



BREDERODE

ANNUAL REPORT  
2022





L'opinion est la peste  
du genre humain  
(Platon-Ronsard)



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# 1. Mission and strategy

Brederode S.A. (hereafter “Brederode”) is an international investment firm whose shares are listed on the regulated markets of Euronext Brussels and the Luxembourg Stock Exchange.

After a long history stretching back to the year 1804, the company underwent a fundamental change in strategy in 1977 at the instigation of the new reference shareholders. The new approach involved the gradual withdrawal from direct industrial and commercial activities in favour of acquiring, for its own account, positions, generally of a minority nature, in companies with no involvement in their management. Since then, Brederode’s aim has been to regularly increase its shareholders’ net worth by recurrently generating not only dividends but also (and above all) capital gains. Its portfolio is henceforth made up of two different and complementary sectors; that of investments in unlisted companies (“Private Equity”) and that of investments in listed securities.

For more than 30 years, Brederode has progressively focused on the management of its Private Equity portfolio, which has become its main centre of activity. The appeal of Private Equity is linked to the opportunity it offers of securing higher returns than those expected from the stock market. Success here involves the rigorous selection of an international network of top-level managers, coupled with ongoing monitoring.

The long experience that Brederode has accumulated in this domain has been one of the main contributing factors to the company’s overall performance over many years.

Beyond its own return objectives, the listed securities portfolio is increasingly regarded as an ultimate financing reserve in support of Private Equity. It continues to be subject to rigorous management, with the aim of achieving a balance between its defensive character and the objectives of profitability, liquidity and growth.

Brederode is today one of the few companies specialised in Private Equity, publicly traded and self-managed to the exclusive interest of its shareholders.

Brederode also benefits from the stability of its controlling shareholder from which the executive management emanates. This means that the latter can take a long term view, less subject to the influence of disruptive external factors and therefore less affected by short-term considerations.

Finally, Brederode benefits from an overall level of management costs lower than that of the market and an uncompromising governance structure.

## 2. Board of Directors

Pierre van der Mersch, Chairman

Luigi Santambrogio, Managing director

Axel van der Mersch (Non-executive director from 1 January 2023)

René Beltjens, Independent director

Bruno Colmant, Independent director

## 3. Corporate governance statement

Brederode complies with the 4th edition of the «X Principles of corporate governance of the Luxembourg Stock Exchange». On 30 May 2014, Brederode adopted a Corporate governance charter, which entered into force on 19 July 2014. The Charter was last revised on 13 March, 2023. The Charter is available on the company's website at [www.brederode.eu](http://www.brederode.eu) under the "Governance" tab. The Corporate governance statement for the 2022 financial year is available in the notice of the annual general meeting

## 4. Managing director's statement

In the name and on behalf of Brederode, I hereby confirm that, to the best of my knowledge:

- a) This set of separate summary financial statements, drawn up in accordance with the applicable body of accounting standards, gives a true and fair view of the assets and liabilities, the financial position and the profits or losses of Brederode; and
- b) The management report contains a faithful presentation of important events and the principal related party transactions during the financial year as well as their effect on the set of separate financial statements, as well as a description of the principal risks and uncertainties for the financial year.

Luxembourg, March 14, 2023

On behalf of the Board of Directors

Luigi Santambrogio, Managing Director

## 5. Key figures

### KEY FIGURES OF BREDERODE'S INDIVIDUAL (NON-CONSOLIDATED) FINANCIAL STATEMENTS (IFRS)

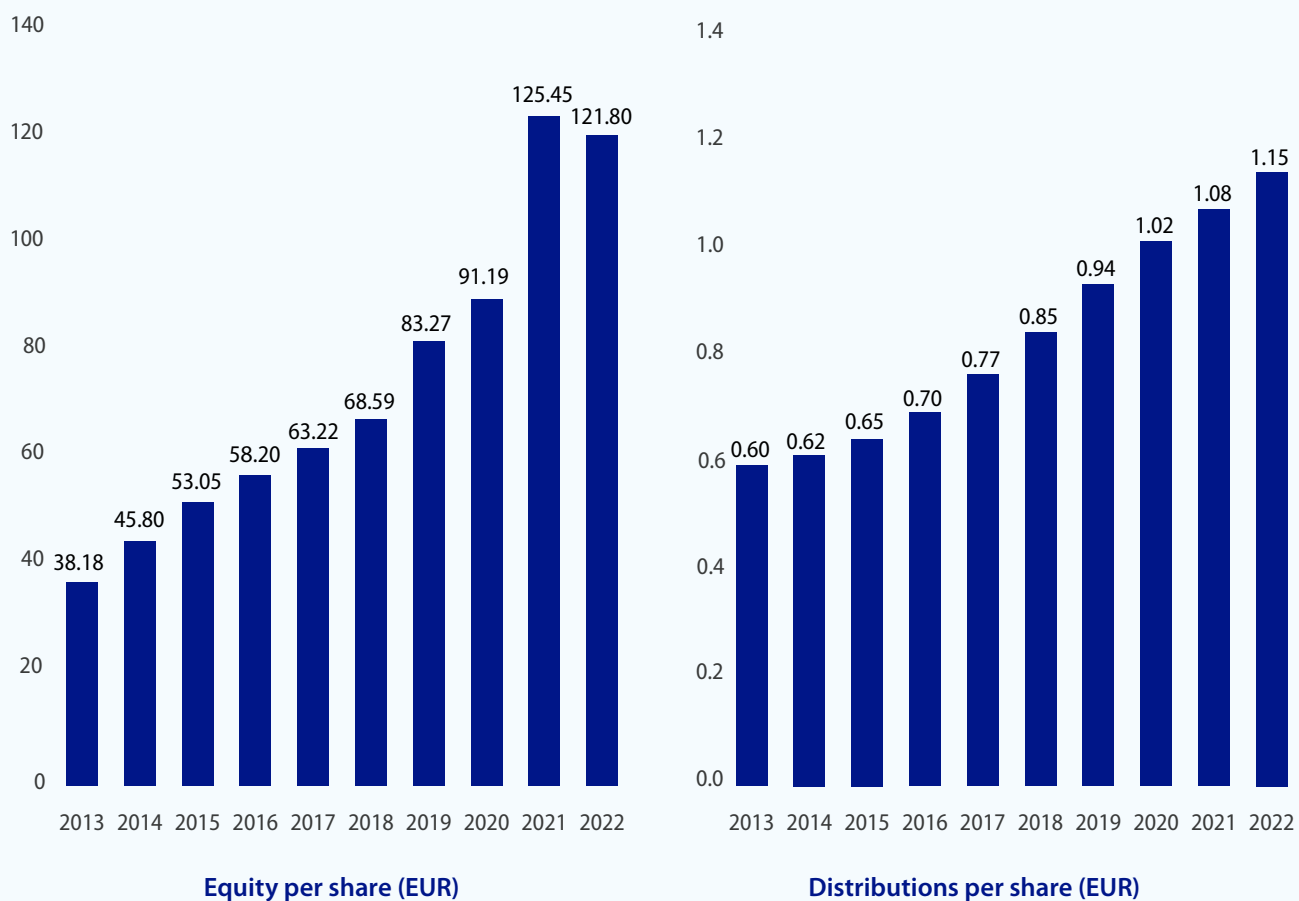
(in € million)	31 12 2022	31 12 2021
Shareholders' equity	3 569.31	3 676.32
Profit for the period	-73.30	1 035.56
Amounts distributed to shareholders	33.70	31.65
<b>Adjusted figures per share (in €)</b>		
Shareholders' equity	121.80	125.45
Profit for the period	-2.50	35.34
Amounts distributed to shareholders	1.15	1.08
Market price at the end of the period	108.60	127.80
<b>Ratios</b>		
Return on Equity (1)	-2.0%	32.6%
<b>Number of shares used in the profit</b>		
For shareholders' equity and basic earnings	29 305 586	29 305 586

