

# B&S

## B&S Group S.A.

Annual accounts as at 31 December 2023 and  
for the year then ended and report of the  
Réviseur d'entreprises agréé

14, RUE STRACHEN

L-6933 MENS D'ORF

GRAND DUCHY OF LUXEMBOURG

R.C.S. LUXEMBOURG: B 135944

SUBSCRIBED CAPITAL: € 5,050,639

# Company annual accounts 2023

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## Management report

### General

B&S Group S.A. (the “Company”) was incorporated in the Grand Duchy of Luxembourg on 13 December 2007 as a Société à responsabilité limitée. Its registered address is at 14 Rue Strachen, Mensdorf, Grand Duchy of Luxembourg. As per 8 March 2018, the Company changed its legal form from a private limited liability company (Société à responsabilité limitée) into a public company limited by shares (Société Anonyme). The Company is registered with the Chamber of Commerce under number B135944. As of 23 March 2018, the Company is listed on the Euronext Amsterdam. The Company did not hold own shares.

In accordance with its Articles of Association, the objective of the Company is the acquisition of and the participation in other companies and perform financing activities for the Company and its subsidiaries (the “Group”). The Company is the head of a group of companies, divided in the segments Liquors, Beauty, Personal Care, Food, Health and Travel Retail. As the Company is the head of a group of companies, the principal risks and uncertainties for the Company are coherent with the performance and liquidity of the subsidiaries within its group. Reference is made to the paragraph “More information” as per below.

### Strategy

The strategy of B&S Group has been updated and presented this to the markets on Capital Markets Day. A new strategy centred around autonomous and accountable segments with the view on the future, which is grounded in reality and is focused on sustainable growth and value creation.

Creating value for all stakeholders is core to our strategy and long-term growth path. We enable them all to connect through our unique supply chain solutions. We therefore focus on building and developing meaningful relationships with our key stakeholders through incorporating their perspectives, concerns and other inputs into our growth strategy. Our key stakeholder groups are customers, suppliers, employees, authorities, investors, and societal organisations.

As part of our new strategic outlook for 2024-2026 and to reflect upon the upcoming regulatory changes in the space of Sustainability Reporting, we further refined our materiality assessment. The materiality assessment formed the basis of our ‘Reach with Impact’ sustainability strategy. The outputs focusses on ‘sustainable value chain’, and ‘empowered people’,

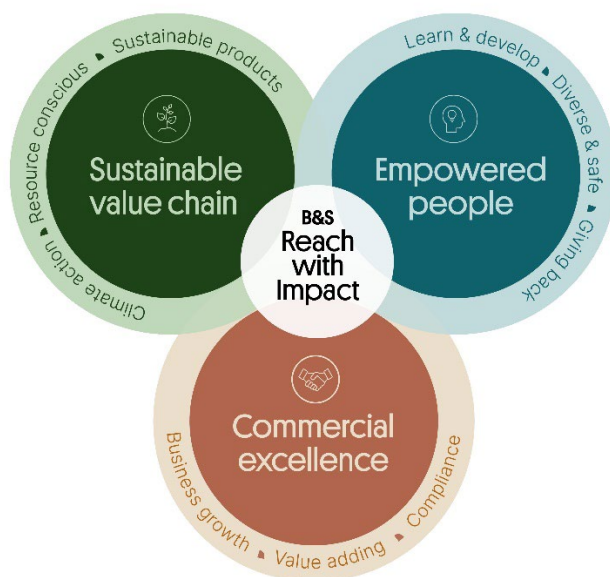
The main ambitions of B&S Group for the 2030 goals are:

- Decrease the environmental footprint of our own operations;
- Create business opportunities for a sustainable and future-proof value chain;
- Maintaining high ethical standards with all our stakeholders;
- Provide an entrepreneurial, safe, and inclusive environment;
- Attract, retain, and develop a workforce with the capabilities to support our growth strategy;
- Proactively give back to the community.

The main ambitions of B&S Group will mainly be impacted and implemented by the autonomous and accountable segments.

## The non-financial highlights 2023

The non-financial indicators of B&S Group will mainly be impacted and implemented by the autonomous and accountable segments.



