klopp	0	0

22. ALTERNATIVE PERFORMANCE MEASURES

22.1 EBITDA

Earnings before interest, taxes, depreciation and amortization (EBITDA) is calculated as operating result (EBIT) plus depreciation and impairments. EBITDA is an indicator of the operating profitability of the Group.

(in EUR 1,000)	2022	2021	Reference
Operating result (EBIT)	(4,016)	(1,135)	Consolidated Income Statement
Depreciation tangible assets	0	4	Note 4
Depreciation right-of-use assets	17	33	Note 4
EBITDA	**(3,999)**	**(1,098)**	

22.2 NET CASH

Net Cash is calculated as financial debt adjusted for cash and cash equivalents to assist in presenting the Group's financial capacities at balance sheet date.

(in EUR 1,000)	2022	2021	Reference
Bank borrowings (current and non-current)	0	0	
Finance lease (current and non-current)	9	27	
Other payables (current)	42	2,361	
Accrued expenses (current)	2,789	482	
Total borrowings (current and non-current)	**2,840**	**2,870**	**Consolidated Balance Sheet**
Less: cash and cash equivalents	(117,391)	(116,750)	Consolidated Balance Sheet
Net (cash)/debt	**(114,551)**	**(113,880)**	

22.3 EQUITY RATIO

Equity Ratio is calculated as the ratio of total equity to total assets, representing the Group's financial leverage and stability.

(in EUR 1,000)	2022	2021	Reference
Total Equity	115,794	118,158	Consolidated Balance Sheet
Total Assets	118,634	122,466	Consolidated Balance Sheet
Equity ratio	**97.6%**	**96.5%**	

23. EVENTS AFTER THE BALANCE SHEET DATE

As of 19 January 2023 exceet Group SCA entered into a definitive merger agreement with APEX Nova Holding GmbH ("APEX") and its shareholders. APEX, together with its subsidiaries, is a leading developer, manufacturer and operator of green hydrogen plants for the de-carbonization of the industry and infra structure.

Under the merger agreement, exceet agreed (i) to acquire 20.8% of the APEX shares for a cash consideration in the amount of EUR 25,000,000 and (ii) to exchange the remaining 79.2% shares in Apex for shares in exceet by way of a contribution in kind. For this purpose, exceet agreed to utilize its authorized capital and increase its share capital from EUR 311,960.18 by EUR 252,424.73 to EUR 564,384.91 by issuing 16,285,467 new shares to the shareholders of APEX. In addition, exceet agreed to adopt a long-term equity incentive plan for the board members and key employees of the combined group allowing for the issuance of up to 3,640,000 stock options which, subject to meeting the agreed strike price and vesting conditions, entitle the beneficiaries to subscribe to 3,640,000 new shares.

Endurance GmbH & Co. KG, a limited partnership established under German law with a business address at Körnerstr. 1, c/o Atlan Family Office GmbH, 22301 Hamburg, Germany, entered in the commercial register of the District Court of Hamburg under HRA 128782 ("Bidder") has on 1 March 2023 pursuant to Sections 35 (2), 14 (2) sentence 1, (3) of the Securities Acquisition and Takeover Act ("WpÜG") by publication of the offer document within the meaning of Sections 39, 11 WpÜG ("Offer Document") a mandatory offer ("Offer" or "Mandatory Offer") to the shareholders of exceet Group SCA ("exceet SCA", or "Company" and together with its subsidiaries pursuant to Section 2 para. 6 WpÜG the "exceet Group") delivered. The offer is available under www.endurance-offer.com.

exceet Management S.à r.l. as general partner and the supervisory board of exceet Group SCA have carefully examined the offer and issued a joint reasoned opinion in accordance with Sections 39, 27 para. 1 WpÜG and in accordance with Article 10 para. 5 of the Luxembourg Takeover Act on the bidder's offer. The document is available under https://ir.exceet.com/.

As a result of the business combination with APEX Nova Holding GmbH, which has been closed 19 January 2023, now the investment focus is on developing projects for the decentralized supply of green hydrogen.

There were no other events since the balance sheet date on 31 December 2022 that would require adjustment of assets or liabilities of disclosure.

BDO

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Boîte Postale 351
L-2013 Luxembourg

REPORT OF THE REVISEUR D'ENTREPRISES AGREE

To the Shareholders of
exceet Group SCA
17, rue de Flaxweiler
L-6776 Grevenmacher

Report on the audit of the consolidated financial statements

Opinion

We have audited the consolidated financial statements of exceet Group SCA and its subsidiaries (the "Group"), which comprise the consolidated balance sheet as at 31 December 2022, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union.

