

# **Sonnedix Luxembourg Holdco 2 S.à r.l.**

**Financial statements as at 31 December 2024 and for the year**

**from 1 January 2024 to 31 December 2024**

**and report of the Independent Auditor**

Address of the registered office:  
28, Boulevard F.W. Raiffeisen  
L-2411, Luxembourg  
R.C.S. Luxembourg: B206641  
Share capital: EUR 12,501

## Table of contents

	<b><u>Pages</u></b>
Financial statements	
- Independent Auditor's report	<b>2-4</b>
- Statement of profit or loss and other comprehensive income	<b>5</b>
- Statement of financial position	<b>6</b>
- Statement of changes in equity	<b>7</b>
- Statement of cash flows	<b>8</b>
- Notes to the financial statements	<b>9 - 22</b>







**Sonnedix Luxembourg Holdco 2 S.à r.l.**

**Statement of profit or loss and other comprehensive income**  
for the year from 1 January 2024 to 31 December 2024

*(All amounts in Euro unless otherwise stated)*

	Notes	From 1 January 2024 to 31 December 2024	From 1 January 2023 to 31 December 2023
Other income	4	-	24,342
<b>Total Income</b>		-	<b>24,342</b>
Administrative expenses	4	(46,706)	(42,269)
<b>Operating loss</b>		<b>(46,706)</b>	<b>(17,927)</b>
Tax expense	9	(4,815)	(1,146)
<b>Net loss for the year</b>		<b>(51,521)</b>	<b>(19,073)</b>
Other comprehensive income		-	-
<b>Total comprehensive loss for the year</b>		<b>(51,521)</b>	<b>(19,073)</b>

The accompanying notes are an integral part of these financial statements.

**Sonnedix Luxembourg Holdco 2 S.à r.l.**

**Statement of financial position**  
as at 31 December 2024

*(All amounts in Euro unless otherwise stated)*

	Notes	31/12/2024	31/12/2023
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investment in a subsidiary	5	7,474,090	6,716,110
<b>Total non-current assets</b>		<b>7,474,090</b>	<b>6,716,110</b>
<b>Current assets</b>			
Cash and cash equivalents	6	71,873	122,932
<b>Total current assets</b>		<b>71,873</b>	<b>122,932</b>
<b>Total assets</b>		<b>7,545,963</b>	<b>6,839,042</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Share capital	7	12,501	12,501
Share premium	7	5,345,013	5,345,013
Capital contribution	7	2,578,011	1,820,031
Losses brought forward		(359,619)	(340,546)
Net result of the year		(51,521)	(19,073)
<b>Total equity</b>		<b>7,524,385</b>	<b>6,817,926</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables	8	21,578	18,658
Current tax liability	9	-	2,458
<b>Total liabilities</b>		<b>21,578</b>	<b>21,116</b>
<b>Total equity and liabilities</b>		<b>7,545,963</b>	<b>6,839,042</b>

The accompanying notes are an integral part of these financial statements

**Sonnedix Luxembourg Holdco 2 S.à r.l.**

**Statement of changes in equity**  
for the from 1 January 2024 to 31 December 2024

*(All amounts in Euro unless otherwise stated)*

	Share capital	Share premium	Capital Contribution	Losses brought forward	Net result of the year	Total Equity
<b>Balance as at 1 January 2024</b>	<b>12,501</b>	<b>5,345,013</b>	<b>1,820,031</b>	<b>(340,546)</b>	<b>(19,073)</b>	<b>6,817,926</b>
<b>Allocation of the preceding year result</b>	-	-	-	<b>(19,073)</b>	<b>19,073</b>	-
Capital contribution	-	-	757,980	-	-	757,980
Loss for the year	-	-	-	-	(51,521)	(51,521)
Other comprehensive income	-	-	-	-	-	-
<b>Total comprehensive loss for the year</b>	-	-	-	-	<b>(51,521)</b>	<b>(51,521)</b>
<b>Balance as at 31 December 2024</b>	<b>12,501</b>	<b>5,345,013</b>	<b>2,578,011</b>	<b>(359,619)</b>	<b>(51,521)</b>	<b>7,524,385</b>