## Financial performance

In 2023 the Company generated a net profit of € 27.2 million, compared to € 21.1 million last year. The generated result mainly stems from participating interests, which increased to € 31.2 million in 2023 (2022: € 23.8 million). In 2023 the Company employed four staff members (2022: 5). Staff costs amounted to € 0.7 million (2022: € 0.6 million). The Company's other operating expenses decreased to € 2.5 million (2022: € 2.7 million). The Company distributed a dividend of € 10.1 million during the financial year (2022: € 15.2 million).

As per 19 February 2024, the B&S Group S.A. and B&S International B.V. entered into extension and amendment Agreements with the banks, with the extension until 2026. B&S Group S.A. and B&S International B.V. entered into multiple, bilateral term loans and revolving credit facilities to provide surety and maturity to its financing portfolio while providing the necessary safeguard against working capital volatility. Since 2023, the unsecured, committed bank loans of € 175 million was drawn by B&S International B.V. instead of B&S Group S.A. Therefore, the amounts owed by affiliated undertakings and liabilities towards affiliated undertakings are transferred to B&S International B.V.

## Changes in the Executive Board and Supervisory Board

The former CEO and Chairman of the Executive Board Tako de Haan and former Vice-Chairman of the Supervisory Board Willem Blijdorp decided to resign from their respective positions on 19 February 2023 with immediate effect.

Peter van Mierlo was appointed by the Annual General Meeting ('AGM') of the Company as Executive Board member, serving as Chief Executive Officer ('CEO') as of 22 May 2023. In addition, Mark

Faasse, serving as Chief Financial Officer ('CFO') was appointed by the AGM as Executive Board member as of 22 May 2023.

On 22 May 2023 the AGM confirmed the appointment of Mr. Derk Doijer as Supervisory Board Member and chairman of the Supervisory Board as of 19 December 2022. In addition, on 22 May 2023 the AGM confirmed the appointment of Bert Tjeenk Willink as Supervisory Board Member as of 30 December 2022. Furthermore, on 22 May 2023, the AGM appointed Kim Smit as Supervisory Board Member as of 22 May 2023.

On 4 June 2023 Niels Groen, Member of the Executive Board since 2017 (re-appointed in 2020) and Managing Director, has announced that he will step down from his Board positions and leave the company.

During the Extraordinary General Meeting of the Company ('EGM') on 18 August 2023 the EGM appointed Ms. Erna Versteegden as Supervisory Board member.

### **More information**

Since the Company is a holding company with financing activities for the Group, for a proper understanding of the Company, this report should be read in conjunction with the Company's consolidated annual report.

As such, for detailed information regarding the developments of B&S Group, description of the corporate governance structure as well as the Group's management report, reference is made to the consolidated annual report. The Company's consolidated annual report, which is published according to the provisions of the Luxembourg law dated 19 December 2002 as amended, and on its website [www.bs-group-sa.com](http://www.bs-group-sa.com). The official version of the Annual Report B&S Group S.A. which includes the consolidated financial statements is the European Single Electronic Format (ESEF) version available with the Officially Appointed Mechanism (OAM) tool.

Luxembourg, 15 April 2024

## Report of the Réviseur d'entreprises agréé

To the Shareholders of  
B&S Group S.A.  
14, rue Strassen  
L-6933 Mensdorf  
Luxembourg

### *Report on the audit of the annual accounts*

#### Opinion

We have audited the annual accounts of B&S Group S.A. (the "Company"), which comprise the balance sheet as at 31 December 2023, 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 2023 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.

*Transactions with related parties - Refer to Notes 13 to the annual accounts.*

- a) Why the matter was considered to be one of most significance in our audit of the consolidated financial statements of the current period.

B&S Group S.A. and its subsidiaries (the "Group") has multiple transactions with related parties, not limited to purchases of products and services and rent of premises. These transactions are entered into with entities that one or more Board members have (joint) control or significant influence over, or other entities of the majority shareholders. The Supervisory Board and Executive Board members, as well as entities they control not being part of the Group, are considered to be related parties. There is an inherent risk that transactions with these related parties may not comply with the arm's length principle. Given the number and size of the Group's transactions with these related parties, and the potential magnitude of the risk of non-compliance with the arm's length principle, we have identified this area as a key audit matter.