Basis for opinion

We conducted our audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 on the audit profession (Law of 23 July 2016) and with International Standards on Auditing ("ISAs") as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" ("CSSF"). Our responsibilities under the EU regulation N° 537/2014, the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the « Responsibilities of *"réviseur d'entreprises agréé"* for the audit of the consolidated financial statements » section of our report. We are also independent of the Group in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the consolidated financial statements, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of the audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

Other matter relating to comparative information

The consolidated financial statements for the year ended 31 December 2021 were audited by another auditor who expressed an unmodified opinion on those consolidated financial statements on 18 March 2022.

Other information

The General Partner is responsible for the other information. The other information comprises the information included in the consolidated management report and the Corporate Governance Statement but does not include the consolidated financial statements and our report of "*réviseur d'entreprises agréé*" thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report this fact. We have nothing to report in this regard.

Responsibilities of the General Partner and Those Charged with Governance for the consolidated financial statements

The General Partner is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs as adopted by the European Union, and for such internal control as the General Partner determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

The General Partner is responsible for presenting the consolidated financial statements in compliance with the requirements set out in the Delegated Regulation 2019/815 on European Single Electronic Format ("ESEF Regulation").

In preparing the consolidated financial statements, the General Partner is responsible for assessing the Group'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 the General Partner either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Responsibilities of the *"réviseur d'entreprises agréé"* for the audit of the consolidated financial statements

The objectives of our audit are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of *"réviseur d'entreprises agréé"* that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

Our responsibility is to assess whether the consolidated financial statements have been prepared in all material respects with the requirements laid down in the ESEF Regulation.

As part of an audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. 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.

- Obtain 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 Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the General Partner.

- Conclude on the appropriateness of General Partner's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report of *"réviseur d'entreprises agréé"* to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report of *"réviseur d'entreprises agréé"*. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance 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, actions taken to eliminate threats or safeguards applied.

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

Report on Other Legal and Regulatory Requirements

We have been appointed as "*réviseur d'entreprises agréé*" by the General Meeting of the Shareholders on 29 June 2022 and the duration of our uninterrupted engagement, including previous renewals and reappointments, is one year.

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

The Corporate Governance Statement is included in the consolidated management report. The information required by Article 68ter paragraph (1) letters c) and d) of the law of 19 December 2002 on the commercial and companies register and on the accounting records and annual accounts of undertakings, as amended, is consistent with the consolidated financial statements and has been prepared in accordance with applicable legal requirements.

We confirm that the audit opinion is consistent with the additional report to the audit committee or equivalent.

We confirm that the prohibited non-audit services referred to in the EU Regulation N° 537/2014 were not provided and that we remained independent of the Group in conducting the audit.

We have checked the compliance of the consolidated financial statements of the Group as at 31 December 2022 with relevant statutory requirements set out in the ESEF Regulation that are applicable to financial statements.

For the Group it relates to:

- Consolidated financial statements prepared in a valid xHTML format;

- The XBRL markup of the consolidated financial statements using the core taxonomy and the common rules on markups specified in in the ESEF Regulation.

In our opinion, the consolidated financial statements of exceet Group SCA as at 31 December 2022, have been prepared, in all material respects, in compliance with the requirements laid down in the ESEF Regulation.

Luxembourg, 23 March 2023

BDO Audit
Cabinet de révision agréé
represented by

Anke Schelling

EXCEET GROUP SCA

MANAGEMENT REPORT

All figures presented should be read as in Euro, if not stated otherwise.

PRESENTATION OF THE COMPANY

exceet Group SCA (hereafter the "Company") is a company existing as a "Société en Commandite par Actions" under the law of Luxembourg and listed on the regulated market of the Frankfurt Stock Exchange (WKN: A0YF5P / ISIN: LU0472835155) in the Prime Standard segment. The Company's purpose was until end of 2022 to pursue an opportunistic investment approach with a broad-scoped investment strategy. As a result of the business combination with APEX Nova Holding GmbH, which has been closed 19 January 2023, now the investment focus is on developing projects for the decentralized supply of green hydrogen.

exceet Group SCA is managed by exceet Management S.à r.l. (hereafter the "General Partner"), a limited liability company under the law of Luxembourg (Société à responsabilité limitée (S.à r.l.)), the shares in which are held indirectly by the founders of the Active Ownership Group (AOC) Florian Schuhbauer and Klaus Röhrig (50% each).

OBJECTIVES & BUSINESS STRATEGY

exceet Group SCA is a listed holding company. The managing directors of the subsidiaries have the operational freedom to realize the targets agreed within the framework of exceet's reporting and risk management system. This allows the fast recognition of operational and strategic tendencies, which might have to be discussed and followed up with exceet Group SCA management. This stringent process will allow for organic growth or new acquisitions. Finally, for exceet the increase of its share price is considered to be a key indicator for rising shareholder value.