  

	Share capital	Share premium	Capital Contribution	Losses brought forward	Net result of the year	Total Equity
<b>Balance as at 1 January 2023</b>	<b>12,501</b>	<b>5,430,013</b>	<b>1,137,250</b>	<b>(225,382)</b>	<b>(115,164)</b>	<b>6,154,218</b>
<b>Allocation of the preceding year result</b>	-	-	-	<b>(115,164)</b>	<b>115,164</b>	-
Capital contribution	-	-	682,781	-	-	682,781
Loss for the year	-	-	-	-	(19,073)	(19,073)
Other comprehensive income	-	-	-	-	-	-
<b>Total comprehensive loss for the year</b>	-	-	-	-	<b>(19,073)</b>	<b>(19,073)</b>
<b>Balance as at 31 December 2023</b>	<b>12,501</b>	<b>5,345,013</b>	<b>1,820,031</b>	<b>(340,546)</b>	<b>(19,073)</b>	<b>6,817,926</b>

The accompanying notes are an integral part of these financial statements.



**Sonnedix Luxembourg Holdco 2 S.à r.l.**

**Statement of cash flows**  
for the year from 1 January 2024 to 31 December 2024

*(All amounts in Euro unless otherwise stated)*

	Notes	From 1 January 2024 to 31 December 2024	From 1 January 2023 to 31 December 2023
<b><i>Cash flows from operating activities</i></b>			
Loss before tax		(46,706)	(17,927)
<i>Working capital changes:</i>			
Trade and other payables	8	2,920	(30,799)
Taxes	9	(7,273)	(1,146)
<b>Net cash flows used in operating activities</b>		<b>(51,059)</b>	<b>(49,872)</b>
<b><i>Cash flows from investing activities</i></b>			
Capital contribution to the subsidiary	5	(757,980)	(682,781)
<b>Net cash flows used in investing activities</b>		<b>(757,980)</b>	<b>(682,781)</b>
<b><i>Cash flows from financing activities</i></b>			
Capital contribution from the shareholder		757,980	682,781
<b>Net cash flows used in financing activities</b>		<b>757,980</b>	<b>682,781</b>
Net decrease in cash and cash equivalents		<b>(51,059)</b>	<b>(49,872)</b>
Bank overdrafts		<b>(1,219)</b>	<b>(1,219)</b>
Cash and cash equivalents at the beginning of the year without bank overdrafts		<b>124,151</b>	<b>174,015</b>
<b>Cash and cash equivalents at the year end</b>	6	<b>71,873</b>	<b>122,932</b>

The accompanying notes are an integral part of these financial statements.

**Notes to the financial statements**

**1. Company information**

Sonnedit Luxembourg Holdco 2 S.à r.l. (formerly known as Vela Energy Luxembourg Holdco 2 S.à r.l.) (the “Company”) was incorporated on 26 May 2016 as société à responsabilité limitée, for an unlimited period and is governed under the laws of Grand Duchy of Luxembourg.

The object of the Company is the acquisition, holding and disposal of interests in Luxembourg and/or in foreign companies and undertakings, as well as the administration, development and management of such interests.

The Company may provide loans and financing in any other kind or form or grant guarantees or security in any other kind or form, in favour of the companies and undertakings forming part of the group of which the Company is a member.

The Company may also invest in real estate, in intellectual property rights or any other movable or immovable assets in any kind or form.

The Company may borrow in any kind or form and issue bonds, notes or any other debt instruments as well as warrants or other share subscription rights.

In a general fashion, the Company may carry out any commercial, industrial or financial operation, which it may deem useful in the accomplishment and development of its purposes.

The registered office of the Company is established in Luxembourg, 28, Boulevard F.W. Raiffeisen, L-2411, Grand Duchy of Luxembourg and the Company is registered with the Registre de Commerce under the number B206641.

The Company is a wholly owned subsidiary of Sonnedit Luxembourg Holdco 1 S.C.A. (the “Parent”).

