BigRep SE
(Formerly SMG Technology Acceleration SE)
Société européenne

UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2024

Registered office: 9, rue de Bitbourg
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R.C.S. Luxembourg: B279346

BigRep SE

Unaudited interim consolidated financial statements for the period ended

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BigRep SE

Interim Management Report
for the period ended 30 June 2024

The Management Board of BigRep SE (formerly SMG Technology Acceleration SE and hereinafter the "**Company**") submit its interim management report with the unaudited interim consolidated financial statements of the Company and its subsidiaries (the "**Group**") for the period ended 30 June 2024.

1. Overview

The Company is a special purpose acquisition company (otherwise known as a blank cheque company) incorporated in Luxembourg on 27 July 2023 and registered with the Luxembourg Trade and Companies Register on 7 August 2023. The Company's initial corporate purpose was the acquisition of one operating business with a principal business operations in a member state of the European Economic Area, the United Kingdom or Switzerland that is based in the technology sector, which encompassed primarily the following verticals: additive manufacturing/3D printing, software as a service (SaaS), and digital infrastructure/blockchain-based technologies, through a merger, capital stock exchange, share purchase, asset acquisition, reorganization or similar transaction (the "**Business Combination**"). The Company intended to complete the Business Combination using cash from the proceeds of the private placement of the class A shares and class A warrants (see below).

2. Review and development of the Group's business and financial position

The Company completed its private placement (the "**Private Placement**") on 27 October 2023 through the issuance of 22,000,000 redeemable class A shares with a par value of EUR 0.00548 (the "**Public Shares**") and 11,000,000 class A warrants (the "**Class A Warrants**"). The Public Shares are admitted to trading on the Frankfurt Stock Exchange under the symbol "7GG" since 27 October 2023. The Class A Warrants are not admitted to trading or listed on the Frankfurt Stock Exchange. One Public Share and one-half (1/2) of a Public Warrant (each, a "**Unit**"), were sold at a price of EUR 1 per unit representing a total placement volume of EUR 22 million.

The sponsor of the Company, SMG Technology Holding S.à r.l. (the "**Sponsor**"), a wholly owned subsidiary of SMG Holding S.à r.l., subscribed to 21,900,000 class B shares amounting to EUR 120,000. On 26 October 2023, the Sponsor also subscribed to an aggregate 20,000,000 class B warrants (the "**Sponsor Warrants**") at a total price of EUR 3,000,000. The class B shares and Sponsor Warrants are not publicly traded securities. The Sponsor has agreed to a lock-up period running at least until the Business Combination, subject to customary exceptions described in the Company's prospectus (the "**Prospectus**").

On 20 December 2023, the Company signed a Business Combination Agreement with BigRep GmbH ("**BigRep**"), a producer of advanced 3D printing solutions which serves a wide range of industries e. g. industrial, business solution and consumer products, automotive, transportation, aerospace and logistics as well as government and education.

On 28 May 2024, the Company entered into an Amendment Agreement relating to the Business Combination Agreement signed with BigRep and dated 20 December 2023. In accordance with this Amendment Agreement, the original terms of the Business Combination Agreement were revised. On 25 July 2024, the Company changed its name from SMG Technology Acceleration SE to BigRep SE. On 29 July 2024, the Company completed its business combination with BigRep following the extraordinary general meeting.

Financial performance highlights
As a blank cheque company, the Group did not have an active business as of 30 June 2024. The Group did not generate revenue during the period ended 30 June 2024 and is not expected to generate any operating revenues until after the completion of the Business Combination. The Group's activities for the financial period ended 30 June 2024 were those necessary to prepare for the completion of the

Business Combination. The Group incurred expenses as a result of being a public company (for legal, financial reporting, accounting and auditing compliance).

The net gain of the Group for the period ended 30 June 2024 was EUR 732,297 mainly due to the fair value net gain resulting from the revaluation of the warrants, in part offset by operating expenses and net finance cost.

Financial position highlights
The Group's main asset accounts refer to the cash in escrow which are the proceeds from the Private Placement. Whereas on the liability section, the significant balances refer to redeemable class A shares, class A warrants, and Trade and other payables.

3. Principal risk and uncertainties

The Group has analysed the risks and uncertainties to which its business is subject, and the Management Board of the Company has considered their potential impact, their likelihood, controls that the Group has in place and steps the Group can take to mitigate such risks. With regards to the risks previously identified in relation to the Business Combination, these are no longer applicable as, on 20 December 2023, the Company signed a Business Combination Agreement with BigRep, which was later completed with an Amendment Agreement dated 28 May 2024, and on 29 July 2024, the Company completed is business combination with BigRep following the extraordinary general meeting of shareholders. The Group's principal risks and uncertainties can be summarised as follows:

Risk	Likelihood	Mitigating factors
Legal and regulatory The Company may be adversely affected by changes to the regulations, law, account and general tax environment in Luxembourg and Germany as well as the jurisdiction which the target business is subject to.	Low	The Company is undertaking continuous control and monitoring measure of the ongoing legal and regulatory landscape. Moreover, the Management and the Supervisory board is supported by leading service providers on the respective legal, accounting and tax domains.
Market conditions The Company may be adversely affected by market conditions and events (e.g., the conflict between Russia and Ukraine, interest rates) which might lead to a performance below expectations of the company after business combination.	Medium	The Company believes that external market conditions have not negatively disrupted in a material manner its operations and objectives. But it will continue to monitor external market conditions and continue to assess on a timely basis their impact on its operations and objectives. After business combination a regular performance controlling will allow to initiate appropriate improvement measures if necessary.

The other risks surrounding the Group are further disclosed in the Prospectus.

4. Financial risk management objectives and policies

As at 30 June 2024, the Group had EUR 25,000 in cash and cash equivalents. The proceeds from the Private Placement is presented as cash in escrow in the unaudited interim consolidated financial statements, for an amount of EUR 22,059,979.

The Group has a negative equity of EUR 5,863,505 as at 30 June 2024 (2023: EUR 6,595,802). The Management Board believes that the funds available to the Group outside of the secured deposit account are sufficient to pay costs and expenses incurred by the Group prior to the completion of the Business Combination. The Group has financial instruments which are presented as current liabilities which does not impose any liquidity issues to the Group. The class A warrants amounting to EUR 4,251,500 (2023: EUR 1,384,900) are redeemable at the option of the Company (See Note 13.2 to the unaudited interim consolidated financial statements).

5. Related party transactions

Please see Note 17 to the unaudited interim consolidated financial statements.