(1) Return on Equity: Results for the financial year divided by the average shareholders' equity. This ratio measures the internal profitability of a company.

### KEY FIGURES RELATED TO THE INVESTMENT ACTIVITIES OF BREDERODE AND ITS SUBSIDIARIES

The graphs on the right show the increase in net asset value per share as well as in distributions to shareholders over the last ten financial years.



**LONG-TERM PERFORMANCE (10 YEARS): 14.7% PER ANNUM <sup>(1)</sup>**

(1) Internal Rate of Return (IRR) of shareholders' equity, based on the value of equity as at 31 December 2012 (€35.22) and as at December 2022 (€121.80) as well as the distributions to shareholders over the 10 years period.

## 6. Management report

Ladies and gentlemen,

It is our pleasure to report to you on the activities of BREDERODE during the 2022 financial year.

### 6.1. Summary of the results

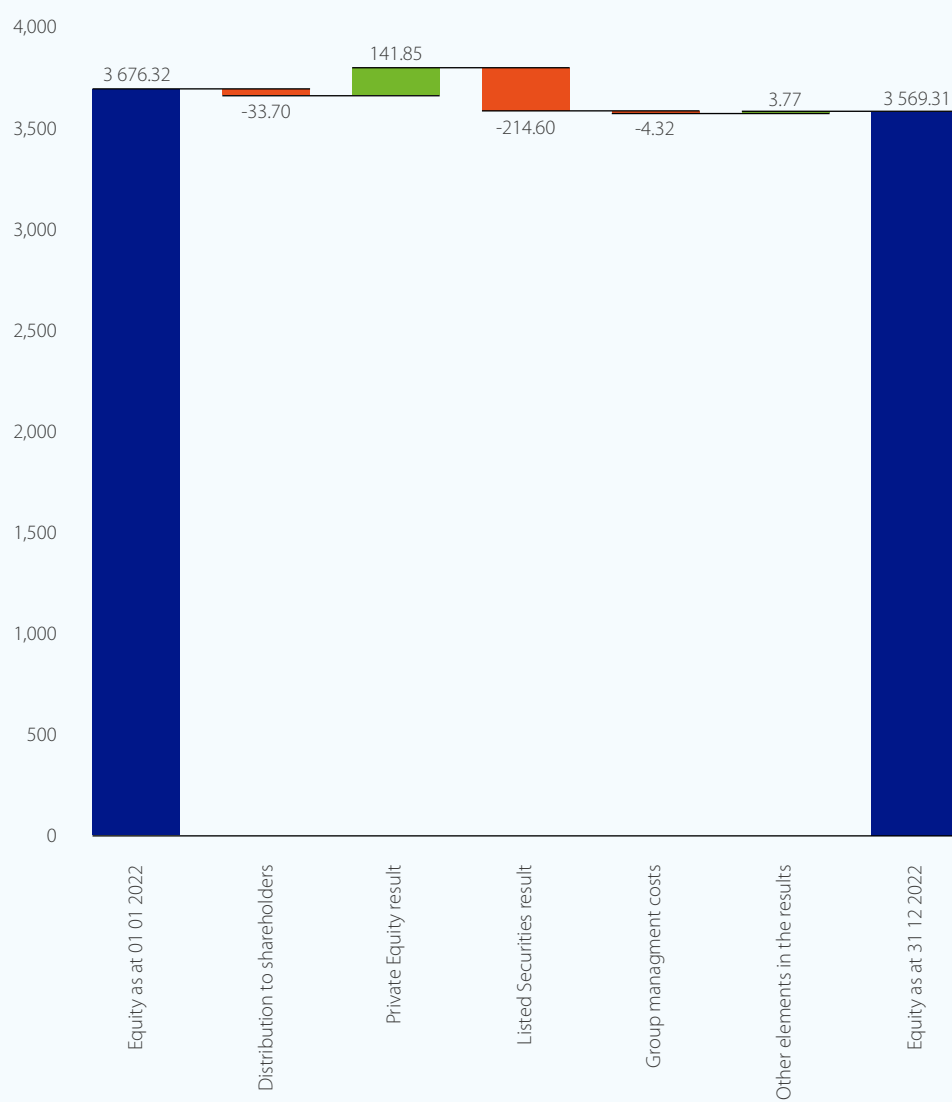
While the COVID-19 pandemic continued to subside, the Russian invasion of Ukraine had a profound effect on global geopolitical balances. The pressure on resources, particularly oil and gas, caused by this event, combined with the supply difficulties inherited from the pandemic, served as a catalyst for inflation which quickly spread, weighing on the financial markets.

BREDERODE's net result for the 2022 financial year was a slight loss of €73.30 million, compared with the profit of €1,036 million in 2021, linked to the exceptional performances of its portfolios. The positive Private Equity results (€141.85 million) partly offset the loss on the listed securities portfolio (€214.60 million, mainly unrealised losses). The USD strength vis-à-vis the Euro, which influenced favourably the value of BREDERODE's investments during the first three quarters eased off in the fourth quarter.

The net asset value per BREDERODE share remained relatively stable, falling from € 125.45 to €121.80 during the 2022 financial year which, given the distribution to shareholders of €1.15 per share in May 2022, represents a reduction in value of 2.0%. The result per share was minus €2.50, compared with a positive result of €35.34 for the previous financial year.