As of 19 January 2023 exceet Group SCA entered into a business combination agreement with APEX Nova Holding GmbH ("APEX") and its shareholders. APEX, together with its subsidiaries, is a leading developer, manufacturer and operator of green hydrogen plants for the de-carbonization of the industry and infra structure.

Under the business combination agreement, exceet agreed (i) to acquire 20.8% of the APEX shares for a cash consideration in the amount of EUR 25,000,000 and (ii) to exchange the remaining 79.2% shares in Apex for shares in exceet by way of a contribution in kind. For this purpose, exceet agreed to utilize its authorized capital and increase its share capital from EUR 311,960.18 by EUR 252,424.73 to EUR 564,384.91 by issuing 16,285,467 new shares to the shareholders of APEX. In addition, exceet agreed to adopt a long-term equity incentive plan for the board members and key employees of the combined group allowing for the issuance of up to 3,640,000 stock options which, subject to meeting the agreed strike price and vesting conditions, entitle the beneficiaries to subscribe to 3,640,000 new shares.

For further details please refer to the exceet Group Management Report and the articles of the association of exceet Group SCA [1].

MAJOR EVENTS DURING THE REPORTING PERIOD

exceet Group SCA sold the last remaining operating company in August 2022. In October 2022 a shell company, RLG Holding GmbH, has been acquired and exceet Group SCA invested EUR 72,000,000.

[1] https:// ir.exceet.com/fileadmin/exceet/downloads/ir/corp_govern/2020.01.23_Articles_of_Association_exceet_Group_SCA.pdf

NET ASSETS, FINANCIAL POSITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

exceet Group SCA, as a holding company, is subject to operating expenses in nature and does not have any operational profit.

In 2022 the Company made a profit of EUR 13,899,975 (2021: loss of EUR 1,450,400).

The “other external expenses” for the Company were EUR 945,941 (2021: EUR 1,253,518), this comprised mainly of costs in connection with legal fees, audit fees, investor relations, consulting fees, rent charges, insurance charges, fees for tax compliance, bank charges and other transaction costs. The “other operating expenses” of EUR 184,151 (2021: EUR 175,000) were mainly compensation of the Company’s independent directors for their services on the Supervisory Board.

“Income from other investments and loans forming part of the fixed assets”” amounted to EUR 16,500,000 (2021: EUR 0) and are based on dividend payments.

The ”Other interest receivable and similar income” amounted to EUR 500,048 (2021: EUR 0) due to interest on bank accounts in an amount of EUR 130,783 and foreign currency exchange gains in USD in an amount of EUR 369,265.

The “Interest payable and similar expenses” was composed of interests related to intercompany loan and deposit administration fees (negatve interest rates) of EUR 83,868 (2021: EUR 14,842). Additionally in 2022 foreign currency exchange losses in USD have been recorded in an amount of EUR 381,197 and a loss of divestment of Lucom GmbH Gesellschaft für Elektrokomponenten in an amount of EUR 1,500,000 is reflected.

BALANCE SHEET POSITIONS

At 31 December 2022 the Company’s balance sheet revealed total assets of EUR 113,695,650, compared to EUR 97,805,722 at the end of the previous year. This increase was mainly the result of the increase in participations and cash position.

“Financial assets” amounted to EUR 108,082,373 compared to EUR 97,628,378 at the end of the previous year.

Total “current assets” amounted to EUR 5,605,423 (2021: EUR 165,484). The main reason for the increase was the higher level of cash at bank and in hand compared to prior year.

The “prepayments” amounted to EUR 7,854 (2021: EUR 11,859).

“Total capital and reserves” moved from EUR 90,438,748 as per 31 December 2021, to EUR 104,338,722 as per 31 December 2022, reflecting the profit for the financial year of EUR 13,899,975 (2021: loss of EUR 1,450,400).

The “trade creditors and other debtors” amounted to EUR 2,662,082 (2021: EUR 348,971). The increase is related to transaction costs in connection with the acquisition of APEX Group which has been paid in January 2023 after closing the transaction.

In 2022 exceet Group SCA is financed by intercompany loans. The “amounts owed to undertakings from affiliates” amounted to EUR 6,690,030 (2021: EUR 7,011,037).

EMPLOYEES

As at 31 December 2022, there were no employees in the Company (2021: 0).

DEVELOPMENT AND TECHNOLOGY INVESTMENTS

In 2022 and 2021, no development expenditures occurred within the Company.

OTHER DISCLOSURES

For information regarding:

- Non-financial performance indicators
- Opportunities and risk report
- Report on expected developments
- Corporate Governance
- Takeover Law
- Forward-Looking Statements
- Financial calendar

Please refer to the exceet Group Consolidated Management Report pages 3 to 26.