The financial year of the Company starts on 1 January and ends on 31 December of each year.

The financial statements of the year 2024 were approved by the Board of Managers Meeting on 23 May 2025.

**2. Summary of significant accounting policies**

**2.1. Basis of presentation**

These financial statements of the Company have been prepared in accordance with the International Financial Reporting Standards as adopted by the European Union, (“IFRS”), on an unconsolidated basis, and with the applicable Luxembourg legal and regulatory requirements.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the Company’s accounting policies. Details on significant accounting judgements, estimates and assumptions are provided under Note 3.

These financial statements have been prepared on a historical cost basis. These financial statements have been prepared on a going concern basis.

**Notes to the financial statements**

**2. Summary of significant accounting policies (continued)**

**2.1. Basis of presentation (continued)**

The Company holds investment in a wholly owned subsidiary Sonnedix España EquityCo S.L. (formerly known as Vela Energy Equityco S.L.), which is incorporated in Spain. Sonnedix Luxembourg Holdco 1 S.C.A. (the parent), owns 100% shares of the Company and is controlled by Sonnedix Holdco Spain, B.V. incorporated in the Netherlands.

In accordance with the legal provisions in Title II of the Law of December 19, 2002, these annual accounts were presented on a non-consolidated basis for the approval of the shareholder during the Annual General Meeting. The Company has opted for an exemption conferred on it by the Article 1711-5 of the Luxembourg Company Law to draw up the consolidated financial statements, as the Group (the Company and its subsidiaries) is being consolidated in the financial statements of the entity Sonnedix España, S.L.U. (the "Ultimate parent"), which can be found at the registered office located at C/Príncipe de Vergara 108, 12<sup>th</sup> Floor, 28002 Madrid, Spain. Accordingly, these financial statements are the separate financial statements of the Company.

**2.2. Changes in accounting policies and disclosures**

Amendments to IAS 1 - Classification of Liabilities as Current or Non-current. The amendments to IAS 1 specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

In addition, an entity is required to disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

The amendments have not had an impact on the classification of the Group's liabilities.

**2.3. Operating Segments**

The financing activities of the Company are managed as one single business unit and one reportable segment.

**2.4. Investment in subsidiary**

A subsidiary is an entity that is controlled by the Company. The Company controls an investee when it 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.

Investment in subsidiary is stated at cost less accumulated impairment losses, if any.

**2.5. Financial instruments**

**a) Financial assets**

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI) or fair value through profit or loss.

**Notes to the financial statements**

**2.5. Financial instruments (continued)**

**a) Financial assets**

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collection contractual cash flows, selling the financial assets, or both.

All financial assets are initially measured their fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

***Subsequent measurement***

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

***Impairment of financial assets***

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted as an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

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

**b) Financial liabilities**

***Classification of debt or equity***

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

***Initial recognition and measurement***

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, as appropriate. 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.

The Company's financial liabilities include accrual liabilities and amounts owed to related party.

**Notes to the financial statements**

***Subsequent measurement***

The measurement of financial liabilities depends on their classification, as described below:

*Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purposes of repurchasing in the near term. This category also includes derivative financial instruments entered by the Company that are not designated as hedging instruments in hedge relationships. 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 statement of profit or loss.

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 are satisfied. The Company has not designated any financial liability as at fair value through profit or loss.

*Other financial liabilities*

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective rate method.

The effective rate method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition

*Derecognition*

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. 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 statement of profit or loss.

**2.6. Cash and cash equivalents**

Cash and cash equivalents in the statement of financial position may comprise cash at banks and on hand and short-term deposits with a maturity of three months or less, which are subject to an insignificant risk of changes in value.

**2.7. 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.

**Notes to the financial statements**

**2. Summary of significant accounting policies (continued)**

**2.7. Fair value measurement (continued)**

The managers consider that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values.

The principal or the most advantageous market must be accessible by the Company.

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

For the purpose of fair value disclosures, the Company 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.