The Board of Directors resolved, at its meeting held on 14 March 2023, to propose to the General Meeting to be held on 10 May next a distribution to shareholders of € 1.22 per share. If the General Meeting approves this proposal, it would represent an increase of 6% in the remuneration of shareholders and the 20th consecutive annual increase.

## BREAKDOWN OF THE RESULTS IN 2022



## 6.2. Portfolio management by Brederode and its subsidiaries

The following table provides details of the contribution of the main assets and liabilities of Brederode and its subsidiaries to the income as expressed in the separate Financial Statements of Brederode.

(in € million)	31 12 2022	31 12 2021
Private Equity management result (1)	141.85	816.99
Listed Securities management result	-214.60	218.40
Other operating income and expenses (2)	-5.67	-3.70
<b>OPERATING RESULT</b>	<b>-78.42</b>	<b>1 031.69</b>
Net financial Income (expenses)	5.15	2.33
Taxes	-0.03	1.54
<b>PROFIT FOR THE PERIOD</b>	<b>-73.30</b>	<b>1 035.56</b>

(1) Including all management fees and carried interest paid to fund managers.

(2) This includes all the general expenses specific to Brederode and its subsidiaries in the amount of € 4.3 million for the 2022 financial year (€ 3.3 million for the 2021 financial year), that is, 0.1% of the portfolio

The following table provides details of the contribution of the main assets and liabilities of Brederode and its subsidiaries to shareholders' equity as expressed in Brederode's individual financial statements.

(in € million)	31 12 2022	31 12 2021
<b>NON CURRENT ASSETS</b>	<b>3 608.07</b>	<b>3 688.09</b>
Fixed assets	1.66	1.65
Non-current financial assets	3 606.40	3 686.44
- Private Equity Portfolio	2 487.51	2 343.73
- Listed Portfolio	1 118.89	1 342.70
Other non-current assets	0.01	
<b>CURRENT ASSETS</b>	<b>25.33</b>	<b>43.51</b>
Cash and cash equivalents	10.70	35.14
Tax receivable	2.65	2.93
Receivables and other current assets	11.98	5.45
<b>TOTAL ASSETS</b>	<b>3 633.40</b>	<b>3 731.60</b>
<b>NON CURRENT LIABILITIES</b>	<b>-</b>	<b>-</b>
<b>CURRENT LIABILITIES</b>	<b>-64.06</b>	<b>-55.25</b>
Short-term debt	-54.68	-40.62
Debts arising from purchases of financial assets	-4.77	-10.18
Tax due	-2.19	-2.22
Other current liabilities	-2.42	-2.23
<b>TOTAL LIABILITIES</b>	<b>-64.06</b>	<b>-55.25</b>
<b>THIRD PARTY SHARE (minority shareholders)</b>	<b>-0.03</b>	<b>-0.03</b>
<b>TOTAL NET ASSETS</b>	<b>3 569.31</b>	<b>3 676.32</b>

### 6.2.1. Private Equity Portfolio

#### Introduction

Brederode's Private Equity portfolio comprises mainly commitments to fixed-term (10-12 years) associations most often referred to as "Limited Partnerships", or simply "Funds". These Funds consist of, on the one hand, a team of managers (the "General Partner") made up of a small group of experienced professionals, and, on the other hand, of institutional investors (the "Limited Partners"), to which Brederode belongs through its subsidiaries.

The latter undertake to respond, during a period generally limited to five years (the 'commitment period'), to capital calls from the General Partner up to a maximum amount known as the "Commitment". The General Partner invests the amounts called during the commitment period in various projects and manages them until the time of their exit, generally after 4 to 7 years.

The Brederode group has chosen to participate essentially in Funds pursuing a "buyout"-type strategy, i.e. aimed at acquiring a controlling interest, using an appropriate financial leverage ("leveraged buyout"), in already mature companies with predictable cash-flows and offering expansion or consolidation opportunities

Brederode also analyses all opportunities of direct co-investments in certain projects deemed to be promising, in parallel with certain Funds.

Every commitment to invest in a new Fund is made only after a due diligence process which systematically includes interviews with the managers and an in-depth examination of all ad-hoc documents.

The initial analysis mainly relates to the quality and cohesion of the management teams, the investment strategy and market opportunities, past performance, deal origination, value creation capabilities, future exit options and corporate, social and environmental responsibility (CSR) matters.

Investments are monitored on the basis of detailed quarterly reports, audited annual accounts of the Funds, and through direct and frequent contacts with the managers.

Brederode's involvement in Private Equity dates back to 1992. Relying on the strength of its cumulative experience and its network of contacts, the Brederode group is able to focus on the most promising projects led by the best teams of specialised managers.

Through its involvement in Private Equity, Brederode provides risk capital to private companies with a view to helping them in their development and growth. In so doing it also allows its own shareholders to take part indirectly in investments offering above-average profitability that are in principle only accessible to institutional players.



## **Advantages of the Buyout style**

Brederode has chosen to privilege the Buyout segment among the range of different investment styles used in the global Private Equity market for the following reasons:

1. Alignment of interests of the parties involved

The interests of each of the parties involved are optimally aligned thanks to incentives put in place aimed at encouraging both the General Partners and the management of the acquired companies to maximise the return on investment for the shareholders over a period of generally four to seven years.

2. Long-term value creation

Since the companies remain private or become private further to their acquisition, their management teams are in a position to take strategic initiatives that may generate a temporary reduction in profitability, with a view to significantly improving the company's valuation at the time of its sale. Such actions would be difficult to take for a public company as they could be interpreted as "profit warnings" and not as positive actions aimed at improving the performance of the company over the long term.

3. Optimisation of financial leverage

Companies backed by PE firms are able to fine tune their capital structure with an appropriate amount of leverage that optimally fits the business plan for the investment period.

4. Rigour and discipline

The board of a PE backed company, generally controlled by representatives of the General Partner, is focused on a number of KPIs, Key Performance Indicators. Such KPIs tend to zero in on cash metrics, on the progress of operational improvements, on the speed of execution of the business plan etc. and allow to spot and correct underperformance in the business very quickly. This focus provides significant downside protection to investors and gives comfort to the company lenders. The speed of reactions of companies subject to the discipline of Private Equity is a significant competitive advantage.

5. Talent

Because of the clear incentives based on tangible performance (IRR), PE firms are able to attract the best talent for both their own business and for the portfolio companies they acquire, for the ultimate benefit of their investors.

## Performance

The contribution of the Private Equity segment to the annual result was € 142 million, compared with € 817 million for the previous year.