6. Research and development

The Group did not have any activities in the field of research and development during the period ended 30 June 2024 or during the year ended 31 December 2023.

7. Corporate governance

As the parent of the Group is a Luxembourg governed company traded on the Frankfurt Stock Exchange, the Group is not required to adhere to the Luxembourg corporate governance regime applicable to companies that are traded in Luxembourg or to the German corporate governance regime applicable to listed companies in Germany. As these regimes have not been designed for special purpose acquisition companies like the Company but for fully operational companies, the Company has opted to not apply the Luxembourg or German corporate governance regime on a voluntary basis either.

The Company's articles of association (the "**Articles**") are available on the website of the Company (https://www.bigrep.com/investor-relations/). The function of the audit committee shall be assumed by the Supervisory Board as long as the Company qualifies as small and medium sized enterprises (SMEs) in accordance with article 2 (1), (f) of the directive 2003/71/EC of the European parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC. If the criteria are no longer fulfilled, the Supervisory Board will appoint an audit committee and adopt its terms of reference in accordance with applicable laws.

Until 30 July 2024, the Management Board was composed of four members: Dr. Stefan Petrikovics (Chief Executive Officer), René Geppert (Chief Operating Officer), George Aase (Chief Financial Officer) and Werner Weynand (Chief Administration Officer). As from 30 July 2024, the Management Board is composed of Dr. Sven Thate (Chief Executive Officer) and Dr. Reinhard Festag (Chief Financial Officer). The Company is managed by the Management Board which exercises its functions under the supervision of the Supervisory Board. The Management Board is vested with the broadest powers 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 to the Supervisory Board or to the general meeting of shareholders by any laws or regulations or by the Articles of Association.

The Supervisory Board shall be in charge of the permanent supervision and control of the Company's management by the Management Board. It may in no case interfere with such management. The Supervisory Board has an unlimited right of information regarding all operations of the Company and may inspect any of the Company's documents. It may request the Management Board to provide any information necessary for exercising its functions and may directly or indirectly proceed to all verifications which it may deem useful in order to carry out its duties. A member of the Management Board cannot be a member of the Supervisory Board at the same time.

The Supervisory Board regularly advises and supervises the Management Board in its management of the Company. It is involved in all decisions of fundamental importance for the Company. The rules of procedures of the Management Board may provide for consent requirements of the Supervisory Board. Until 30 July 2024, the Supervisory Board was composed of Ewald Weizenbauer (Chairman), Rhett Oudkerk Pool, Benoît de Belder and Dr. Geza Toth-Feher Lord of Kennal. As from 30 July 2024, the Supervisory Board is composed of Dr. Peter Smeets (Chairman), Florian Hampel (vice-chairman), Philipp Prechtl, Tommy Grosche and Isabella de Krassny.

8. Internal control and risk management systems in relation to the financial reporting process

The Group has implemented a system of internal controls over financial reporting. It aims to identify, evaluate and control any risks that could influence the proper preparation of the consolidated financial statements. As a core component of the accounting and reporting process, the system of internal controls over financial reporting comprises preventive, detective, monitoring, and corrective control measures in accounting and operational functions, which are designed to ensure a methodical and consistent process for preparing the Group's financial statements.

The control and risk management mechanisms include identifying and defining processes, introducing layers of approval, and applying the principle of segregation of duties including the use of external service providers diligently selected and monitored. The Group's internal controls over financial reporting include policies and procedures that pertain to the maintenance of records that, in reasonable detail, are designed to accurately and fairly reflect the transactions and dispositions of the assets of the Group, provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the applicable accounting standards, provide reasonable assurance that the receipts and expenditures are being made only in accordance with authorisations of the Group's management and directors, and provide reasonable assurance regarding prevention or timely detection of the unauthorised acquisition, use or disposition of our assets that could have a material effect on the Group's financial statements. Because of its inherent limitations, the Group's internal controls over financial reporting may not prevent or detect errors or misstatements in the Group's financial statements. The system of internal controls is reviewed annually.

9. Transactions in own shares

The Company has not acquired or held any of its own shares during the period ended 30 June 2024 or during the year ended 31 December 2023.

10. Branches

The Group does not have any branches as at 30 June 2024 and 31 December 2023.

11. Outlook

The Business Combination with BigRep was consummated on 29 July 2024. Following the completion of the Business Combination, the Company now holds shares representing 100% of BigRep.

12. Events after the reporting period

Please refer to Note 19 to the unaudited interim consolidated financial statements.

Luxembourg, 30 September 2024

Dr. Sven Thate	Dr. Reinhard Festag
Chief Executive Officer	Chief Financial Officer
Member of the Management Board	Member of the Management Board

BigRep SE

Responsibility Statement by the Management Board
for the period ended 30 June 2024

The Management Board of the Company reaffirm their responsibility to ensure the maintenance of proper accounting records disclosing the consolidated financial position of the Group with reasonable accuracy at any time and ensuring that an appropriate system of internal controls is in place to ensure that the Group's business operations are carried out efficiently and transparently.

In accordance with Article 3 of the law of 11 January 2008 on transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market, the Group declares that, to the best of our knowledge, the unaudited interim consolidated financial statements for the period ended 30 June 2024, prepared in accordance with International Financial Reporting Standards as adopted by European Union, give a true and fair view of the assets, liabilities, financial position as of that date and results for the period then ended.

In addition, management's report includes a fair review of the development and performance of the Group's operations during the year and of business risks, where appropriate, faced by the Group as well as other information required by the Article 68ter of the law of 19 December 2002 on the commercial companies register and on the accounting records and financial statements of undertakings, as amended.

Luxembourg, 30 September 2024

Dr. Sven Thate

Chief Executive Officer

Member of the Management Board

Dr. Reinhard Festag

Chief Financial Officer

Member of the Management Board

BigRep SE

Unaudited interim consolidated statement of comprehensive income for the period ended 30 June 2024

	Note	From 1 January 2024 to 30 June 2024 EUR
Revenue		-
Other operating expenses	5	(1,998,423)
Operating loss		**(1,998,423)**
Fair value gain on class B warrants	13.1	6,272,000
Fair value loss on class A warrants	13.2	(2,866,600)
Finance income	7	258,423
Finance costs	6	(904,191)
Other income		
Income before income tax		**761,209**
Income tax	8	(28,912)
Income for the period		**732,297**
Other comprehensive income		**-**
Total comprehensive income for the period, net of tax		**732,297**
Income per share attributable to equity holders of the parent:	9	
Net earnings per share		0.03
Diluted earnings per share		0.03

The accompanying notes form an integral part of these unaudited interim consolidated financial statements.