RESPONSIBILITY STATEMENT

In accordance with article 3(2) c) of the Transparency Law the undersigned declares that, to the best of his knowledge, the Annual Accounts in accordance with Luxembourg Law give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company. The undersigned further declares that, to the best of his knowledge, the Management Report includes a fair review of the development and performance of the business and the position of the Company, together with the description of the principal risks and uncertainties it faces.

Grevenmacher, 23 March 2023

exceet Management S.à r.l. in its capacity as General Partner

Klaus Röhrig
On behalf of the Board of Managers
of exceet Management S.à r.l.

exceet Group SCA

EXCEET GROUP SCA

(SOCIÉTÉ EN COMMANDITE PAR ACTIONS)

ANNUAL ACCOUNTS 31 DECEMBER 2022

This version of the financial statements has been prepared based on the ESEF version, which is the only authoritative one

BALANCE SHEET

(in EUR)	Note	31 December 2022	31 December 2021
ASSETS			
Fixed assets			
Financial assets			
Shares in affiliated undertakings	3	106,861,749	96,980,511
Investments held as fixed assets	4	1,220,624	647,868
Total fixed assets		**108,082,373**	**97,628,379**
Current assets			
Other debtors			
Becoming due and payable within one year		445	0
Cash at bank and in hand		**5,604,978**	**165,484**
Total current assets		**5,605,423**	**165,484**
Prepayments		**7,854**	**11,859**
Total assets		**113,695,650**	**97,805,722**
CAPITAL, RESERVES AND LIABILITIES			
Capital and reserves			
Subscribed capital		311,960	311,960
Share premium account		103,578,029	103,578,029
Reserves			
Profit or (loss) brought forward		(13,451,242)	(12,000,841)
Profit or (loss) for the financial year		13,899,975	(1,450,400)
Total capital and reserves	5	104,338,722	90,438,748
Creditors			
Trade creditors			
Becoming due and payable within one year	6	2,662,082	348,971
other debtors		4,815	6,906
Amounts owed to affiliated undertakings			
Becoming due and payable less than one year	7	**6,690,031**	**7,011,097**
Total creditors		**9,356,928**	**7,366,974**
Total capital, reserves and liabilities		**113,695,650**	**97,805,722**

The accompanying notes form an integral part of these annual accounts.

PROFIT AND LOSS ACCOUNT

(in EUR)	Note	01.01. - 31.12.2022	01.01. - 31.12.2021
Other external expenses	8	(945,941)	(1,253,518)
Other operating expenses	9	(184,251)	(175,000)
Income from other investments and loans forming part of the fixed assets	10	16,500,000	0
Other interest receivable and similar income			
- other interest and similar income	12	500,049	0
Interest payable and similar expenses			
- concerning affiliated undertakings	13	(1,965,066)	(14,842)
Other taxes (net wealth tax)		(4,815)	(7,040)
Profit or Loss for the financial year		**13,899,975**	**(1,450,400)**

The accompanying notes form an integral part of these annual accounts.

NOTES TO THE ANNUAL ACCOUNTS

1. GENERAL INFORMATION

exceet Group SCA (hereafter "exceet" or the "Company") is a Luxembourg Company and subject to the Law of 10 August 1915 on commercial companies in Luxembourg as amended. Exceet is managed by exceet Management S.à r.l. (hereafter the "General Partner"), a limited liability company under the law of Luxembourg (Société à responsabilité limitée (S.à r.l.)), in which the shares are held indirectly by the founders of the Active Ownership Group (AOC) Florian Schuhbauer and Klaus Röhrig (50% each).

The Company was originally incorporated as a European Stock Corporation (Société Européenne (SE)) on 9 October 2009. exceet Group SE was converted into a Luxembourg Société Anonyme (S.A.) on 20 November 2019. On 23 January 2020 an extraordinary shareholder meeting of exceet Group S.A. approved the conversion into exceet Group SCA a Luxembourg Société en Commandite par Actions (SCA).

The Company is established for an unlimited period of time and is located at 17, rue de Flaxweiler, L-6776 Grevenmacher (Luxembourg) and is registered with the Register of Commerce and Companies of Luxembourg under the section B number 148.525. The shares are listed on the regulated market of the Frankfurt Stock Exchange (WKN: A0YF5P / ISIN: LU0472835155) in the Prime Segment.
The Company's purpose is the creation, holding, development and realisation of a portfolio, consisting of interests and rights of any kind and of any other form of investment in entities in the Grand Duchy of Luxembourg and in foreign entities, whether such entities exist or are to be created, especially by way of subscription, acquisition by purchase, sale or exchange of securities or rights of any kind whatsoever, such as equity instruments, debt instruments, patents and licenses, as well as the administration and control of such portfolio.