- b) How the matter was addressed during the audit

Our procedures over the related party transactions include, but are not limited to:

- Obtaining an understanding of the Group's related party relationships and transactions as well as the design & implementation of related relevant controls;
- Discussing with the Supervisory Board, Executive Board and Audit & Risk Committee and other executive management representatives the business rationale and status of significant related party transactions;
- Obtaining from the Group's management the list of related parties and performing procedures over the completeness of the related party list such as comparison to information in the related party confirmations and to information based on open-source cross-checks;
- Analysing the documentation prepared by management for ensuring that transactions with related parties are complete and at arm's length;
- Involving specialists (forensic, IT, valuation and tax) in respect to the identification and arm's length nature of related party transactions;
- Obtaining and evaluating investigation reports, whistleblowing procedures, incidents register and correspondence with supervisory authorities and regulators as well as legal confirmation letters when relevant to assess the completeness of the related parties' transactions;
- Considering the adequacy and appropriateness of the disclosures provided on related party transactions.

*Other matter relating to comparative information*

The annual accounts of the Company as at and for the year ended 31 December 2022 were audited by another auditor who expressed an unmodified opinion on those annual accounts on 14 April 2023.



## Other information

The Board of Directors is responsible for the other information. The other information comprises the information stated in the annual report including the management report and the Corporate Governance Statement but does not include the annual accounts and our report of the “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 Board of Directors and Those Charged with Governance for the annual accounts

The Board of Directors is responsible for the preparation and fair presentation of the 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 Board of Directors determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

The Board of Directors is responsible for presenting and marking up 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 Board of Directors 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 Board of Directors 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 the “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 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 skepticism 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 Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report of the "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 the "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, 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 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 Shareholders on 18 December 2023 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 remained independent of the Company in conducting the audit.

We have checked the compliance of the annual accounts of the Company as at 31 December 2023 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 B&S Group S.A. as at 31 December 2023, identified as bsgroups-a-2023-12-31-en.xhtml, have been prepared, in all material respects, in compliance with the requirements laid down in the ESEF Regulation.

Our audit report only refers to the annual accounts of B&S Group S.A. as at 31 December 2023, identified as bsgroups-a-2023-12-31-en.xhtml, prepared and presented in accordance with the requirements laid down in the ESEF Regulation, which is the only authoritative version.

Luxembourg, 15 April 2024

KPMG Audit S.à r.l.  
Cabinet de révision agréé

Thierry Ravasio

Partner

## Balance sheet at 31 December 2023

x € 1,000	Note	31.12.2023	31.12.2022
<b>C. Fixed assets</b>		<b>283,497</b>	<b>277,384</b>
II Tangible assets		-	9
III Financial assets			
1. Shares in affiliated undertakings	4	283,497	277,375
<b>D. Current assets</b>	5	<b>390</b>	<b>428,278</b>
II Debtors			
2. Amounts owed by affiliated undertakings			
a) becoming due and payable within one year		-	420,531
3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests			
a) becoming due and payable within one year		-	687
4. Other debtors			
a) becoming due and payable within one year		319	421
IV Cash at bank and in hand		71	6,639
<b>E. Prepayments</b>	6	<b>-</b>	<b>1,035</b>
<b>Total (assets)</b>		<b>283,887</b>	<b>706,697</b>

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

## Balance sheet at 31 December 2023

x € 1,000	Note	31.12.2023	31.12.2022
<b>A. Capital and reserves</b>	<b>7</b>	<b>258,068</b>	<b>257,114</b>
I. Subscribed capital		5,051	5,051
IV. Reserves			
1. Legal reserve		524	524
4. Other reserves			
b) other non available reserves		241,384	232,282
V. Profit or loss brought forward		(16,127)	(1,807)
VI. Profit or loss for the financial year		27,236	21,064
<b>C. Creditors</b>	<b>8</b>	<b>25,819</b>	<b>449,583</b>
2. Amounts due to credit institutions			
b) becoming due and payable after more than one year		-	175,000
4. Trade creditors			
a) becoming due and payable within one year		1	351
6. Amounts owed to affiliated undertakings			
a) becoming due and payable within one year		8,071	270,205
7. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests			
a) becoming due and payable within one year		17,179	-
8. Other creditors			
a) Tax authorities		7	-
b) Social security authorities		-	10
c) Other creditors			
i) becoming due and payable within one year		542	4,017
ii) becoming due and payable after more than one year		19	-
<b>Total (capital, reserves and liabilities)</b>		<b>283,887</b>	<b>706,697</b>