BigRep SE

Unaudited interim consolidated statement of financial position as at as at 30 June 2024

	Note	30 June 2024 EUR	31 December 2023 EUR
ASSETS			
Current assets			
Cash in escrow	10	22,059,979	22,060,816
Receivable from related parties	17	320,483	2,919,998
Other receivables		25,378	4,212
Cash and cash equivalents	11	25,000	27,916
Total current assets		**22,430,840**	**25,012,942**
Total assets		**22,430,840**	**25,012,942**
EQUITY AND LIABILITIES			
Equity	12		
Share capital		120,000	120,000
Share premium		750,000	750,000
Accumulated deficit		(6,733,505)	(7,465,802)
Total equity		**(5,863,505)**	**(6,595,802)**
Current liabilities			
Class B warrants at fair value	13.1	-	6,272,000
Class A warrants at fair value	13.2	4,251,500	1,384,900
Redeemable class A shares	14	21,527,960	20,623,769
Trade and other payables	15	2,405,380	3,283,576
Payable to related party	17	104,500	44,499
Bank overdraft		5,005	-
Total current liabilities		**28,294,345**	**31,608,744**
Total liabilities		**28,294,345**	**31,608,744**
Total equity and liabilities		**22,430,840**	**25,012,942**

The accompanying notes form an integral part of these unaudited interim consolidated financial statements.

BigRep SE

Unaudited interim consolidated statement of changes in equity for the period ended 30 June 2024

	Note	Subscribed capital EUR	Share premium EUR	Accumulated deficit EUR	Total equity EUR
Issuance of 21,900,000 class B shares	12	120,000	-	-	120,000
Capital contribution without issuance of shares		-	750,000	-	750,000
Issuance of 22,000,000 class A shares	14	120,560	21,868,440	-	21,989,000
Reclassification of class A shares from equity to liability (IAS 32)	14	(120,560)	(21,868,440)	-	(21,989,000)
Results for the financial period		-	-	(7,465,802)	(7,465,802)
Balance, 31 December 2023		**120,000**	**750,000**	**(7,465,802)**	**(6,595,802)**
Balance, 1 January 2024		**120,000**	**750,000**	**(7,465,802)**	**(6,595,802)**
Results for the financial period		-	-	732,297	732,297
Balance, 30 June 2024		**120,000**	**750,000**	**(6,733,505)**	**(5,863,505)**

The accompanying notes form an integral part of these unaudited interim consolidated financial statements.

BigRep SE

Unaudited interim consolidated statement of cash flows for the period ended 30 June 2024

	Note	From 1 January 2024 to 30 June 2024
Cash flows from operating activities		
Income/(loss) before income tax		732,297
Adjustments for non-cash items:		
Finance cost	6	904,191
Finance income	7	(258,423)
Fair value loss on class B warrants	13.1	(6,272,000)
Fair value gain on class A warrants	13.2	2,866,600
Changes in working capital:		
Decrease in receivables from related parties	17	2,599,515
Increase in other receivables		(21,166)
Decrease in trade and other payables	15	(878,196)
Increase in payable to related party	17	60,001
Interest received	7	258,423
Net cash flows used in operating activities		**(8,758)**
Net increase in cash and cash equivalents		
Of which:		(8,758)
Decrease in restricted cash (Cash in Escrow)	10	837
Cash and cash equivalents, beginning		27,916
Cash and cash equivalents at end of period, net of bank overdraft		**19,995**

The accompanying notes form an integral part of these unaudited interim consolidated financial statements.

BigRep SE

Notes to the unaudited interim consolidated financial statements for the period ended 30 June 2024

1. GENERAL INFORMATION

BigRep SE (formerly SMG Technology Acceleration SE and hereinafter the “Company” or “Parent” and the “Group” if taken together with its subsidiaries) was incorporated on 27 July 2023 (date of incorporation per the deed of incorporation in front of the notary) in Luxembourg as a European company (“Société Européenne” or “SE”) based on the laws of the Grand Duchy of Luxembourg (“Luxembourg”). The Company is registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés, in abbreviated “RCS) under the number B279346 since 7 August 2023. The Company is a listed entity with its class A shares traded in the regulated market of Frankfurt Stock Exchange under the symbol “7GG” since 27 October 2023. The Class A Warrants are not admitted to trading or listed on the Frankfurt Stock Exchange. The Company also has 21,900,000 class B shares and 20,000,000 class B warrants issued and outstanding as at 30 June 2024 that are not listed on a stock exchange (See Notes 12 and 13.1).

On 25 July 2024, the name of the Company was changed from SMG Technology Acceleration SE to BigRep SE. The registered office of the Company is located at 9, rue de Bitbourg, L-1273 Luxembourg.

The share capital of the Company on 7 August 2023 was set to EUR 120,000, represented by 12,000,000 class B shares without nominal value. The share capital has been fully paid up.

The founder and sponsor of the Company is SMG Technology Holding S.à r.l. (the “Sponsor”), a wholly-owned subsidiary of SMG Holding S.à r.l.. As at 30 June 2024, the Sponsor owns 100% of the class B shares in the Company.

The Company’s governing bodies are the Management Board, the Supervisory Board and the shareholders’ meeting. The Company is managed by its Management Board under the supervision and control of the Supervisory Board. This two-tier governance structure was resolved by an extraordinary shareholders’ meeting of the Company held on 25 September 2023. Until 30 July 2024, the Management Board was composed of four members: Dr. Stefan Petrikovics (Chief Executive Officer), René Geppert (Chief Operating Officer), George Aase (Chief Financial Officer) and Werner Weynand (Chief Administration Officer). As from 30 July 2024, the Management Board is composed of Dr. Sven Thate (Chief Executive Officer) and Dr. Reinhard Festag (Chief Financial Officer). Until 30 July 2024, the Supervisory Board was composed of Ewald Weizenbauer (Chairman), Rhett Oudkerk Pool, Benoît de Belder and Dr. Geza Toth-Feher Lord of Kennal. As from 30 July 2024, the Supervisory Board is composed of Dr. Peter Smeets (Chairman), Florian Hampel (vice-chairman), Philipp Prechtl, Tommy Grosche and Isabella de Krassny.