The Company may further grant any form of security for the performance of any obligations of the Company or of any entity in which it holds a direct or indirect interest or right of any kind or in which the Company has invested in any other manner or which forms part of the same group of entities as the Company and lend funds or otherwise assist any entity in which it holds a direct or indirect interest or right of any kind or in which the Company has invested in any other manner or which forms part of the same group of companies as the Company.

The Company may borrow in any form and may issue any kind of notes, bonds and debentures and generally issue any debt, equity and/or hybrid securities in accordance with Luxembourg law. The Company may carry out any commercial, industrial, financial, real estate or intellectual property activities which it may deem useful in accomplishment of these purposes.

The financial year starts on 1 January and ends on 31 December. The Company also prepares consolidated financial statements, which are published according to the provisions of the Luxembourg law.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION

The annual accounts as per 31 December 2022 of the Company are prepared in accordance with current Luxembourg legal and regulatory requirements under the historical cost convention and the going concern assumption.

Accounting policies and valuation rules are, besides the ones laid down by the modified Law of 19 December 2002, as amended, determined and applied by the Supervisory Board and General Partner of the Company.

The preparation of annual accounts requires the use of certain critical accounting estimates. It also requires the Supervisory Board and General Partner to exercise its judgement in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the annual accounts in the period in which the assumptions changed. The Supervisory Board and General Partner believe that the underlying assumptions are appropriate and that the annual accounts therefore present the financial position and results fairly.

The annual accounts have been prepared in accordance with the valuation rules and accounting policies described below.

2.2 FOREIGN CURRENCY TRANSLATION

The Company maintains its accounting records in Euro (EUR). The annual accounts are expressed in this currency.

Transactions denominated in foreign currencies other than EUR are translated separately into EUR at the exchange rates ruling at the date of transaction.

Fixed assets, which are expressed in currencies other than EUR, are translated into EUR at the exchange rate effective at the date of the transaction. No subsequent translation adjustments are recorded at each balance sheet date. At the balance sheet date, these assets remain translated at historical exchange rates.

All other assets, including long term loans disclosed under fixed assets, expressed in currencies other than EUR are valued individually at the lower of their value translated into EUR at historical exchange rates or at exchange rates prevailing at the balance sheet date. Unrealized exchange losses resulting from this conversion are recorded in the profit and loss account of the year. The exchange gains are recorded in the profit and loss account at the time of their realization.

Liabilities expressed in currencies other than EUR are valued individually at the higher of their value translated into EUR at historical exchange rates or at the exchange rates prevailing at the balance sheet date. Realized and unrealized exchange losses resulting from this conversion are recorded in the profit and loss accounts of the year. The exchange gains are recorded in the profit and loss account at the time of their realization.

2.3 FINANCIAL ASSETS

Financial assets, including shares in affiliated undertakings and loans to these undertakings as well as investments held as fixed assets, are valued at their acquisition cost including the expenses incidental hereto. Value adjustments are made in respect of financial assets to recognize a durable reduction in their value. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

2.4 DEBTORS

Debtors are stated at their nominal value. Value adjustments are recorded if the net realizable value is lower than the book value. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

2.5 PREPAYMENTS

Prepayments include expenditure incurred during the financial year but relating to a subsequent financial year.

2.6 PROVISIONS

Provisions are intended to cover losses or debts the nature of which is clearly defined and which, at balance sheet date are either likely to be incurred or certain to be incurred but uncertain as to their amount or as to the date on which they will arise. Provisions may also be created to cover charges which originate in the financial year under review or in a previous financial year, the nature of which is clearly defined and which at the date of the balance sheet are either likely to be incurred or certain to be incurred but uncertain as to their amount or the date on which they will arise.

2.7 CREDITORS

Creditors are recorded at their reimbursement value. Where the amount repayable on account is greater than the amount received, the difference is shown as an asset and is written off over the period of the debt based on a linear method.

2.8 AMOUNTS OWED TO AFFILIATED UNDERTAKINGS

Loans are recorded at their reimbursement value. Where the amount repayable on account is greater than the amount received, the difference is shown as an asset and is written off over the period of the debt based on a linear method.

2.9 FINANCIAL INCOME AND FINANCIAL EXPENSES

The financial income and financial expenses of the Company are directly charged to the profit and loss account of the year in which they are incurred.