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

## Profit and loss account for the year ended 31 December 2023

x € 1,000	Note	2023	2022
1. Net turnover		-	125
6. Staff costs	9	(694)	(622)
a) Wages and salaries		(669)	(591)
b) Social security costs		(25)	(31)
8. Other operating expenses	10	(2,462)	(2,686)
11. Other interest receivable and similar income		-	11,487
a) derived from affiliated undertakings		-	11,487
12. Share of profit or loss of undertakings accounted for under the equity method	4	31,196	23,772
14. Interest payable and similar expenses		(826)	(11,012)
a) concerning affiliated undertakings		(300)	(2,938)
b) other interest and similar expenses		(526)	(8,074)
15. Tax on profit or loss	11	22	-
16. Profit or loss after taxation		27,236	21,064
18. Profit or loss for the financial year		27,236	21,064

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

## Notes to the annual accounts

### 1. General

B&S Group S.A. (the "Company") was incorporated in the Grand Duchy of Luxembourg on 13 December 2007 as a Société à responsabilité limitée, for an unlimited period of time. Its registered address is at 14 Rue Strachen, Mensdorf, Grand Duchy of Luxembourg. The Company is registered with the trade and companies register of Luxembourg (RCS) under number B135944.

As per 8 March 2018, the Company changed its legal form from a private limited liability company (Société à responsabilité limitée) into a public company limited by shares (Société Anonyme). As of 23 March 2018, the Company is listed on the Euronext Amsterdam.

The Company's financial year begins on 1 January and ends on 31 December of each year.

In accordance with its Articles of Association, the objective of the Company is the acquisition of and the participation in other companies and performing financing activities for the Company and its subsidiaries (the "Group").

The Company also prepares consolidated financial statements, which are published according to the provisions of the Luxembourg law dated 19 December 2002 as amended, and on its website [www.bs-group-sa.com](http://www.bs-group-sa.com). The official version of the Annual Report B&S Group S.A. which includes the consolidated financial statements is the European Single Electronic Format (ESEF) version available with the Officially Appointed Mechanism (OAM) tool.

#### 1.1 Basis of preparation

The annual accounts are prepared in accordance with legal and regulatory requirements in Luxembourg (Lux GAAP).

The annual accounts of the Company are expressed in Euros, all financial information in Euros is rounded to the nearest thousand unless otherwise stated.

The annual accounts have been prepared under the historical cost convention except for the use of the net equity method for Shares in affiliated undertakings.

Expenses and income are attributed to the year to which they relate. Profits are only recognised to the extent to which they have been realised on the balance sheet date.

Provisions are intended to cover possible losses or debts, 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 as to the date on which they arise.



## 1.2 Going concern

The Executive Board has, at the time of approving the annual accounts, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual accounts.

## 1.3 Foreign currencies

The annual accounts of the Company are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the annual accounts, the results and financial positions are expressed in Euros, which is the functional currency of the Company and the presentation currency for the annual accounts. In preparing the annual accounts, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions.

At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the balance sheet date. Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated.

For the purpose of presenting annual accounts, the assets and liabilities of the Company's foreign operations are expressed in Euros using exchange rates prevailing at the balance sheet date.

Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used.

The unrealised exchange differences arising due to the investments in affiliated undertakings, if any, are classified as equity and recognised in the Group's foreign currency translation reserve. Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

## 2. Principles of valuation of assets and liabilities

### 2.1 Financial assets

Shares in affiliated undertakings are valued using the net equity method insofar as this value is not less than nil.

At the date of acquisition, the shares in affiliated undertakings are recorded at the amount corresponding to the proportion of the capital and reserves represented by the affiliated undertakings, which is determined on the basis of the accounting principles applied by the parent company.

With the incorporation of B&S Group S.A., the affiliated undertaking in B&S Investments B.V., the Netherlands has not been valued at acquisition costs per the date of 13 December 2007, but at the

amount corresponding to the proportion of net equity of B&S Investments B.V., the Netherlands attributable to B&S Group S.A. as per article 58 of the law of 19 December 2002, as amended.

Subsequently, the proportion of the net profit or loss attributable to the shares in the affiliated undertakings is shown in the profit and loss account on a separate line item "Share of profit or loss of undertakings accounted for under the equity method". An unavailable reserve for distribution is booked in equity for the portion of the result above the amount of dividends already received or the payment of which can be claimed. When a dividend has been received from the affiliated undertakings or the payment can be claimed, the amounts are reclassified from other non unavailable reserves to profit or loss brought forward.

Where the Company considers that financial assets have suffered a durable decline in value, a value adjustment is recorded to reflect this impairment. These value adjustments are reversed if the reasons for which the value adjustments were made have ceased to apply.