The Company has been originally established for the purpose of acquiring one operating business with principal business operations in a member state of the European Economic Area (the “EEA Member States”), the United Kingdom or Switzerland that is based in the technology sector, which shall encompass primarily the following verticals: additive manufacturing/3D printing, software as a service (SaaS), and digital infrastructure/blockchain-based technologies, through a merger, capital stock exchange, share purchase, asset acquisition, reorganization, or similar transaction and forming a business combination with such operating business (the “Business Combination”).

The Company will not conduct operations or generate operating revenue unless and until the Company consummates the Business Combination. The Company will have 12 months from the date of the admission to trading (the “Business Combination Deadline”) to consummate a Business Combination.

Notes to the unaudited interim consolidated financial statements for the period ended 30 June 2024

On 20 December 2023, the Company has signed a Business Combination Agreement with BigRep GmbH, which was later supplemented with an Amendment Agreement dated 28 May 2024. On 29 July 2024, the Company completed its business combination with BigRep following the extraordinary general meeting of shareholders.

Upon closing of the Business Combination on 29 July 2024, the above Company's purpose ceased to apply. Pursuant to article 2 of the current articles of association, the Company's purpose shall now be the creation, holding, development and realization of a portfolio, consisting of interest 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, by purchase, sale, or exchange of securities or rights of any kind whatsoever, such as equity instruments, debt instruments 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.

These unaudited interim consolidated financial statements were authorized for issue in accordance with a resolution of the Management Board on 30 September 2024.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis of preparation

The Company's financial year starts on 1 January and ends on 31 December of each year, with the exception of the first financial year which started on 7 August 2023 (date of registration with the RCS) and ended on 31 December 2023 and these unaudited interim consolidated financial statements which started on 1 January 2024 and ended on 30 June 2024.

The interim consolidated financial statements are not audited nor reviewed by independent auditors. The unaudited interim consolidated financial statements have been prepared on a going concern basis (See Note 3) and in accordance with International Financial Report Standards (IFRS) published by the International Accounting Standards Board (IASB) as adopted by the European Union. They are also prepared in Euros (EUR) which is the Group's presentation and functional currency and have been prepared under the historical cost convention, except for financial instruments that are measured at fair value.

2.2. Basis of consolidation

The unaudited interim consolidated financial statements comprise the financial statements of the Company and its subsidiaries (together referred as the "Group") as at 30 June 2024.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

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

- The contractual arrangements with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

2.3. Summary of significant accounting policies

International accounting standards include IFRS, IAS (International Accounting Standards) and their interpretations (Standing Interpretations Committee) and IFRICs (International Financial Reporting Interpretations Committee).

The repository adopted by the European Commission is available on the following internet site: https://finance.ec.europa.eu/capital-markets-union-and-financial-markets/company-reporting-and-auditing/company-reporting/financial-reporting_en#ifrs

a) New standards, amendments and interpretations that were issued but not yet applicable in as at 30 June 2024 and that are most relevant to the Group

- **Amendment to IFRS 9 and IFRS 7:** Classification and Measurement of Financial. In May 2024, the IASB issued Amendments to the Classification and Measurement of Financial Instruments which amended IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures. The amendments are effective for annual reporting periods beginning on or after 1 January 2026.

- **IFRS 18:** Presentation and Disclosure in Financial Statements. In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements which will replace the existing IAS 1 “Presentation of Financial Statements”. The amendments are effective for reporting periods beginning on or after 1 January 2027 and must be applied retrospectively.

The initial application of these standards, interpretations and amendments to existing standards is planned for the period of time from when its application becomes compulsory. Currently, the Management Board anticipates that the adoption of these Standards and Interpretations in future periods will have no material impact on the financial information of the Group.

b) New Standards Issued – effective from 1 January 2024

The Company applied for the first time certain standards, amendments and interpretations which are effective for annual periods beginning on or after 1 January 2024 (unless otherwise stated). The Company has not early adopted any other standard, amendment or interpretation that has been issued but not yet effective.

- **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.

- **Amendments to IAS 1:** Non-current Liabilities with Covenants. In October 2022, the IASB issued Non-current Liabilities with Covenants, (Amendments to IAS 1), to clarify how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability. The amendments are effective for reporting periods beginning on or after 1 January 2024.

- **Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments:** In May 2023, the IASB published 'Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)' to add disclosure requirements, and ‘signposts’ within existing disclosure requirements, that ask entities to provide qualitative and quantitative information about supplier finance arrangements. The amendments are effective for reporting periods beginning on or after 1 January 2024.

- **Amendments to IAS 12 Income Taxes: International Tax Reform – Pillar Two model Rules**: the amendments introduce a mandatory exception for the accounting for deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules and disclosure requirements for affected entities to help users of the financial statements better understand an entity’s exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date. The amendments are effective for reporting periods beginning on or after 1 January 2024.

The Group adopted these Standards and Interpretations in the current financial period and considered them to have no material impact on the financial information of the Group.

c) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree’s identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

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

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 Financial Instruments, is measured at fair value with the changes in fair value recognised in the consolidated statement of comprehensive income in accordance with IFRS 9. Other contingent consideration that is not within the scope of IFRS 9 is measured at fair value at each reporting date with changes in fair value recognised in profit or loss.

When the amount of aggregate consideration transferred is in excess of the fair value of the net assets acquired a goodwill is recognized. Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss. After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group’s cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

d) Foreign currencies

These consolidated financial statements are presented in EUR, which is the Parent Company and subsidiaries’ functional currency and presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the end of the period’s exchange rates are generally recognized in the Statement of Comprehensive Income.

e) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Group recognises a financial asset or a financial liability when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date i.e. the date that the Group commits to purchase or sell the asset.

Financial assets: The Group classifies its financial assets as subsequently measured at amortised cost or measured at fair value through profit or loss on the basis of both:

- The entity's business model for managing the financial assets; and
- The contractual cash flow characteristics of the financial asset.

The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit and loss, transaction costs.

Financial assets measured at amortised cost: This is the category most relevant to the Group. A debt instrument is measured at amortised cost if it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets at amortised cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognised in profit and loss when the asset is derecognised, modified or impaired.

The Group includes in this category cash and cash equivalents, other receivables, receivable from related entities, and cash in escrow.

Financial liabilities: The financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or financial liabilities at amortised cost.

The Group's financial liabilities include trade and other payables, payable to related parties, redeemable class A shares, class A warrants at fair value and class B warrants at fair value.

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

Financial liabilities measured at amortised cost: This is the category most relevant to the Group. After initial recognition, trade and other payables, payable to sponsors and other related parties and redeemable class A shares are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated statement of comprehensive income.

Financial liabilities through profit or loss: Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the consolidated statement of comprehensive income.