3. FINANCIAL ASSETS – SHARES IN AFFILIATED UNDERTAKINGS

For financial fixed assets, the movements for the year are as follows:

2022 (in EUR)	
AQUISITION COSTS	
As of 1 January 2022	**96,980,511**
Additions of the year	74,281,238
Disposals of the year	(6,500,000)
Repayment of share premium	(57,900,000)
As of 31 December 2022	**106,861,749**
ACCUMULATED VALUE ADJUSTMENTS	
As of 1 January 2022	**106,861,749**
Allocation for the year	-
Reversal for the year	-
Transfer for the year	-
As of 31 December 2022	**106,861,749**
Net book value as of 1 Januar 2022	**96,980,511**
Net book value as of 31 December 2022	**106,861,749**

Undertakings in which the Company holds at least 20% of the share capital are as follows:

Name	Registered office	Percentage of ownership	Last balance sheet date	Net equity at the balance sheet date of the company concerned * (EUR)	profit of loss for the last financial year* (EUR)
exceet Holding S.à r.l.	Grevenmacher, Luxembourg	100%	31 December 2022	45,650,505	45,518,282
RLG Holding GmbH	Frankfurt am Main, Germany	100%	31 December 2022	72,033,266	8,266

* according to unaudited annual accounts for exceet Holding S.à r.l. in accordance with current Luxembourg legal and regulatory requirements and for RLG Holding GmbH in accordance with current German legal and regulatory requirements

Lucom GmbH Elektrokomponenten und Systeme has been divested on 31 August 2022 and the book value has been recorded off. The final sale price was EUR 5,000,000. The loss of this divestment amounts to EUR 1,500,000.

RLG Holding GmbH has been acquired as a shell company on 26 October 2022 for an acquisition price of EUR 28,000. At that time RLG Holding GmbH had a subscribed capital in an amount of EUR 25,000 which has been fully paid in. On 27 December 2022 the Company invested EUR 72,000,000 as other reserve within the capital.

On 10 November 2022, the Company received an interim dividend distribution (interim dividend) from its subsidiary exceet Holding S.à r.l. in the amount of EUR 16,500,000. In addition, the Board of Managers of exceet Holding S.à r.l. decided to pay its full share premium of EUR 57,900,000 back to its sole Partner exceet Group SCA.

The net equity of exceet Holding S.à r.l. according to the annual accounts as per 31 December 2022 amounted to EUR 45,650,505.

The management has assessed that there is no permanent decrease in market value and therefore no value adjustment is recorded on those financial assets in annual accounts of the Company.

4. FINANCIAL ASSETS – INVESTMENTS HELD AS FIXED ASSETS

Other financial assets are recorded in which the Company holds less than 20% of the share capital.

The amount is related to investments in a fund, which is investing in online gaming companies.
Until end 31 December 2022 the Company invested USD 1,375,000 (EUR 1,220,624) (2021: USD 750,000 (EUR 647,867). Total investment is committed for USD 2,500,000 (EUR 2,219,316) and is called by tranches.

Name	Registered office	Percentage of ownership	Last balance sheet date	Net equity (EUR)	Gain for the financial year (EUR)
Play Ventures Investments VCC - Play Ventures Fund II	Singapore	1.85%	31 December 2021	40,478,709	21,291

The management has assessed that there is no permanent decrease in market value and therefore no value adjustment is recorded on those financial assets in annual accounts of the Company.

5. CAPITAL AND RESERVES

Changes in equity are:

(in EUR)	Subscribed capital	Share premium account	Profit or (loss) brought forward	Profit or (loss) for the financial year	Total capital and reserves
Opening balance 1 January 2022	**311,960**	**103,578,029**	**(12,000,842)**	**(1,450,400)**	**90,438,748**
Allocation of prior year result	-	-	-1,450,400	1,450,400	-
Result for the financial year	-	-	-	13,899,975	13,899,975
Closing balance 31 December 2022	**311,960**	**103,578,029**	**(13,451,242)**	**13,899,975**	**104,338,722**

The issued share capital as of 31 December 2022 was set at 20,073,095 Ordinary shares and 1 Unlimited Share, with an accounting par value of EUR 311,960.18. The Ordinary Shares are listed on the regulated market of Frankfurt Stock Exchange in the Prime Segment.

On the extraordinary shareholder meeting on 29 June 2022, the shareholders approved an authorised capital in an amount of EUR 2,807,640, excluding the issued share capital, and to grant the authorisation to the Manager to issue up to 184,715,055 Ordinary Shares.

Legal Reserve

Under Luxembourg law, 5% of the net profit of the year, net of any losses brought forward, must be allocated to a legal reserve until such reserve equals 10% of the issued share capital. This reserve is not available for dividend distribution.

During the year, the Company has not acquired/sold any own shares.

6. TRADE CREDITORS

This caption included amounts for invoices payable to suppliers and for accrued charges for invoices received after the balance sheet date regarding expenses incurred during the financial year ended 31 December 2022. They are becoming due and payable within one year.

(in EUR)	31 December 2022	31 December 2021
Third party invoices payable	2,318,439	10,607
Accruals for tax compliance services	5,000	5,000
Accruals for audit services	60,340	112,320
Accruals for directors remuneration	175,000	120,644
Accruals for legal services from related parties	24,664	28,000
Accruals for legal services from third parties	37,506	38,500
Other accruals	41,133	33,900
Total	**2,662,082**	**348,971**

7. AMOUNTS OWED TO AFFILIATED UNDERTAKINGS

The amounts owed to undertakings includes loans from the affiliate exceet Group AG denominated in EUR and USD.