For information, the performance of BREDERODE in Private Equity over the past ten years, drawn up in accordance with IFRS standards and based on net annual cash flows, is as follows:

(in € million)	10 years	5 years	3 years	1 year
Value at the beginning of the period	525.45	877.79	1 299.70	2 343.73
Cash flow during the period	133.69	-44.55	5.25	-1.73
Value at the end of the period	2 487.51	2 487.51	2 487.51	2 487.51
<b>IRR (Internal Rate of Return) (1)</b>	<b>19.9%</b>	<b>21.7%</b>	<b>23.3%</b>	<b>6.1%</b>

(1) Internal Rate of Return (IRR) on equity capital based on the value of equity capital at the beginning and at the end of the financial year, as well as of the net distributions (capital increases) during the period.

The valuations at the beginning and at the end of the financial year relate to the NAVs reported in the IFRS-accounts on the basis of preliminary information available at the time of the closing of the accounts. The performance variances with the final valuations are not significant.

## Changes in the portfolio

(in € million)	31 12 2022	31 12 2021
<b>Private Equity portfolio at the beginning of the period</b>	<b>2 343.73</b>	<b>1 554.83</b>
Investments	345.42	481.51
Disposals	-366.37	-533.23
Change in fair value (2)	164.73	840.63
<b>Private Equity portfolio at the end of the period</b>	<b>2 487.51</b>	<b>2 343.73</b>

(2) This includes the net capital gains realised, amounting to € 4.82 million in 2022 and € 26.47 million in 2021.

## Movements in uncalled commitments

(in € million)	31 12 2022	31 12 2021
<b>Commitments at the beginning of the period</b>	<b>1 015.54</b>	<b>990.92</b>
Variation in existing commitments	-230.82	-392.91
New commitments (3)	470.14	417.52
<b>Commitments at the end of the period</b>	<b>1 254.86</b>	<b>1 015.54</b>

(3) At historical exchange rate

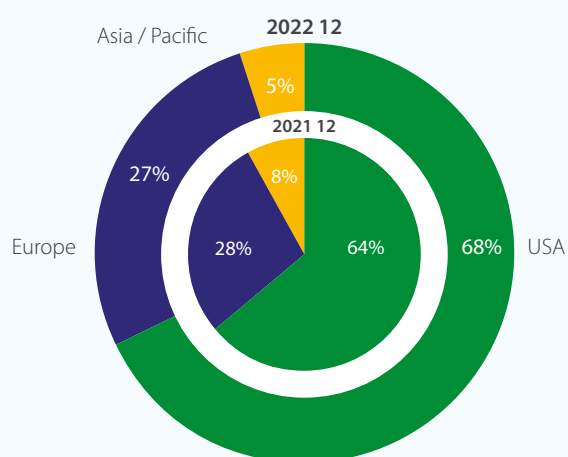
### Geographical Summary of Private Equity activities in 2022 (in € million)



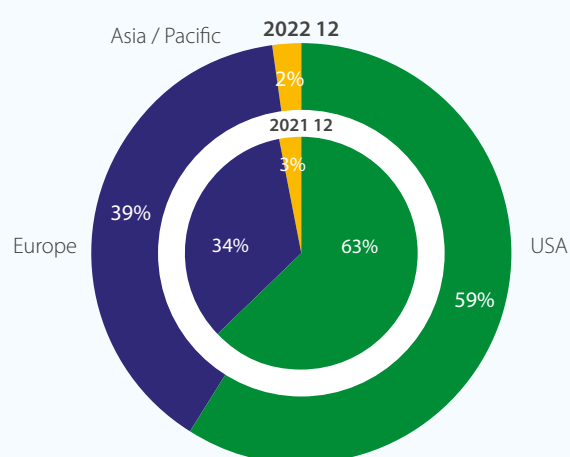
		New commitments	Investments	Disposals	Results
Asia / Pacific		0	27	61	-21
Europe		220	95	115	34
USA		250	224	191	129
<b>Total</b>		<b>470</b>	<b>345</b>	<b>366</b>	<b>142</b>