**2.8. Taxes**

***Current income 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 Company operates and generates taxable income.

**Notes to the financial statements**

**2. Summary of significant accounting policies (continued)**

**2.8. Taxes (continued)**

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

***Deferred tax***

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

**Notes to the financial statements**

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income (OCI) or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

***Pillar Two implication***

The adoption of Pillar Two by the jurisdictions in which the Group operates is effective for the Group from 1 January 2024. Based on an assessment of historic data and forecasts for the year ending 31 December 2024, the Group does not expect a material exposure to Pillar Two income taxes for the year ending 31 December 2024.

The Group has applied the exception, as set out in the amendments to IAS 12, to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes.

**2.8. Foreign currencies**

The financial statements are presented in Euro, which is also the Company's functional currency.

***Transactions and balances***

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of monetary items that are designated as part of the hedge of the Company's net investment of a foreign operation. These are recognised in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).



**Notes to the financial statements**

**2.9. Provisions**

Provisions are recognised when the Company 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 company 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 statement of profit or loss 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.

**2.10. Dividends and appropriation of reserves**

Dividends / appropriation of reserves to holders of equity instruments are recognised as liabilities in the period in which they are declared.

Dividends / appropriation of reserves to holders of equity instruments, or of the equity component of a financial instrument issued by the company, are recognised directly in equity.

**3. Significant accounting judgements, estimates and assumptions**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. More particularly, assessing the impairment of the investment in subsidiary requires significant judgment.

Other disclosures relating to the Company's exposure to risks and uncertainties includes:

- Financial risk management Note 11
- Capital management Note 12

**4. Administrative expenses**

	<b>From 1 January 2024 to 31 December 2024</b>	<b>From 1 January 2023 to 31 December 2023</b>
Accounting and other professional fees	37,224	32,482
Auditors' remuneration	8,212	8,292
Bank charges	1,155	989
Other professional fees	115	506
<b>Total administrative expenses</b>	<b>46,706</b>	<b>42,269</b>

Other income for 2023 in amount of EUR 24,342 is represented by the write-off of over-accrued expenses for prior periods. No income occurred for 2024.

**Notes to the financial statements**

**5. Investment in subsidiary**

	<b>2024</b>	<b>2023</b>
	<b>EUR</b>	<b>EUR</b>
<b>Investment in subsidiary</b>		
Opening	6,716,110	6,033,329
Capital contribution without issuance of shares	757,980	682,781
Repayment of share premium	-	-
<b>Total investment in subsidiary</b>	<b>7,474,090</b>	<b>6,716,110</b>

The Company holds 100% shares in Sonnedix España EquityCo S.L., a company incorporated in Spain, which is its principal place of business.

Investment in subsidiary is recognised at cost less accumulated impairment loss, if any.

During the year 2023, the subsidiary repaid an amount of EUR 75,199, out of the share premim contributed at the date of acquisition and the company contributed to the subsidiary additional capital amounting to *EUR 682,781*.

During the year 2024, the Company contributed to the subsidiary additional capital amounting to *EUR 757,980*.

The net positive audited equity as at 31 December 2024 and the loss for the year ended, of the subsidiary, amount of EUR (60 494 000) and EUR 23 945 000 respectively. As of December 31, 2024, the Board of Managers does not expect any impairment in the value of the shares.

In the opinion of the Board of Managers the investment does not present any indicators of impairment in the value as of 31 December 2024.

**6. Cash and cash equivalents**

	<b>2024</b>	<b>2023</b>
	<b>EUR</b>	<b>EUR</b>
Cash at bank	73,092	124,151
Bank overdrafts	(1,219)	(1,219)
<b>Total cash and cash equivalents</b>	<b>71,873</b>	<b>122,932</b>

**7. Equity**

*Share capital*

As at 31 December 2024, the authorised and issued share capital of the Company amounted to *EUR 12,501* which represents 12,501 shares with a nominal value of one Euro (EUR 1).