(in EUR)	31 December 2022	31 December 2021
Amounts owed to exceet Group AG	6,690,031	7,011,097
Total	6,690,031	7,011,097

These loans bear interest rates between 0.5% and 2% and are unsecured.

8. OTHER EXTERNAL EXPENSES

The other external expenses include mainly costs for legal fees, audit fees, investor relations, consulting fees, rent charges, insurance charges, fees for tax compliance, bank charges and travel costs of the Supervisory Board.

9. OTHER OPERATING EXPENSES

The other operating expenses resulted mainly from the compensation of the Company's independent directors for their services on its Supervisory Board.

10. INCOME FROM OTHER INVESTMENTS AND LOANS FORMING PART OF THE FIXED ASSETS

This income amounted to EUR 16,500,000 (2021: EUR 0) based on dividend payments received of the subsidiary exceet Holding S.à r.l.

11. OTHER INTEREST RECEIVABLE AND SIMILAR INCOME

The Other interest receivable and similar income amounted to EUR 500,049 (2021: EUR 0) due to interest on bank accounts in an amount of EUR 130,783 and foreign currency exchange gains in USD in an amount of EUR 369,266.

12. INTEREST PAYABLE AND SIMILAR EXPENSES

The Interest payable and similar expenses of EUR 1,965,066 (2021: EUR 14,842) was composed of interests related to intercompany loan and deposit administration fees of EUR 83,868 (2021: EUR 14,842). Additionally in 2022 foreign currency exchange losses in USD have been recorded in an amount of EUR 381,197 and a loss of divestment of Lucom GmbH Gesellschaft für Elektrokomponenten in an amount of EUR 1,500,000 is reflected.

13. EMOLUMENTS GRANTED TO THE MEMBERS OF THE MANAGEMENT AND SUPERVISORY BODIES

For 2022 an amount of EUR 175,000 (2021: EUR 175,000) has been recognized in the profit and loss statement for remuneration of the Supervisory Board. EUR 70,200 has been recognized in the profit and loss statement as a fee for the General Partner.

14. OFF-BALANCE SHEET COMMITMENTS

In connection with the sale of its subsidiary exceet Secure Solutions GmbH in 2021, the Company granted to the purchaser an independent guarantee to fulfil any and all payment claims of the purchaser against the seller (being the indirect subsidiary exceet Group AG) under the share purchase agreement up to an amount of EUR 4,912,409 in case the seller has not paid such claims to the purchaser when due and payable under the share purchase agreement. The guarantee expires seven years after the closing date, which was 30 April 2021.

15. STAFF

During the financial year, the Company had no employees.

16. TAXES

The Company is subject in Luxembourg to the applicable general tax regulations.

(in EUR)	2022	2021
Wealth Tax	4,815	7,040

17. SUBSEQUENT EVENTS

As of 19 January 2023 the Company entered into a merger agreement with APEX Nova Holding GmbH ("APEX") and its shareholders. APEX, together with its subsidiaries, is a leading developer, manufacturer and operator of green hydrogen plants for the de-carbonization of the industry and infra structure.

Under the merger agreement, the Company agreed (i) to acquire 20.8% of the APEX shares for a cash consideration in the amount of EUR 25,000,000 and (ii) to exchange the remaining 79.2% shares in Apex for shares in the Company by way of a contribution in kind. For this purpose, the Company agreed to utilize its authorized capital and increase its share capital from EUR 311,960.18 by EUR 252,424.73 to EUR 564,384.91 by issuing 16,285,467 new shares to the shareholders of APEX. In addition, the Company agreed to adopt a long-term equity incentive plan for the board members and key employees of the combined group allowing for the issuance of up to 3,640,000 stock options which, subject to meeting the agreed strike price and vesting conditions, entitle the beneficiaries to subscribe to 3,640,000 new shares.

The acquisition costs of APEX of EUR 2,253,238 have been recorded as financial assets – shares in affiliated undertakings.

Endurance GmbH & Co. KG, a limited partnership established under German law with a business address at Körnerstr. 1, c/o Atlan Family Office GmbH, 22301 Hamburg, Germany, entered in the commercial register of the District Court of Hamburg under HRA 128782 ("Bidder") has on 1. March 2023 pursuant to Sections 35 (2), 14 (2) sentence 1, (3) of the Securities Acquisition and Takeover Act ("WpÜG") by publication of the offer document within the meaning of Sections 39, 11 WpÜG ("Offer Document") a mandatory offer ("Offer" or "Mandatory Offer") to the shareholders of exceet Group SCA ("exceet SCA", or "Company" and together with its subsidiaries pursuant to Section 2 para. 6 WpÜG the "exceet Group") delivered. The offer is available under www.endurance-offer.com.

exceet Management S.à r.l. as general partner and the supervisory board of exceet Group SCA have carefully examined the offer and issued a joint reasoned opinion in accordance with Sections 39, 27 para. 1 WpÜG and in accordance with Article 10 para. 5 of the Luxembourg Takeover Act on the bidder's offer. The document is available under https://ir.exceet.com/.