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

Derecognition: A financial asset is derecognised when the rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a ‘pass-through’ arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

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

Impairment of financial assets: The Group has chosen to apply an approach similar to the simplified approach for expected credit losses (“ECL”) under IFRS 9 to its financial assets. Therefore, the Group recognises a loss allowance based on lifetime ECLs at each reporting date. The Group’s approach to ECLs reflects a probability-weighted outcome, the time value of money and reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

f) Cash and cash equivalents

Cash and cash equivalents in the consolidated statement of financial position comprise cash at bank and on hand and short-term highly liquid deposits with a maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value. The carrying amounts of these approximate their fair value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group’s cash management.

g) Fair value measurement

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

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

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

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

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

h) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the consolidated statement of comprehensive income net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

i) Taxes

Income tax recognized in the consolidated statement of comprehensive income includes current and deferred taxes.

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

Current income tax relating to items recognised directly in equity is recognised in equity and not in the consolidated statement of comprehensive income.

Deferred tax
Deferred tax is recognized on temporary differences between the carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Deferred tax assets are tested for impairment on the basis of a tax planning derived from management business plans.

Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

j) Share-based payments

The Management Board is currently assessing whether certain class B shares and class B warrants issued to the Sponsor, Co-Sponsor and Supervisory Board Investors of the Company are to be considered as falling in the scope of IFRS 2. The Management Board will notably adopt its position based on market discussions and/or positions adopted by market players, supervisory authorities and/or standard setters.

In any case, the class B shares and class B warrants do not carry a specified service period, but would be forfeited or otherwise expire worthless if a business combination is not consummated. Therefore, the Sponsor, Co-Sponsor and Supervisory Board Investors only derive the value from the class B shares and class B warrants when they are converted into class A shares upon a successful business combination. Consequently, the grant date of these awards does not occur until the target is approved. As of 30 June 2024, irrespective of the conclusions of the ongoing assessment carried out by the Management Board, no amounts would have had to be accounted for provided that no such approval has occurred.

k) Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised in as part of other operating expenses in the consolidated statement of comprehensive income, together with a corresponding increase in equity, over the period in which the service and, where applicable, the performance conditions are fulfilled (the vesting period). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the consolidated statement of comprehensive income for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the recipient of the share-based payment. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of these consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses.

Actual results and outcomes may differ from management's estimates and assumptions due to risks and uncertainties, including uncertainty in the current economic environment in light of the ongoing military conflict between Ukraine and Russia.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

As at 30 June 2024, the significant areas of estimates, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in these unaudited interim consolidated financial statements are:

- Going concern: Despite the EUR 5,863,505 negative equity of the Group as at 30 June 2024, the Management Board decided to prepare these consolidated financial statements on a going concern basis for the following reasons:
    - On one hand, the redeemable class A shares, amounting to EUR 21,527,960, that are presented as current liabilities (debt instruments) in accordance with IAS 32, are true equity of the Company from a legal standpoint (see Note 14);
    - Furthermore, the class A warrants amounting to EUR 4,251,500 (See Note 13.2) are redeemable at the option of the Company, hence, this does not pose any liquidity issues to the Group.
    - The successful completion by the Company of the Business Combination on 29 July 2024.

- Deferred tax asset: A deferred tax asset in respect of the tax losses incurred has not been recognised as the Management Board estimates uncertainty in terms of future taxable profit against which the Group can utilise the benefits therefrom (See Note 8).
- Classification of Redeemable class A shares: The Management Board assessed the classification of redeemable class A shares in accordance with IAS 32 under which the redeemable class A shares do not meet the criteria for equity treatment and must be recorded as liabilities (See Note 14). The class A shares feature certain redemption rights that are considered to be outside of the Company's control and subject to occurrence of uncertain future events. Accordingly, the Company classifies the Redeemable class A shares as financial liabilities at amortised cost in accordance with IFRS 9. The transaction costs directly attributable to issuance of the redeemable class A shares which are subscribed via private placement ("Private Placement") are deducted against the initial fair value.
- Classification and measurement of warrants: The Management Board assessed the classification of warrants in accordance with IAS 32 under which the warrants do not meet the criteria for equity treatment and must be recorded as derivatives. Accordingly, the Company classifies the class A warrants and class B warrants as liabilities at their fair value and adjusts them to fair value at each reporting period. This liability is subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the consolidated statement of comprehensive income. The fair value of class A warrants is determined using a combination of Monte Carlo and Binomial Tree valuation model for periods when there are no observable trades, as of each relevant date. Likewise, the class B warrants which are not listed to the stock exchange were revalued to zero as at 30 June 2024 following the cancellation in full against no consideration as part of the terms of the Business Combination on 29 July 2024.
- Class B shares and warrants as share-based payments: The Management Board is currently assessing whether certain class B shares and warrants issued to the Sponsor of the Company are to be considered as falling in the scope of IFRS 2. The Management Board will notably adopt its position based on market discussions and/or positions adopted by market players, supervisory authorities and/or standard setters.

  In any case, the class B shares and class B warrants do not carry a specified service period, but would be forfeited or otherwise expire worthless if a business combination is not consummated. Therefore, the Sponsor only derives the value from the class B shares and class B warrants when they are converted into class A shares upon a successful business combination. Consequently, the grant date of these awards does not occur until the target is approved. As of 30 June 2024, irrespective of the conclusions of the ongoing assessment carried out by the Management Board, no amounts need to be accounted for at the reporting date for the class B shares given that the Business Combination only occurred on 29 July 2024 while the class B warrants were revalued to zero following the cancellation in full against no consideration as part of the terms of the Business Combination on 29 July 2024.

4. GROUP INFORMATION

Subsidiaries

These unaudited interim consolidated accounts include all the activities of the Group as at 30 June 2024.

Entities included in the scope of consolidation are listed below:

Consolidated Entities	Principal Activities	Country of incorporation	% of equity interest As at 30 June 2024
BigRep SE (formerly SMG Technology Acceleration SE)	Special purpose acquisition company	Luxembourg	Parent company
SMG Technology Advisors GmbH & Co. KG, hereby referred to as "SMG Advisors KG"	Support services to BigRep SE	Germany	100%
SMG Technology Advisors Verwaltungs-GmbH, hereby referred to as "SMG Advisors GmbH"	General partner of SMG Advisors KG	Germany	100%

Segment information

The Group is currently organised as one reportable segment. The Group has been deemed to form one reportable segment as the Parent and its subsidiaries have been established together for the purpose of acquiring one operating business i.e. the Business Combination (Note 1).