## 2.2 Debtors and creditors

Debtors (receivables) are valued at their nominal value. They are subject to value adjustments where their recovery is compromised. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

Creditors (short-term liabilities) 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.

The Board of directors has received a share incentive plan. The amounts payable to the Board of Directors in respect of share appreciation rights (SARs), which are settled in cash, is recognised as an expense with a corresponding increase in liabilities, over the period during which the employees become unconditionally entitled to payment. The liability is remeasured at each reporting date and at settlement date based on the fair value of the SARs. Any changes in the liability are recognised in profit or loss.

## 2.3 Prepayments

Prepayments include expenditures paid during the financial year but relating to subsequent financial years.

# 3. Principles for the determination of the profit and loss account

## 3.1 Other operating expenses

Operating expenses and rental charges are recognised as an expense in the period in which they occurred.

### 3.2 Share of profit or loss of undertakings accounted for under the equity method

Where significant influence is exercised over participations, the Group's share in the participations' results is included in the profit and loss account. This result is determined on the basis of the accounting principles applied by the parent company.

For presentation purposes this caption has been changed from "Income from participating interests" in 2022 to "Share of profit or loss of undertakings accounted for under the equity method" for better representation according to the accounting standards. We refer to principles of valuation of the financial assets in note 2.1.

### 3.3 Tax on profit or loss

Corporate income tax is calculated at the applicable rate on the result for the financial year, taking into account permanent differences between profit calculated according to the annual accounts and profit calculated for taxation purposes.

## 4. Financial assets

The principal affiliated undertakings of the Company are as follows:

	31.12.2023	31.12.2022
B&S Investments B.V., the Netherlands	100%	100%
World Class Products GmbH, Switzerland	100%	100%
World Supply Services AG, Switzerland	100%	100%
Liro Holding S.A., Luxembourg	100%	100%
JTG WWL S.à r.l., Luxembourg	91.8%	91.8%
Miro Holdings S.A., Luxembourg	100%	100%
Niro Holding S.A., Luxembourg	100%	100%

Investments in affiliated undertakings can be specified as follows:

x € 1,000	2023	2022
Balance as at 1 January	277,375	250,443
Transactions with minority shareholders	(11,696)	(2,697)
Share of profit of participations	31,196	23,772
Cash flow hedge	-	1,535
Exchange rate result	(2,981)	4,289
Received dividend	(8,859)	-
Other changes	(1,538)	33
Balance as at 31 December	283,497	277,375

On a yearly basis, the Company considered whether the financial assets have suffered a durable decline in value. The Company concluded, based on the applied net equity method of the affiliated undertakings under Lux GAAP and the budgets and business plans that the financial assets do not result in value adjustments to reflect impairments.

### Transactions with minority shareholders

On 20 September 2023 the Group sold 24.5% of the shares of Top Care Distribution S.L.U. for an amount of € 405,000. Following this transaction, the stake in Top Care decreased from 75.5% to 51.0%. The difference between the sale price and book value of sold interest in the assets and liabilities is accounted for in retained earnings and amounts to € 509,000.

At 22 November 2023 the Group acquired an additional 12.5% of the shares of Fnet Acquisition Company LLC and FNC International B.V. for an amount of € 21,927,000 of which € 9,623,000 is deferred over a period of seven years in equal instalments. Following this transaction, the stake in Fnet Acquisition Company LLC and FNC International B.V. increased from 75% to 87.5%. The difference between the acquisition price and book value of purchased interest in the assets and liabilities is accounted for in retained earnings and amounts to € 9,925,000.

## 5. Current assets

The current assets can be specified as follows:

x € 1,000	31.12.2023	31.12.2022
Amounts owed by affiliated undertakings	-	420,531
Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	-	687
Tax receivables	244	148
Other receivables and accrued income	75	273
Cash at bank	71	6,639
	<u>390</u>	<u>428,278</u>

The amounts owed by affiliated undertakings and undertakings with which the undertaking is linked by virtue of participating interests comprises of receivables with respect to financing of these undertakings and for services provided to the undertakings. Refer to note 8 amounts due to credit institutions. The (current) receivable position is accepted by both the Company and the undertakings. None of the receivables are past due at the balance sheet date. No value adjustments (provisions for impairment) needed to be recorded.

## 6. Prepayments

The prepayments consists of the arrangement fees and are amortised over the period of the debt.