**Notes to the financial statements**

**7. Equity (continued)**

All shares of the Company held by the shareholder have been pledged under the share pledge agreement entered into between the intermediary parent as “Pledgor” and BNP Paribas Trust Corporation UK Limited as “Trustee”, to secure the issuance of corporate bonds by Vela Energy Finance S.A., which is controlled by the Company.

*Share premium*

On 03 March 2022, the Board of Managers decided to repay an amount of *EUR 85,000* out of the share premium account to its shareholder.

*Capital contribution*

During the financial year 2023 the shareholder contributed additional capital contribution amounting to *EUR 682,781* without issuance of any additional shares.

During the financial year 2024 the shareholder contributed additional capital contribution amounting to *EUR 757,980* without issuance of any additional shares.

*Legal reserve*

Under Luxembourg law the Company is required to transfer to a legal reserve a minimum of 5 % of its net profits each year until this reserve equals 10% of the issued share capital. This reserve is not available for distribution. The Company does not have profits therefore, no amount has been transferred to reserve.

**8. Trade and other payables**

	<b>2024</b>	<b>2023</b>
	<b>EUR</b>	<b>EUR</b>
Accrued liabilities	(21,578)	(18,658)
<b>Total trade and other payables</b>	<b>(21,578)</b>	<b>(18,658)</b>

**9. Taxes**

	<b>2024</b>	<b>2023</b>
	<b>EUR</b>	<b>EUR</b>
Net Wealth Tax liability	-	(2,458)
<b>Total taxes</b>	<b>-</b>	<b>(2,458)</b>

As at December 31, 2024, tax expense amount EUR 4,815 (2023: EUR 2,458).

On 22 December 2023, Luxembourg enacted new global minimum tax rules to align with the Organization for Economic Co-operation and Development (“OECD”) Base Erosion and Profit Shifting (“BEPS”) Pillar 2 model rules (“Pillar 2 rules”). The Law, as further amended on 20 December 2024, includes the implementation of an income inclusion rule (“IIR”), undertaxed profits rules (“UTPR”) and qualified domestic minimum top-up tax (“QDMTT”). The rules impose a minimum 15% effective tax rate, based on the OECD's Pillar Two Model Rules, applicable in each jurisdiction in which the Group operates.

**Notes to the financial statements**

**9. Taxes (continued)**

For the fiscal year ended 31 December 2024, the Company falls within the scope of the IIR and the QDMTT. Based on the analysis performed by the Group, the Company qualifies as a Constituent Entity of the Group, without taxing rights towards any low-taxed Constituent Entities of the Sonnedix Group. Luxembourg has also adopted the Transitional Country-by-Country Safe Harbor ("TSH") guidance applicable for the fiscal years beginning on or before 31 December 2026. The TSH limits the applicability of the global minimum tax rules within a jurisdiction should certain criteria be met.

Based on the ongoing assessment of the Group for the year ended 31 December 2024 the Group qualifies for the TSH in Luxembourg, so that no QDMTT should be incurred for FY 2024. On that basis, no current tax expense related to Pillar 2 is incurred by the Company in the fiscal year ended 31 December 2024.

The Company applies the mandatory temporary IAS 12 exception to recognizing and disclosing information about deferred tax assets and liabilities arising from Pillar Two income taxes.

The Company is subject to all taxes applicable to a Luxembourg commercial company. Management of the Company recognizes based on the last filed tax return that the Company has EUR 343,107 of carried forward tax losses available as at 31 December 2024 and estimates approximately EUR 51,521 of additional tax losses for the current period (FY 2024).

**10. Related party transactions**

The Company holds investment in a wholly owned subsidiary Sonnedix España EquityCo S.L. Sonnedix España, S.L. (the parent), incorporated in Spain, owns 100% shares of the Company and is the ultimate parent company.

No other balances are outstanding with the related parties as at 31 December 2024.

**11. Financial risk management**

The Company's principal financial assets include investment in a subsidiary and cash at bank. The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Managers reviews and agrees policies for managing each of these risks, which are summarised below.

**Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. The Company does not hold any equity instruments at fair value and therefore not subject to any equity price risk.