5. OTHER OPERATING EXPENSES

The other operating expenses mainly consist of directors' fees as well as fees for accounting, legal and other professional services not related to the Private Placement.

	From 1 January 2024 to 30 June 2024 EUR
Other professional fees	1,132,913
Directors fees	355,151
Accounting and corporate fees	277,805
Legal fees	167,165
Travel expenses	63,533
Bank charges	3,540
Audit fees	(16,530)*
Other expenses	14,846
Total	**1,998,423**

*Negative cost of EUR 16,530 is due to the reversal of an over-accrual made in the previous financial period.

The Company did not have any employees during the period ended 30 June 2024.

6. FINANCE COSTS

For the period ended 30 June 2024, finance costs in the amount of EUR 904,191 pertain to the amortization of class A shares (see Note 14).

7. FINANCE INCOME

For the period ended 30 June 2024, finance income in the amount of EUR 258,423 pertains to interest income earned on cash in escrow.

8. INCOME TAXES

The reconciliation between actual and theoretical tax expense is as follows:

	From 1 January 2024 to 30 June 2024
Profit for the period before tax	761,209
Theoretical tax charges, applying the tax rate of 22.80%	(173,556)
Tax effect of adjustments from local GAAP to IFRS[1]	570,732
Non-deductible items	(80,974)
Tax effect of difference in tax rates	38,643
Unrecognized deferred tax assets	(383,757)
Income tax	**(28,912)**

The tax rate used in the reconciliation above is the Luxembourgish tax rate (22.80%) as the Company is domiciled in Luxembourg. Deferred tax assets have not been recognised because it is not probable that future taxable profit will be available against which the Group can utilise the benefits therefrom. Unused tax losses of the Company can be used within a period of 17 years as per Luxembourg tax law.

[1] Income taxes payable to / recoverable from the tax authorities are determined based on the financial results of BigRep SE and its subsidiaries as shown in their stand-alone financial statements prepared in local GAAP. Hence adjustments from local GAAP to IFRS may lead to higher / lower taxable result in the consolidated financial statements as compared to that determined based on the stand-alone financial statements.

9. EARNINGS/(LOSS) PER SHARE

Basic earnings/(loss) per share ("EPS") is calculated by dividing the profit/(loss) for the year by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit/(loss) for the year by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

The following table reflects the income and share data used in the basic and diluted EPS calculations:

	From 1 January 2024 to 30 June 2024
Income for the period	EUR 732,297
Weighted average number of ordinary shares for EPS	21,900,000
Basic and Diluted EPS	**EUR 0.03**

	From 1 January 2024 to 30 June 2024
Weighted average number of potential ordinary shares which are antidilutive:	
Redeemable class A shares	22,000,000
Warrants (class A and B)	31,000,000
Total	**53,000,000**

There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of authorisation of these unaudited interim consolidated financial statements.

10. CASH IN ESCROW

Cash in escrow of EUR 22,059,979 (31 December 2023: EUR 22,060,816) consists of the gross proceeds from the Private Placement (See Notes 13.2 and 14). The cash held in escrow from the gross proceeds on the Private Placement is set aside to pay the following, in case of Business Combination: i) payment of class A shares for which the redemption right was exercised, net of any interest, fees and taxes, ii) fixed deferred listing commission (See Note 18), and iii) any remaining amount will be returned to the Company.

The fair value of cash in escrow approximates its carrying value as at 30 June 2024 (level 3).

For the financial period ended 30 June 2024, the positive interest on the cash in escrow amounts to EUR 258,423 presented as finance income in the interim consolidated statement of comprehensive income.

11. CASH AND CASH EQUIVALENTS

As at 30 June 2024, cash and cash equivalents amounts to EUR 25,000 (31 December 2023: EUR 27,916) and bank overdraft of EUR 5,005.

The fair value of cash and cash equivalents (level 3) approximate its carrying value as at 30 June 2024.

12. ISSUED CAPITAL AND RESERVES

Share capital – class B shares

As at 30 June 2024, the subscribed share capital amounts to EUR 120,000 consisting of 21,900,000 class B shares without nominal value.

Upon and following the completion of the Business Combination, the class B shares existing at that point in time shall convert into class A shares in accordance with the conversion schedule (the "Promote Schedule" in the "Glossary" of the Prospectus).

The class B shares will only have nominal economic rights (i.e., reimbursement of their par value, at best, in case of liquidation). The class B shares were not part of the Private Placement and are not listed on a stock exchange.

Share capital – class A shares

On 26 October 2023, the Company issued 22,000,000 redeemable class A shares with a par value of approximately EUR 0.00548 per share, together with class A warrants (together, a "Unit") for an aggregate price of EUR 1 per Unit, the nominal subscription price per class A warrant being EUR 0.001. The total proceeds allocated to class A shares, with the share premium amounts to EUR 20,239,632 after Private Placement costs of EUR 1,749,368. Because the class A shares are redeemable under certain conditions, the Management Board concluded that the class A shares do not meet the definition of an equity instrument as per IAS 32. Hence, the class A shares are considered as debt instruments (See Notes 3 and 14).

Other available reserve

On 25 October 2023, it was resolved to raise additional funding to the Company in the form of an equity contribution in cash without the issuance of new shares (account 115 of the Luxembourg standard chart of accounts) for a total amount of EUR 750,000 in order to cover for operating expenses.

Authorised capital

As at 30 June 2024, the authorized capital, excluding the issued share capital, of the Company is set at EUR 10,839,440 consisting of 1,978,000,000 shares without nominal value.

Legal reserves

The Company is required to allocate a minimum of 5% of its annual net profit to a legal reserve, until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed.

13. WARRANTS

13.1 *Class B warrants at fair value*

The Sponsor has subscribed for an aggregate of 20,000,000 Sponsor Warrants for a purchase price of EUR 0.15 per warrant or EUR 3,000,000 in total for the sponsor capital at-risk (the "Sponsor Capital At-Risk").

The Sponsor and the Company agreed to set off the amount due under a loan agreement in the amount of EUR 216,646.63, at the time of the incorporation of the Company in order to finance the Company's working capital requirements until the Private Placement, as amended (the "Shareholder Loan") against part of the aggregate subscription price payable by the Sponsor for these Sponsor Warrants. The Shareholder Loan was repaid during the period ended 31 December 2023.

The Sponsor Capital At-Risk will, next to the additional purchase price for the Sponsor Shares, be used to finance the Company's ongoing working capital requirements (including due diligence costs in connection with the Business Combination), Private Placement and Listing expenses, except for the Deferred Listing Commissions, that will, if and when due and payable, be paid from the Escrow Account.