## Geographical breakdown

### Current investments

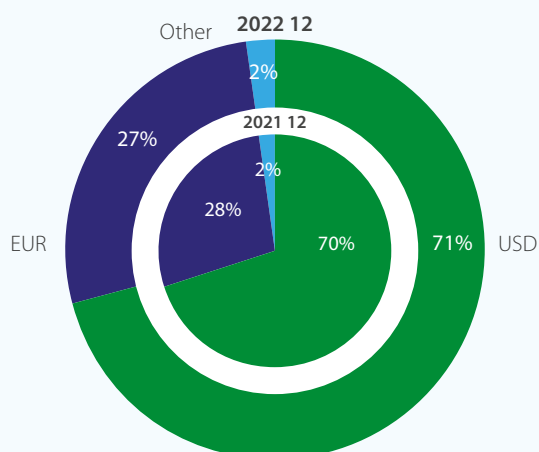


### Uncalled commitments

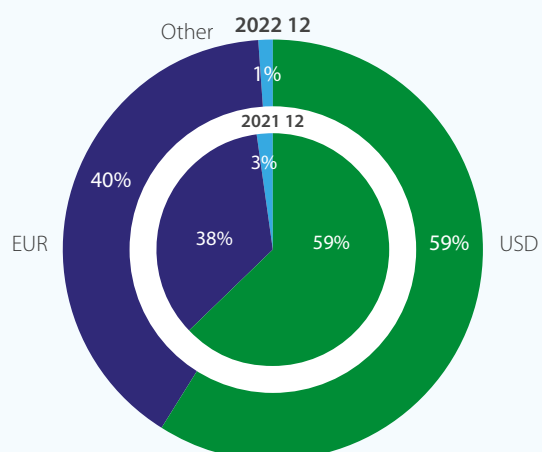


## Breakdown by Currency

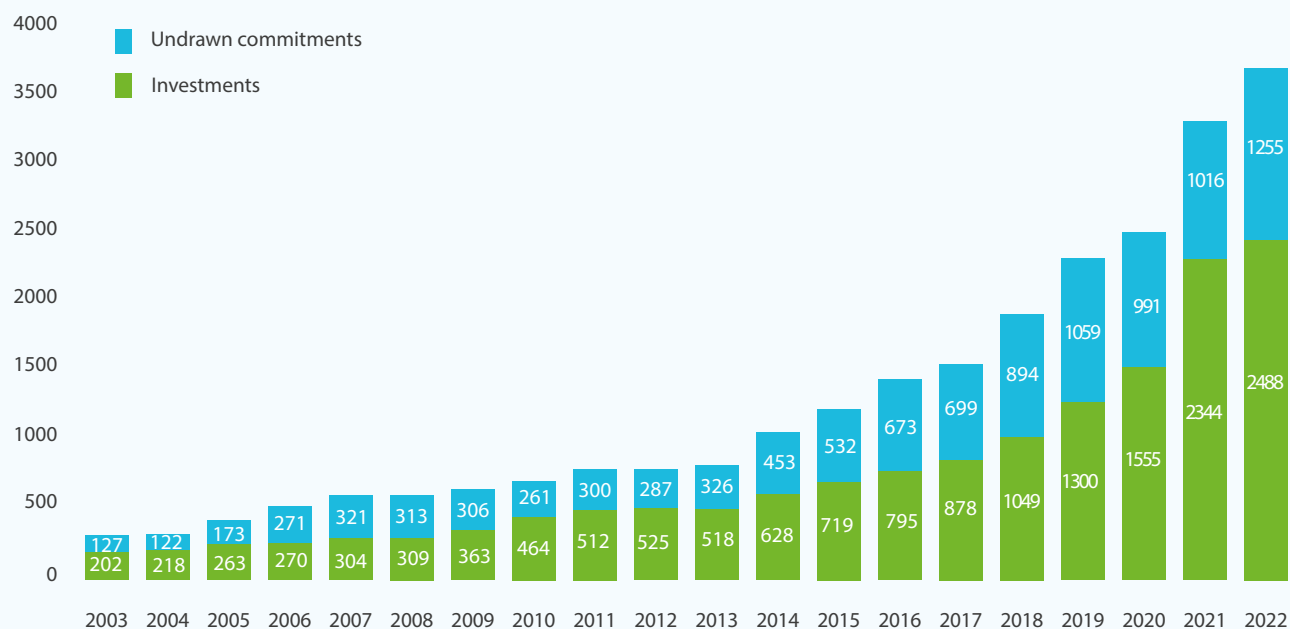
### Current investments



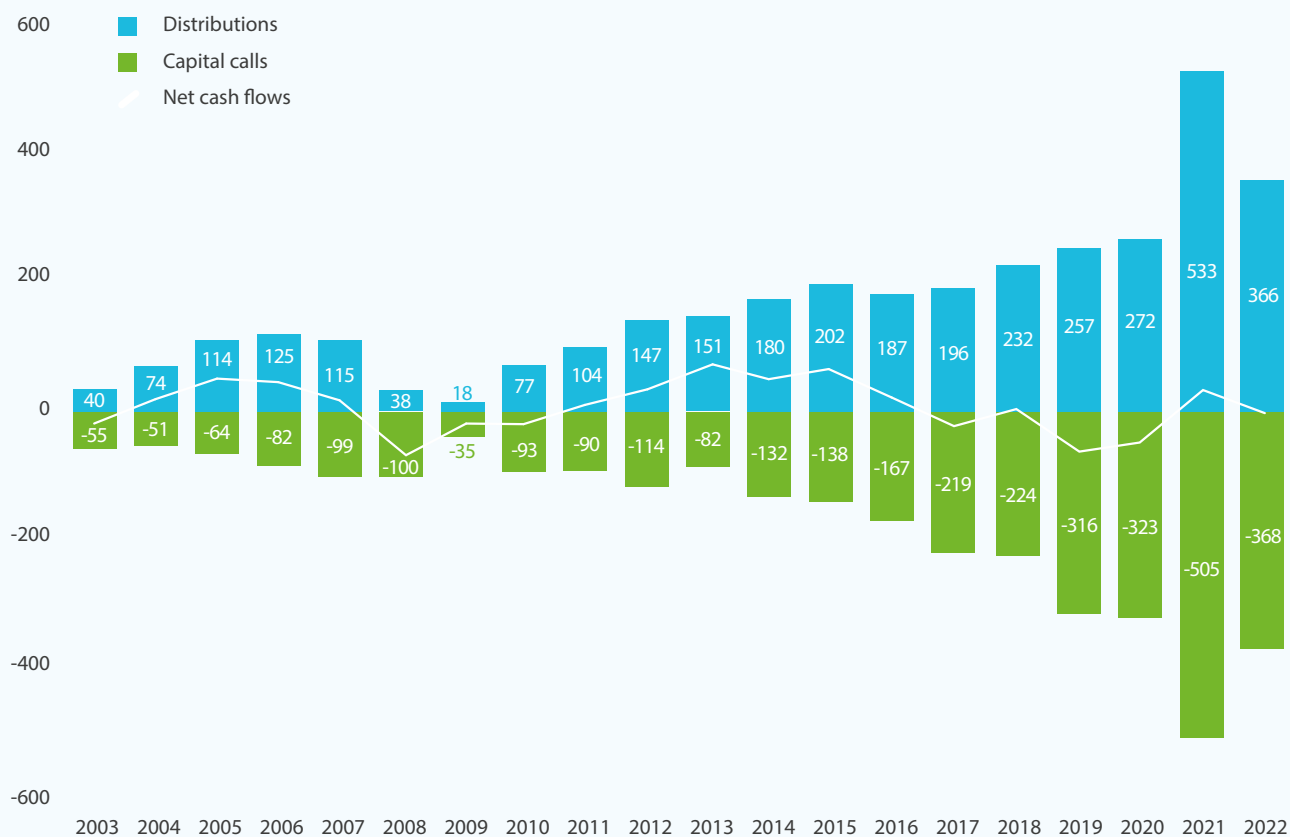
### Uncalled commitments



### Evolution of commitments and investments (In € million)



### Cash flow evolution (in € million)





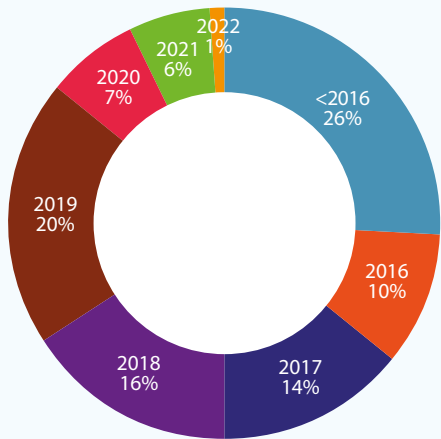
The graph on previous page shows that during the period 2004 to 2007 the Private Equity portfolio has been self-financing, with cash calls being largely financed by distributions. The years 2008 to 2010 showed an opposite trend. From 2011 to 2016 as well as in 2018 and 2021, the Private Equity portfolio was once again self-financing. In 2017, 2019, 2020 and 2022, capital calls exceeded the amount of the distributions.