## 7. Capital and reserves

### Subscribed capital

The Company's corporate capital is fixed at € 5,050,639. The capital of the Company is divided in 84,177,321 ordinary shares with a nominal value of € 0.06 each. Prior to the listing of the Company on Euronext Amsterdam at 23 March 2018 the share capital was split by a factor of approximately 400. There are no movements in the share capital, as well as the number of shares outstanding, in 2023 and 2022. The Company did not hold own shares. The Company has not issued preference shares.

## Movement for the financial year on the reserves and the profit or loss

The movements on the reserves and the profit or loss during the period are as follows:

x € 1,000		2023		
	Legal reserve	Other non available reserves	Profit or loss brought forward	Profit or loss for the financial year
Opening balance as at 01.01.2023	524	232,282	(1,807)	21,064
Allocation of previous year results	-	-	21,064	(21,064)
Profit for the year	-	31,196	(31,196)	27,236
<i>Other transactions:</i>				
* Dividend paid	-	-	(10,101)	-
* Received dividends of affiliated undertakings	-	(8,859)	8,859	-
* Transactions with minority shareholders	-	(11,696)	-	-
* Foreign currency translation	-	-	(2,981)	-
* Other movements	-	(1,539)	35	-
<b>Subtotal</b>	<b>-</b>	<b>(22,094)</b>	<b>(4,188)</b>	<b>-</b>
Closing balance as at 31.12.2023	524	241,384	(16,127)	27,236

### Legal reserve

In accordance with Luxembourg law, 5% of the net profits has to be transferred to a non distributable legal reserve until such reserve reaches 10% of the issued share capital. The Company reached the maximum allocation of 10% of the issued share capital.

### Other non available reserves

This concerns the non available reserve for distribution which is booked in the reserves for the portion of the result above the amount of dividends already received or the payment of which can be claimed, including the sale or purchase of share to or from minority shareholders. When a dividend has been received from the affiliated undertakings or the payment can be claimed, the amounts are reclassified from other non unavailable reserves to profit or loss brought forward.

### Profit or loss brought forward

The profit or loss brought forward comprises all cumulative profit or loss movements less cumulative changes.

The movement can be specified as follows:

x € 1,000	2023	2022
Balance as at 1 January	(1,807)	(4,501)
Allocation of previous year results	21,064	35,405
Share of profit or loss of undertakings accounted for under the equity method (note 4)	(31,196)	(23,772)
Transfer from 'Other non available reserves'	8,859	389
Dividend paid	(10,101)	(15,152)
Effective portion of changes in fair value of cash flow hedges	-	1,535
Foreign currency translation	(2,981)	4,289
Other changes	35	-
Balance as at 31 December (before profit appropriation)	(16,127)	(1,807)

## 8. Creditors

The item 'Creditors' can be specified as follows:

x € 1,000	31.12.2023	31.12.2022
Amounts due to credit institutions	-	175,000
Trade creditors	1	351
Liabilities towards affiliated undertakings	8,071	270,205
Liabilities towards undertakings with which the undertaking is linked by virtue of participating interests	17,179	-
Taxes authorities	7	-
Social security authorities	-	10
Other creditors	561	4,017
	25,819	449,583

### Amounts due to credit institutions

The B&S Group S.A. and B&S International B.V. ("the contract parties") have entered into multiple, bilateral term loans and revolving credit facilities to provide surety and maturity to its financing portfolio while providing the necessary safeguard against working capital volatility. The bilateral agreements are entered into with five major European banks and are provided on equal terms and conditions. Unlike with previous borrowings and credit facilities, no assets have been pledged as security for the loans and borrowings provided. Instead, guarantees of companies within the Group are provided.

The unsecured, committed bank loans of € 175,000,000, originally maturing in 2024, and consisting of three fully drawn term loans, have been extended and are to be fully repaid at maturity in 2026. Since 2023, this unsecured, committed bank loan was drawn by B&S International B.V. instead of B&S Group S.A.

The original, unsecured, committed revolving credit facilities of € 145,000,000 were entered into for three years until the end of 2024 with two extension options for one year each. The contract parties have exercised both extension options for € 125,000,000 until 2026, while one of the revolving facilities has been increased with € 25,000,000, also until 2026, for a total amount available under the revolving credit facilities of € 170,000,000. The revolving credit facilities are drawn on demand utilising multicurrency ancillary facilities. An amount of € 65,276,000 has been drawn by B&S International B.V. as borrower.