The Sponsor Warrants will not be transferable, assignable or saleable (except to Permitted Transferees) until the consummation of the Business Combination. From the consummation of the Business Combination, Public Shares held by the Sponsor due to the exercise of Sponsor Warrants and due to the conversion of Sponsor Shares into Public Shares will be subject to the Sponsor Lock-Up.

On the issue date, the fair value of class B warrants was determined to be EUR 0.2069 per warrant using a combination of Monte Carlo and Binomial Tree valuation model (level 3). Class B warrants issued as Sponsor Capital At-Risk are valued at EUR 4,138,000.

The above valuation resulted in the recognition of a day-one gain of EUR 1,138,000.

As at 30 June 2024, the fair value of class B warrants was determined to be at nil (2023: EUR 6,272,000) as a result of the cancellation in full, against no consideration, of class B warrants, as part of the Business Combination closing, which took place as at 29 July 2024.

The above valuation resulted in the recognition of a net fair value gain of EUR 3,000,000 for the period from the issue date to 30 June 2024, and a net fair value gain of EUR 6,272,000 for the period from 1 January 2024 to 30 June 2024.

13.2 *Class A warrants at fair value*

On 27 October 2023, the Private Placement resulted in issuance of 22,000,000 Public Shares and 11,000,000 class A warrants (together, a "Unit").

Each Unit has a Unit Price of EUR 1.00 and consists of one Public Share with a subscription right for one half of a Class A Warrant. Each whole Class A Warrant entitles the holder thereof to purchase one Public Share at a price of EUR 1.15 per Public Share.

The Public Shares and Class A Warrants comprising the Units will be separated upon issuance and only the Public Shares will trade.

Fractional Class A Warrants will not be issued upon separation of the Units and may be neither exercised nor redeemed for cash. The Class A Warrants will not be admitted to trading or listed on the Frankfurt Stock Exchange.

On the issue date, the fair value of class A warrants was estimated at EUR 953,700 (EUR 0.0867 per warrant) using a combination of Monte Carlo and Binomial Tree valuation model (level 3), resulting in the recognition of a day-one gain of EUR 942,700.

As at 30 June 2024, the fair value of class A warrants was estimated to be EUR 4,251,500 (EUR 0.3865 per warrant) using a combination of Monte Carlo and Binomial Tree valuation model (level 3), resulting in the recognition of a net fair value loss of EUR 4,240,500 for the period from issue date to 30 June 2024 and a net fair value loss of EUR 2,866,600 for the period from 1 January 2024 to 30 June 2024. The significant inputs to the valuation model include the contractual terms of the warrants (i.e. exercise price, maturity), risk-free rates of German government bonds, volatility of the Company's potential target peers and volatility of the warrants by reference to traded warrants issued by similar listed special purpose acquisition companies.

Class A Warrant and each whole Class A Warrant entitles the holder to subscribe for one Public Share. The Class A Warrants will become exercisable 30 days after the consummation of the Business Combination. The Class A Warrants expire five years from the consummation of the Business Combination, or earlier upon redemption or liquidation.

14. REDEEMABLE CLASS A SHARES

On 27 October 2023, the Company issued 22,000,000 redeemable class A shares with a par value of EUR 0.00548, International Securities Identification Number ("ISIN") LU2699152265, (each a "Public Share" or a "Class A Share") and 11,000,000 class A warrants through a private placement. The Public Shares and Class A Warrants were issued in the Private Placement in the form of units, each consisting of one Public Share with a par value of EUR 0.00548 and one-half of a Class A Warrant (the "Unit"), at a price of EUR 1.00 per Unit. Holders of class A shares are entitled to one vote for each share. On the issue date, the redeemable class A shares are measured at amortised cost valued at EUR 20,239,632, net of transaction costs amounting to EUR 1,749,368.

Transaction costs, which are incremental costs that are directly attributable to the issuance of the class A shares and its subsequent listing to the Frankfurt Stock Exchange, were deducted from its initial fair value. The transaction costs include Listing Fee (See Note 18), legal fees, audit fees, accounting and administration fees, and CSSF fees.

As at 30 June 2024, the amortized cost of the redeemable class A shares amounts to EUR 21,527,960 after amortisation of EUR 1,288,328 calculated using the EIR method, of which EUR 904,191 was recognized in the financial period ended 30 June 2024. This amortization is presented as part of finance cost in the interim consolidated statement of comprehensive income. As at 30 June 2024, the fair value of Redeemable class A shares is estimated at EUR 22,000,000 which is the nominal value of the redemption price of the shares (level 3).

Class A Shareholders may request redemption of all or a portion of their class A shares in connection with the Business Combination, subject to the conditions and procedures set forth in the Articles of Association. Class A shares will only be redeemed under the following conditions, (i) the Business Combination is approved by the general meeting of shareholders and subsequently consummated, (ii) a holder of class A shares notifies the Company of its request to redeem a portion or all of its Class A shares in writing by completing a form approved by the Management Board for this purpose that will be included with the convening notice for the general meeting of shareholders and such notification is received by the Company not earlier than the publication of the notice convening the general meeting of shareholders for the approval of the Business Combination and (iii) the holder of Class A shares transfers its class A shares to a trust depositary account specified by the Company and/or blocked on the account of the redeeming shareholder, (ii) and (iii) both not later than two business days prior to the date of the general meeting of shareholders convened for the purpose of approving the Business Combination.

Each class A share that is redeemed shall be redeemed in cash for a price equal to the aggregate amount on deposit in the escrow account related to the proceeds from the Private Placement of the class A shares and warrants, divided by the number of the then outstanding class A Shares, subject to (i) the availability of sufficient amounts on the escrow account and (ii) sufficient distributable profits and reserves of the Company.

Because the class A shares are redeemable under certain conditions, the Management Board concluded that the class A shares do not meet the definition of an equity instrument as per IAS 32. Hence, the class A shares are considered as debt instruments (See Note 3).

15. TRADE AND OTHER PAYABLES

Trade and other payables amount to EUR 2,405,380 as at 30 June 2024 (31 December 2023: EUR 3,283,576).

Trade and other payables are related to legal and other services received by the Group. The carrying amounts of these approximate their fair value (level 3) as at 30 June 2024.