The cash calls are generally spread over time, usually five years, so that the manager can complete the build up of the investment portfolio. In general the financing requirements of Private Equity are covered by the following sources:

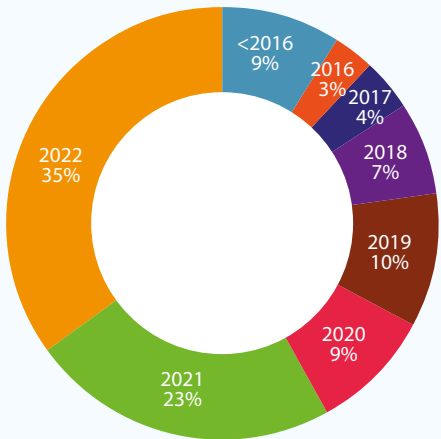
- The use of existing cash resources;
- Cash receipts generated by the disposal of investments from within the Private Equity portfolio;
- Dividends and interest received;
- Lines of credit;
- Possibly the sale of a part of the listed portfolio can serve as a cash buffer.

Breakdown by Vintage (year of subscription)

Current investments

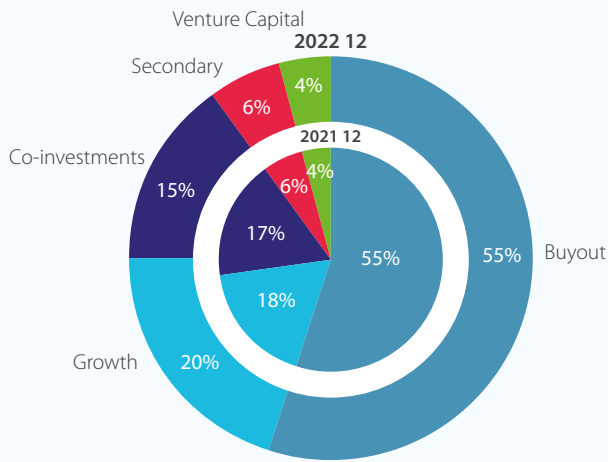


Uncalled commitments

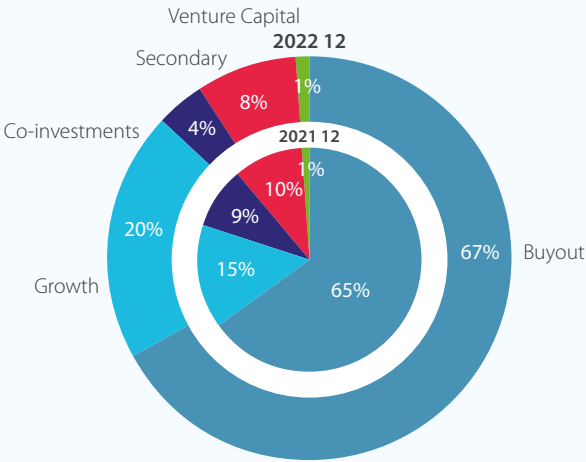


Breakdown by style

Current investments



Uncalled commitments



**List of Private Equity General Partners (in € million)**

Managers	Investments at fair value	Uncalled commitments	Total commitments
EQT	127.86	76.53	204.39
HIG	88.48	88.06	176.54
L-CATTERTON	107.29	69.24	176.53
ARDIAN	118.00	42.89	160.89
PSG	85.37	68.18	153.55
CARLYLE	90.48	61.61	152.09
VISTA	91.99	57.59	149.58
BAIN	88.81	45.62	134.43
HARVEST	78.01	37.89	115.89
GENSTAR	87.41	19.17	106.58
ALPINE	81.59	20.12	101.71
AMERICAN SECURITIES	85.33	14.08	99.40
BC	77.76	18.50	96.26
ARLINGTON	53.31	42.80	96.11
BV	41.86	52.97	94.83
STONEPOINT	58.82	35.96	94.78
ALPINVEST	55.90	26.54	82.44
UPFRONT	71.05	9.62	80.67
HGGC	61.27	16.66	77.93
PAI	39.29	36.26	75.55
PROVIDENCE	42.69	30.50	73.20
COMMITTED ADVISORS	39.22	29.25	68.47
TRITON	41.51	25.61	67.12
MERCATO	52.21	13.59	65.80
CAPITAL TODAY	65.57	0.00	65.57
OTHERS	656.44	315.62	972.06
<b>TOTAL</b>	<b>2 487.51</b>	<b>1 254.86</b>	<b>3 742.37</b>

The top 25 General Partners included in this list represent 74% of total commitments.

The above assessment is based on the unaudited valuations as at 31 December 2022, covering 84% of the Private Equity portfolio.

### 6.2.2. Listed securities portfolio

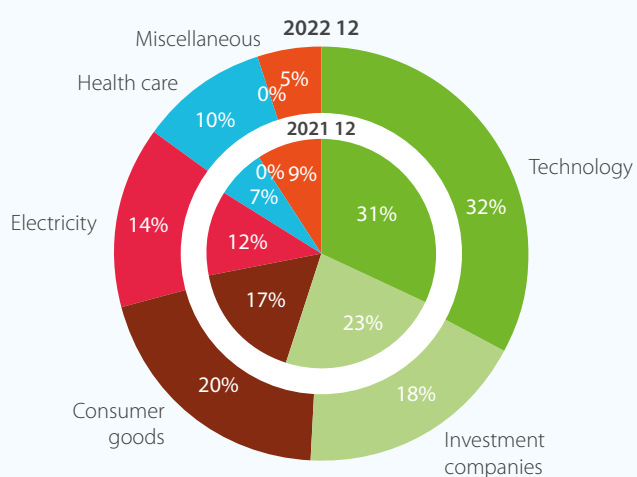
The listed securities portfolio generated a loss of €214.60 million, compared with a gain of €218.40 million during the previous financial year (including net dividends).

During the financial year, the 3M and TELENOR shares were sold. However, the RELX, ALPHABET, PROSUS, LVMH, ENEL, NOVARTIS and ROYAL BANK OF CANADA positions were strengthened.

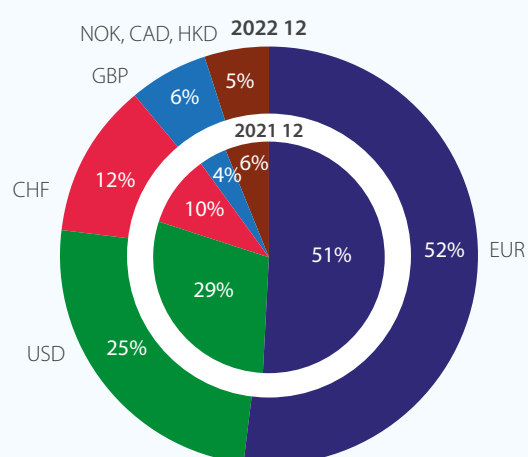
#### Changes in the portfolio

(in € million)	31 12 2022	31 12 2021
<b>Listed portfolio at the beginning of the period</b>	<b>1 342.70</b>	<b>1 149.83</b>
Investments	88.12	144.37
Disposals	-70.44	-141.31
Change in fair value	-241.49	189.81
<b>Listed portfolio at the end of the period</b>	<b>1 118.89</b>	<b>1 342.70</b>