**Notes to the financial statements**

**11. Financial risk management (continued)**

*Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not hold any financial instruments at variable interest rate and therefore it is not exposed to such risk as at 31 December 2024.

*Foreign currency risk*

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. All Company's assets and related financing are denominated in EUR and consequently the Company is not exposed to any significant foreign currency risk.

**Credit risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its financing activities, including, other receivables and deposits with banks and financial institutions. The credit risk on cash and cash equivalents is managed through the selection of high rating bank counterparty. Management is as of the opinion that this risk is limited because the counter parties are reputable banks with good credit ratings.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the end of the reporting year was as follows:

	--- All amounts in EUR ---			Total
	Less than 12 months	Greater than 1 year; Less than 5 years	More than 5 years	
Cash and cash equivalents	122,932	-	-	122,932
<b>Total as at 31 December 2023</b>	<b>122,932</b>	<b>-</b>	<b>-</b>	<b>122,932</b>
Cash and cash equivalents	71,873	-	-	71,873
<b>Total as at 31 December 2024</b>	<b>71,873</b>	<b>-</b>	<b>-</b>	<b>71,873</b>

**Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

Prudent liquidity risk management is achieved through maintaining sufficient cash.

**Notes to the financial statements**

**11. Financial risk management (continued)**

The following are the remaining undiscounted contractual maturities at the end of the reporting year of financial liabilities as at 31 December 2024:

	--- All amounts in EUR ---			
	Less than 12 months	Greater than 1 year; Less than 5 years	More than 5 years	Total
Trade and other payables	18,658	-	-	18,658
Taxes	2,458	-	-	2,458
<b>Total as at 31 December 2023</b>	<b>21,116</b>	-	-	<b>21,116</b>
Trade and other payables	21,578	-	-	21,578
Taxes	-	-	-	-
<b>Total as at 31 December 2024</b>	<b>21,578</b>	-	-	<b>21,578</b>

**12. Capital management**

For the purpose of the Company's capital management, capital includes issued capital, share premium and all other reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital to ensure that the net equity does not fall below more than 50% of subscribed share capital of the Company.

	2024	2023
	EUR	EUR
Issued share capital	12,501	12,501
Capital contribution	2,578,011	1,820,031
Share premium	5,345,013	5,345,013
<b>Total</b>	<b>7,935,525</b>	<b>7,177,545</b>
Net equity	<b>7,524,385</b>	<b>6,814,257</b>
Percentage	<b>94.8%</b>	<b>94.9%</b>

**13. Staff**

The Company employed no staff during the year (2023: None).

**14. Emoluments granted to the members of the managing and supervisory bodies and commitments in respect of retirement pensions for former members of those bodies**

In 2024 no remuneration was paid to the executives or key management personnel of the Company.

**Notes to the financial statements**

**15. Commitments and contingencies**

As disclosed in note 7, the shares of the Company with all assets and liabilities, in its capacity as a guarantor, are pledged for securing the obligations arising from the issuance of bond by Sonnedix España EquityCo, S.L.

**16. New and revised IFRS Accounting Standards in issue but not yet effective**

At the date of authorisation of these financial statements, the group has not applied the following new and revised IFRS Accounting Standards that have been issued but are not yet effective:

- Amendments to IAS 21: Lack of exchangeability effective on 1 January 2025.
- Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7) effective on 1 January 2026. \*
- Amendments to IFRS 9 and IFRS 7 contracts Referencing Nature-dependent Electricity effective on 1 January 2026. \*
- Annual Improvements Volume 11 effective on 1 January 2026. \*
- IFRS 18 Presentation and Disclosure in Financial Statements effective on 1 January 2027. \*
- IFRS 19 Subsidiaries without Public Accountability: Disclosures effective on 1 January 2027. \*

\* Not yet endorsed by EU.

The Board of Managers is still assessing the potential impact of the adoption of IFRS 18 on the financial statements.

**17. Subsequent events**

No events occurred subsequent to the annual closing which are significant enough to warrant disclosure in the accompanying financial statements.



---

Manager A: GANTERER Markus



---

Manager B: GALCA Georgiana