In addition to the committed facilities, the contract parties have also entered into various uncommitted, bilateral credit lines for a total of € 190,000,000 for working capital and cash management purposes. Similar to the revolving credit facilities, these facilities are drawn on demand using ancillary facilities. An amount of € 12,856,000 has been drawn by B&S International B.V. as borrower.

Furthermore, the contract parties have agreed upon an uncommitted accordion option with four of the five banks for a total amount of € 75,000,000, which can be used as surge capacity for general corporate and working capital purposes. When exercised, this accordion option will be included, as applicable, in the unsecured, committed revolving credit facilities until 2026.

The following financial covenants are applicable on consolidated B&S Group S.A. figures:

- Leverage Ratio: Net Debt / Adjusted EBITDA;
- Interest Coverage Ratio: Adjusted EBIT to Net Finance Charge.

Net Debt is defined as all borrowings of members of the B&S Group, excluding intercompany obligations, pension and post-employment liabilities/obligations, and contingent liabilities, after deducting cash and cash equivalent investments of any member of the B&S Group.

Adjusted EBIT is defined as the consolidated Operating result of the B&S Group (including the results from discontinued operations) for the last twelve months (the Relevant Period) before taking into account any exceptional items, plus or minus the B&S Group's share of the profits or losses of non-Group entities, before taking into account any unrealised gains or losses on any derivative instrument and before taking into account any gains or losses arising from a revaluation of any other asset, plus any amounts claimed under loss of profit, business interruption or equivalent insurances, and excluding the charge to profit represented by the expensing of stock options and similar non cash-pay management and employee incentive schemes.

Adjusted EBITDA is defined as EBIT for the Relevant Period, after adding back any amount attributable to the amortisation or depreciation or impairment of assets of members of the B&S Group, including (a) the operating profit before interest, tax, depreciation, amortisation and impairment charges of a member of the B&S Group (or attributable to a business or assets) acquired during the Relevant Period as if the acquisition occurred on the first day of such Relevant Period; and (b) excluding the operating profit before interest, tax, depreciation, amortisation and impairment charges attributable to any member of the B&S Group (or to any business or assets) disposed of during the Relevant Period for that part of the Relevant Period as if the disposal occurred on the first day of such Relevant Period.



Net Finance Charge is defined as the aggregate amount of the accrued interest, commission, fees, discounts, prepayment fees, premiums or charges, and other finance payments paid by any member of the B&S Group, excluding capitalized interest and any upfront fees and costs and including the interest element in financial leases and any commissions, fees, or discounts of any interest rate hedging instrument, minus any accrued interest related to changes in deferred payments or option arrangements during the Relevant Period.

Net Debt, Adjusted EBIT, Adjusted EBITDA and Net Finance Charge are used to calculate the financial covenants in the B&S Group.

The quarterly tested financial covenants under the financing arrangements with the B&S Group's financial institutions are:

- A maximum Leverage Ratio of 4.0x at the end of Q1 and Q2, of 4.25x at the end of Q3, and of 3.75x at the end of Q4 to accommodate the seasonal working capital pattern of the Group
- A minimum Interest Coverage Ratio of 4.0x at the end of Q1 and Q2, of 3.75x at the end of Q3, and of 4.25x at the end of Q4.

#### **Other creditors**

The other creditors includes cash-settled share appreciation rights (SARs).

On 22 February 2021, B&S Group S.A. granted 145,000 share appreciation rights to the former CEO and former CFO at the time, that entitled them to a cash payment after three years of service. All SARs were forfeited per year-end 2022.

On 22 May 2023, B&S Group S.A. granted 84,254 SARs to the CEO, CFO and Senior Counsel that entitle them to a cash payment after three years of service. All SARs are still outstanding at 31 December 2023 and none have vested yet. The SARs can be exercised during three years after vesting (from 22 May 2026 to 22 May 2029). The amount of the cash payment is determined based on the increase in the share price of the Group between grant date and the time of exercise. Total carrying amount of liabilities for SARs as per 31 December 2023 is € 19,000. An amount of € 19,000 related to the cash-settled share-based payments (SARs) has been recognised in the staff costs.

## **9. Staff costs**

In 2023, the Company employed four members of staff (2022: five).