Beside of the following information, no other events since the balance sheet date on 31 December 2022 that would require adjustment of assets or liabilities of disclosure.

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REPORT OF THE REVISEUR D'ENTREPRISES AGREE

To the Shareholders of
exceet Group SCA
17, rue de Flaxweiler
L-6776 Grevenmacher

Report on the audit of the annual accounts

Opinion

We have audited the annual accounts of exceet Group SCA (the "Company"), which comprise the balance sheet as at 31 December 2022, and the profit and loss account for the year then ended, and Notes to the annual accounts, including a summary of significant accounting policies.

In our opinion, the accompanying annual accounts give a true and fair view of the financial position of the Company as at 31 December 2022, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts.

Basis for opinion

We conducted our audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 on the audit profession ("Law of 23 July 2016") and with International Standards on Auditing ("ISAs") as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" ("CSSF"). Our responsibilities under the EU regulation N° 537/2014, the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the « Responsibilities of "*réviseur d'entreprises agréé*" for the audit of the annual accounts » section of our report. We are also independent of the Company in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the annual accounts, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts of the current period. These matters were addressed in the context of the audit of the annual accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

BDO Audit, Société Anonyme
R.C.S. Luxembourg B 147.570
TVA LU 23425810

Other matter relating to comparative information

The annual accounts for the year ended 31 December 2021 were audited by another auditor who expressed an unmodified opinion on those annual accounts on 18 March 2022.

Other information

The General Partner is responsible for the other information. The other information comprises the information included in the management report and the Corporate Governance Statement but does not include the annual accounts and our report of "*réviseur d'entreprises agréé*" thereon.

Our opinion on the annual accounts does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the annual accounts, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the annual accounts or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report this fact. We have nothing to report in this regard.

Responsibilities of the General Partner and Those Charged with Governance for the annual accounts

The General Partner is responsible for the preparation and fair presentation of annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts, and for such internal control as the General Partner determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

The General Partner is responsible for presenting the annual accounts in compliance with the requirements set out in the Delegated Regulation 2019/815 on European Single Electronic Format ("ESEF Regulation").

In preparing the annual accounts, the General Partner 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 the General Partner either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Responsibilities of the *"réviseur d'entreprises agréé"* for the audit of the annual accounts

The objectives of our audit are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of *"réviseur d'entreprises agréé"* that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts.

Our responsibility is to assess whether the annual accounts have been prepared in all material respects in accordance with the requirements laid down in the ESEF Regulation.

As part of an audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. 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.

- Obtain 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.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the General Partner.

- Conclude on the appropriateness of General Partner's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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 report of *"réviseur d'entreprises agréé"* to the related disclosures in the annual accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report of *"réviseur d'entreprises agréé"*. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance 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 those charged with governance, we determine those matters that were of most significance in the audit of the annual accounts of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes public disclosure about the matter.

Report on Other Legal and Regulatory Requirements

We have been appointed as "*réviseur d'entreprises agréé*" by the General Meeting of the Shareholders on 29 June 2022 and the duration of our uninterrupted engagement, including previous renewals and reappointments, is one year.

The management report is consistent with the annual accounts and has been prepared in accordance with applicable legal requirements.

The Corporate Governance Statement is included in the management report. The information required by Article 68ter paragraph (1) letters c) and d) of the law of 19 December 2002 on the commercial and companies register and on the accounting records and annual accounts of undertakings, as amended, is consistent with the annual accounts and has been prepared in accordance with applicable legal requirements.

We confirm that the audit opinion is consistent with the additional report to the audit committee or equivalent.

We confirm that the prohibited non-audit services referred to in the EU Regulation N° 537/2014 were not provided and that we remain independent of the Company in conducting the audit.

We have checked the compliance of the annual accounts of the Company as at 31 December 2022 with relevant statutory requirements set out in the ESEF Regulation that are applicable to annual accounts.

For the company it relates to:

- Annual accounts prepared in a valid xHTML format.

In our opinion, the annual accounts of exceet Group SCA as at 31 December 2022, have been prepared, in all material respects, in compliance with the requirements laid down in the ESEF Regulation.

Luxembourg, 23 March 2023

BDO Audit
Cabinet de révision agréé
represented by

Anke Schelling

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