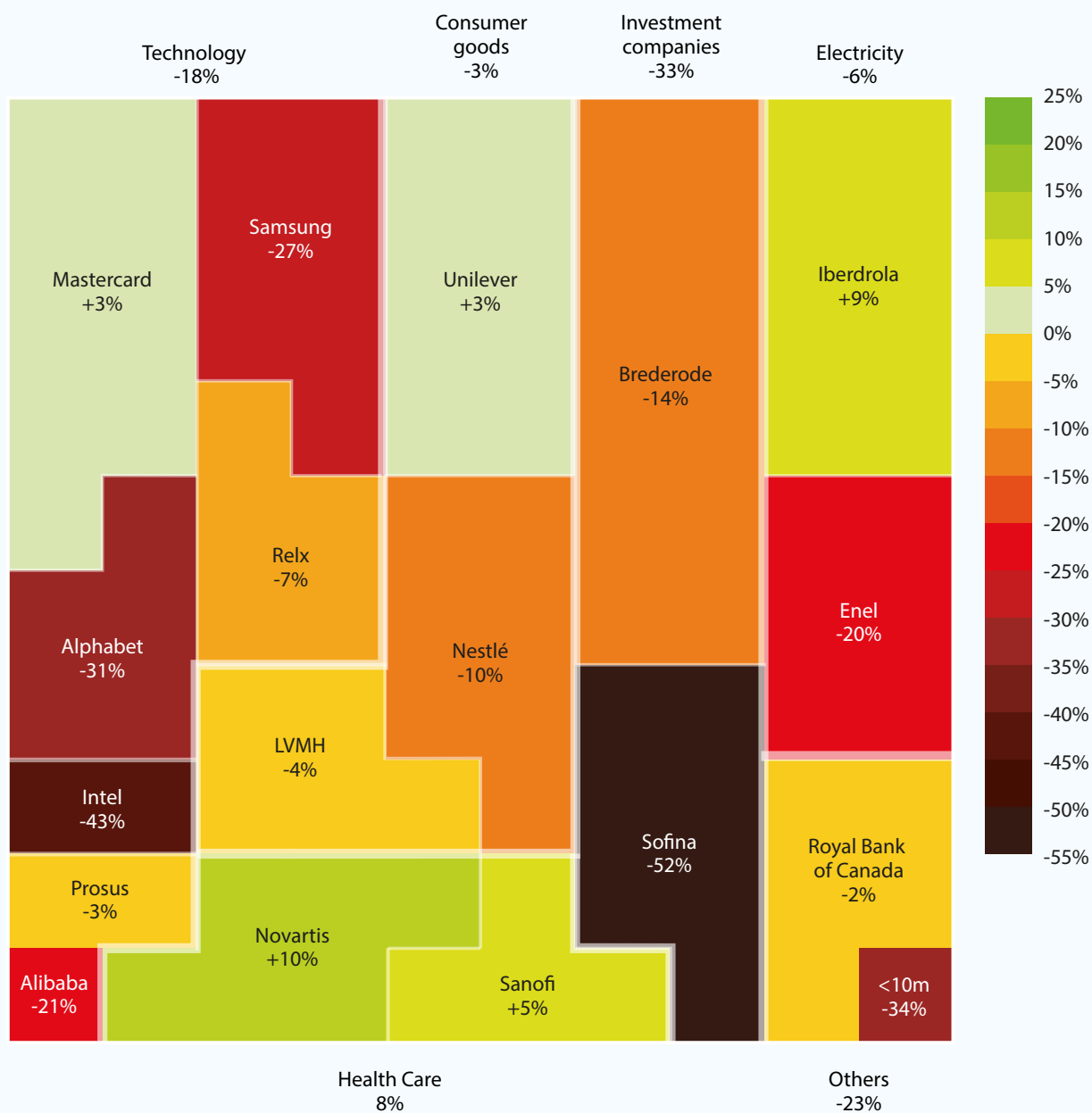
**Breakdown of the listed portfolio by industry**



**Breakdown of the listed portfolio by currency**



### Total performance in 2022 (including dividends)





## Composition of the portfolio of listed shares

Securities	31 12 2021	Acquisitions (Disposals)	Change in fair value	31 12 2022	Performance (1)	Number of shares
(in € million)						
<b>Technology</b>	<b>427.43</b>	<b>24.72</b>	<b>-87.61</b>	<b>364.55</b>	<b>-18.3%</b>	
Mastercard	99.60		2.75	102.35	3.3%	313 950
Samsung Electronics (GDR)	107.00		-30.86	76.14	-27.3%	73 490
Relx	57.03	9.99	-5.94	61.08	-7.1%	2 367 465
Alphabet (C)	71.23	10.00	-25.02	56.20	-30.8%	675 620
Intel	51.25		-23.32	27.93	-42.9%	1 127 000
Prosus	20.92	4.74	-0.88	24.78	-3.4%	384 536
Alibaba	20.41		-4.34	16.07	-21.3%	194 587
<b>Consumer goods</b>	<b>229.70</b>	<b>4.02</b>	<b>-13.42</b>	<b>220.30</b>	<b>-3.4%</b>	
Unilever	85.67		-0.34	85.34	3.2%	1 820 684
Nestlé	83.25		-9.82	73.43	-9.9%	674 872
LVMH	60.78	4.02	-3.26	61.53	-3.7%	90 503
<b>Investment companies</b>	<b>312.43</b>	<b>-1.39</b>	<b>-104.80</b>	<b>206.24</b>	<b>-33.3%</b>	
Brederode	153.94	(2) -1.39	-21.74	130.82	-14.3%	1 204 575
Sofina	158.48		-83.06	75.43	-51.7%	366 863
<b>Electricity</b>	<b>159.72</b>	<b>18.73</b>	<b>-17.93</b>	<b>160.52</b>	<b>-5.6%</b>	
Iberdrola	83.26	3.59	4.50	91.35	9.3%	8 357 677
Enel	76.46	15.14	-22.43	69.17	-19.8%	13 751 056
<b>Health care</b>	<b>92.92</b>	<b>9.91</b>	<b>5.18</b>	<b>108.01</b>	<b>8.2%</b>	
Novartis	51.29	9.91	4.59	65.79	10.3%	775 000
Sanofi	41.63		0.59	<b>42.22</b>	5.1%	<b>470 000</b>
<b>Others</b>	<b>120.50</b>	<b>-38.32</b>	<b>-22.91</b>	<b>59.27</b>	<b>-22.8%</b>	
Royal Bank of Canada	52.08	9.98	-3.23	58.83	-2.1%	667 300
3M	34.46	-27.30	-7.16		-19.3%	
Telenor	26.70	-16.62	-10.07		-31.2%	
Other holdings < € 10 MM (3)	7.27	-4.38	-2.45	0.44	-33.7%	n.a.
<b>TOTAL</b>	<b>1 342.70</b>	<b>17.68</b>	<b>-241.49</b>	<b>1 118.89</b>	<b>-16.0%</b>	

(1) Indicative performance calculated on the basis of the valuations at the beginning and end of the financial year, the buying and selling movements, and the net dividends received.