## 10. Other operating expenses

The other operating expenses can be specified as follows:

x € 1,000	2023	2022
Personnel related costs	125	50
Office costs	74	66
Marketing costs	4	1
ICT expenses	17	17
External advisory costs	1,859	1,835
Other operating expenses	383	717
	<u>2,462</u>	<u>2,686</u>

The costs of KPMG Audit S.à.r.l., Luxembourg for the audit of the company annual accounts, which are directly attributable to the financial year to the Company are incorporated in the 'External advisory costs' and amount to € 521,000. The fees are related to the total fees for the audit of the company annual accounts and the Group Audit of B&S Group S.A. of the year.

For detailed information regarding the external audit fees of B&S Group, reference is made to the consolidated financial statements.

## 11. Tax on profit or loss

The taxation can be specified as follows:

x € 1,000	2023	2022
Result before taxation	27,214	21,064
Less: Share of profit of undertakings accounted for under the equity method	(31,196)	(23,772)
Other income not subject to income tax	-	(125)
	<u>(3,982)</u>	<u>(2,833)</u>
Tax charge current financial year	22	-
Tax charge previous financial years	-	-
<b>Tax on profit or loss</b>	<u>22</u>	<u>-</u>

## 12. Off balance sheet commitments

### Rental and lease agreements

The Company makes use of an office in Mensdorf with a remaining rental term of 1 year. Rental costs are € 58,000 per year.

## 13. Emoluments granted to the members of the management and supervisory bodies

### Remuneration of members of the Executive Board and Supervisory Board

The remuneration of members of the Executive Board and Supervisory Board charged to the B&S Group result amounted to:

x € 1,000	2023	2022
Executive Board	2,663	1,359
Supervisory Board	260	290
	<u>2,923</u>	<u>1,649</u>

The remuneration of members of the Executive Board are partly not carried by the Company. The remuneration of members of the Supervisory Board costs are accounted for in the other operating expenses.

As of 31 December 2023 and 2022, the Company did not have any outstanding loans or advances to members of B&S Group's Executive Board and Supervisory Board or key management personnel and had not given any guarantees for the benefit of any member of B&S Group's Executive Board and Supervisory Board or key management personnel.

## 14. Profit appropriation

### Profit appropriation according to the Articles of Association

The Articles of Association, as stipulated in Article 31, can be summarised as follows:

The Company may make distributions from the distributable profit to the shareholders, only insofar as its equity exceeds the capital increased by the reserves that must be maintained by law.

Profit will be distributed after adoption of the annual accounts evidencing that such distribution is permitted.

When calculating the appropriation of the profit, the shares held by the Company in its own capital will not be counted, unless those shares are encumbered with a pledge and the pledgee is entitled to the profit.

A distribution can be made only by resolution of the General Meeting.

Interim dividends may be distributed anytime, after the Executive Board draw up interim accounts which show sufficient profits and other reserves, after approval of the Supervisory Board, and after a report from the supervisory auditors (commissaires/Rechnungsprüfer(n)) or the statutory auditors (réviseurs d'entreprises agréés/zugelassene Abschlussprüfern), as applicable, in which the report addressed to the Executive Board must verify whether the above conditions have been met.

### **Proposed appropriation of the result for 2023**

The Executive Board, after consideration of distributable reserves in affiliated undertaking, proposes the transfer of an amount of € 13,500,000 from other non available reserves to profit or loss brought forward. After this approval the Executive Boards proposes to pay a dividend of € 13,468,000 from the profit and loss brought forward and to add € 13,768,000 to the reserves. The annual accounts do not yet reflect these proposals.

### **Profit appropriation 2022**

The 2022 annual accounts were approved during the General Meeting on 22 May 2023. The General Meeting approved the proposed profit appropriation.

## **15. Subsequent events**

On 11 January 2024, B&S Group S.A. announced that it will acquire an additional 24.17% of the shares in Topbrands Europe B.V. On 10 January 2024, the minority shareholder of Topbrands Europe B.V. has indicated to exercise his put option, for 24.17% of the shares of Topbrands Europe B.V. The transaction took place on 23 January 2024. The draft exercise price is € 46.9 million of which 50% has been paid on 23 January 2024. The remaining amount will be paid one year after closing. After the transaction B&S Group S.A. holds 95.00% of the shares in Topbrands Europe B.V.

There were no other material events after 31 December 2023 that would have changed the judgement and analysis by Management of the financial condition as at 31 December 2023 or the result for the year of the Company.

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