Out of the total trade and other payables, the Company has EUR 1,009,934 of unpaid overdue payables as at 30 June 2024, which break down as follows:

- Overdue since more than 6 months amounts to EUR 384,590;
- Overdue since more than 3 months (and less than 6 months) amounts to EUR 260,068;
- Overdue since more than 1 month (and less than 3 months) amounts to EUR 95,232; and
- Overdue in less than 1 month amounts to EUR 270,044.

As of the date of approval of the financial statements EUR 1,002,498 out of these balances was repaid.

16. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group conducted no operations and currently generated no revenue. The Group has no foreign currency transactions and no interest bearing loans. Hence, currently the Group is not exposed to foreign currency risks nor any interest rate risks.

Liquidity risks

Liquidity risk is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due.

The Company has completed its Private Placement and listing on the Frankfurt Stock exchange. The proceeds from the Private Placement are deposited in an escrow account. The amount held in the escrow account will only be released in connection with the completion of the Business Combination or the Company's liquidation. As at 30 June 2024, the Management Board believes that the funds available to the Group outside of the secured deposit account are sufficient to pay costs and expenses incurred by the Group prior to the completion of the Business Combination. Furthermore, the Group has financial instruments which are presented as current liabilities which does not impose any liquidity issues to the Group. The class A warrants amounting to EUR 4,251,500 (2023: EUR 1,384,900) are redeemable at the option of the Company (See Note 13.2) hence, does not pose any liquidity issues to the Group.

The table below summarizes the maturity profile of the Group's liabilities based on contractual undiscounted payments (excluding warrants as discussed above):

	Less than3 months EUR	**3 to 12 months EUR**	**Total 30 June 2024 EUR**
Redeemable class A shares	22,000,000	-	22,000,000
Trade and other payables	2,405,380	-	2,405,380
Payable to related party	104,500	-	104,500
Bank overdraft	5,005	-	5,005
	24,514,885	**-**	**24,514,885**

Capital management

The Management Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. In order to meet the capital management objective described above, the Group has raised funds through a Private Placement reserved to certain qualified investors inside and outside of Germany, and had the class A shares issued in the context of this Private Placement admitted to listing and trading on the Frankfurt Stock Exchange. The above-mentioned financial instruments issued as part of this Private Placement represent what the entity is managing as capital, although these instruments are considered as debt instruments from an accounting standpoint.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is currently exposed to credit risk from its financing activities, including deposits with banks and financial institutions as well as its receivables from related parties. No specific counterparty risk is being assessed as cash and cash equivalents are mostly deposited with a P-1 (Moody's) or A-2 (S&P's) rated bank.

17. RELATED PARTIES DISCLOSURES

Parties are considered to be related if one party has the ability to control the other or exercise significant influence over the other party in making financial or operational decisions.

Terms and conditions of transactions with related parties

As at 30 June 2024, receivables from related parties amounting to EUR 320,483 (31 December 2023: EUR 2,919,998) comprise of short-term, interest-free advances to related parties in the amount of EUR 113,473 (31 December 2023: EUR 2,899,999) (please also refer to note 19), and advance payment made to directors in the amount of EUR 207,010 (31 December 2023: EUR 20,000).

As at 30 June 2024, the payable to related parties amounting to EUR 104,500 (31 December 2023: EUR 44,499) relate to payments, short-term advances and overpayments made by related entities on behalf of the Company.

There have been no guarantees provided or received for any related party receivables or payables as at 30 June 2024.

Commitments with related parties

There are no commitments with related parties as at 30 June 2024, except those already disclosed in these consolidated financial statements.

Transactions with key management personnel

The Company has a receivable from directors amounting to EUR 207,010 (2023: EUR 20,000) pertaining to an advance payment made to directors. The amount is included in the receivables from related parties.

Aside from the above, there are no advances or loans granted to members of the Management Board as at 30 June 2024.

The Management Board and Supervisory Board members received remuneration during the period ended on 30 June 2024 as disclosed in Note 5 under “Directors fees”.

18. COMMITMENTS AND CONTINGENCIES

In accordance with the Prospectus, the Company will be liable to pay the below amounts which are contingent to certain events as follows:

- A business combination completion fee of 0.5% of the gross proceeds from the Private Placement less any cancellations of subscriptions, split between the joint bookrunners.

The Group has no other commitments and contingencies as at 30 June 2024.

19. EVENTS AFTER THE REPORTING YEAR

The following are the significant events after the reporting date:

- On 25 July 2024, the shareholders of the Company approved the Business Combination with BigRep GmbH.

- On 25 July 2024, the shareholders of the Company approved the change of the name of the Company from SMG Technology Acceleration SE to BigRep SE, and amendment and full restatement of the articles of association of the Company, effective as of that date.
- On 25 July 2024, the shareholders of the Company approved a reverse stock split of the existing 22,000,000 redeemable class A shares without nominal value and 21,900,000 class B shares without nominal value into 2,200,000 redeemable class A shares without nominal value and 2,190,000 class B shares without nominal value, respectively.
- On 25 July 2024, the shareholders of the Company approved the creation of a new class of shares, being class C shares, which are redeemable in accordance with article 430-22 of the Luxembourg law of 10 August 1915 on commercial companies, as amended and the articles of association of the Company, as amended.
- On 25 July 2024, the shareholders of the Company approved the change in the composition of the Management Board and Supervisory Board, respectively.
- On 29 July 2024, the Business Combination with BigRep GmbH was successfully completed. The Company now holds shares representing 100% of BigRep GmbH. The shares in BigRep GmbH were acquired in exchange of the issuance of 8,625,418 new Class A shares without nominal value, by the Company to BigRep GmbH former shareholders, for an aggregate subscription price of EUR 86,254,184, of which EUR 472,673 was allocated to the share capital, and EUR 85,781,511 was allocated to the share premium.
- On the day of the consummation of the Business Combination, i.e. 29 July 2024, the following transactions also took place as part of the Business Combination closing:
    - An additional 1,560,000 class B shares were issued to the Sponsor for an aggregate subscription price of EUR 85,488.
    - All outstanding 20,000,000 class B warrants previously held by the Sponsor were cancelled against no consideration.
    - An additional 2,100,000 class C shares were issued to certain public shareholders of the Company in exchange of 2,100,000 class A shares held by these shareholders.
    - All remaining 3,750,000 class B shares were automatically converted into class A shares of the Company at a ratio of 1 class B share to 1 class A share.
- Effective, 31 July 2024, the class A shares of the Company are trading on the Frankfurt Stock Exchange under the new symbol “B1GR”.

There are no other events or conditions after the reporting period requiring disclosure in or adjustment to the unaudited interim consolidated financial statements.