(2) Reimbursement of capital or similar.

(3) The "other holdings" item mainly contains listed securities distributed by certain Private Equity funds.

### 6.3. Financial structure

At the end of the financial year, BREDERODE and its subsidiaries had a net financial debt position of € 44.0 million (as compared to € 5.5 million at the end of 2021). They had confirmed credit lines totalling € 350 million (as compared to € 300 million in the previous year).

### 6.4. Related party transactions

There were no related party transactions in the reporting period that significantly influenced the financial position and the results of Brederode or its subsidiaries.

### 6.5. Law on transparency obligations

On 2 November 2020 Brederode received a joint notification from the Stichting Administratiekantoer (STAK) Holdicam and Holdicam S.A. based on the Law and the Grand-Ducal Regulation of 11 January 2008 concerning transparency obligations incumbent upon the issuers of securities.

As at the date of this notification, the ultimate beneficial owner of Brederode S.A. was STAK Holdicam, which held 100% of Holdicam S.A. The latter in turn held a 58.18% share in Brederode S.A.

As at 31 December 2022, Geyser S.A. still held 4.11% of Brederode S.A.

### 6.6. Activities in the field of research and development

There was no research and development activity.

### 6.7. Events following the reporting period

There were no events following the reporting period that had a significant impact on the financial position or results of Brederode.

### 6.8. Proposed distribution to shareholders

The Board of Directors continues to favour a policy of steadily growing distributions to its shareholders. It will propose to the annual general meeting to be held on 10 May, 2023 a distribution of € 1.22 per share vs € 1.15 per share the previous year, an 6% increase. Similar to the previous year, this distribution will be sourced from the share premium account. If approved, it will be made available for payment on May 24th, 2023.

Following article 97 (3) of the Law dated 4 December 1967, this distribution will not be subject to withholding tax in Luxembourg. The country of residence of each shareholder will determine, according to its own laws and regulations, the nature of the distribution and its tax regime.

## 6.9. Outlook

In view of its mission as an international venture capital investment company, BREDERODE's future profits will continue to be influenced by the changes in the global geo-political and economic environment.

The risk management policy, the quality of its assets and their diversification by geographical area, by currency and by investment style remain important in an environment characterised by inflation and increasing geopolitical tensions.

BREDERODE's Board of Directors pays particular attention to increases in inflation and interest rates and to their potential effects on the assets held by the group.

The recent events affecting certain American and European banks are being monitored very closely. BREDERODE is not directly exposed to those banks. In addition, based on our preliminary analysis, indirect exposure via underlying investments is extremely limited. The Board of Directors remains confident in its business model and the specific strategy pursued by the company. It reaffirms its support for a policy of regular growth in the distribution to shareholders.

## 6.10. Main characteristics of internal controls and risk management

### Preliminary remarks

There is no management committee or specific internal auditor position. Considering the Brederode Group's size and the targeted nature of its activities, risk management is assigned to the executive directors themselves. No need is felt for the position of internal auditor, given the proximity of the executive directors who personally supervise the transactions carried out on the company's behalf.

The internal control functions are provided, firstly, by the executive directors and, secondly, by the Audit, Governance and Risk Committee, none of whose members have an executive function. The overall philosophy is based on the values of integrity, ethics and competence required from each participant, which form the basis of the group and its mode of operation.

### 6.10.1. Control environment

The control environment is determined mainly by the laws and regulations of the two countries in which the group has operating subsidiaries (Luxembourg and Great Britain) and by the articles of association of each of the companies in question.

The accounts of the various companies are kept internally by the same person. At the same time, Alter Domus Alternative Asset Fund Administration S.à.r.l. acts as Central Administrative Agent for the subsidiary Brederode International S.à r.l. SICAR. As such, it is responsible for the accounts and the valuation of the Private Equity portfolio.

### 6.10.2. Risk management policies

The company's strategic and operational objectives, and those concerning the reliability of financial information, both internal and external, are defined by the executive directors and approved by the Board of Directors. The implementation of these objectives is periodically checked by the Audit, Good Governance and Risk Management Committee.

## Market risks

### a) Currency risk

Currency risk is defined as the risk that the value of a financial instrument may fluctuate due to changes in the exchange rate of foreign currencies.

Exposure to currency risk is directly linked to the amounts invested in financial instruments denominated in currencies other than the euro and is influenced by the hedging policy adopted by Brederode and its subsidiaries.

The policy on covering currency risk is guided by a medium-term vision of the trend of exchange rates relative to the euro.

Outstanding forward exchange transactions carried out for the purpose of reducing currency risk are valued at the fair value of these hedging instruments and are mentioned in the balance sheet notes as “derivative instruments” under current financial assets (liabilities).

The effect of changes in the fair value of hedging instruments can be found in the changes in fair value of the direct subsidiary of Brederode.

### b) Interest rate risk

For the financial assets the risk of changes in fair value directly related to interest rate movements is insignificant, given that almost all financial assets are equity instruments.

For the financial liabilities this risk is limited by the short duration of the financial borrowings.

### c) Other price risks

Price risk is defined as the risk that the value of a financial instrument may fluctuate due to market price variations.

#### i. Listed portfolio

For the listed portfolio, the risk of price fluctuations related to market price variations is determined by price volatility on the stock exchanges where the group is active (Amsterdam, Brussels, Hong Kong, London, Madrid, Milan, New York, Oslo, Paris, Toronto and Zurich).

The group's policy is to maintain diversification on these markets which are very liquid and are less volatile than the so-called emerging markets. The price risk related to listed securities is also reduced by the portfolio's high level of geographical and market diversification. The breakdown of the listed portfolio by currency and by market is shown above.

ii. Private Equity portfolio

For the Private Equity portfolio, statistical and theoretical studies reach different conclusions as to whether or not the volatility of such holdings is greater than that of listed markets. Purchase and sale prices are clearly influenced by multiples such as EV/ EBITDA that are found on the market for listed securities. To a large extent these similarities in the basis of valuations explain the significant correlation between price fluctuations on these two markets. Recent experience from the financial crisis that started in 2008 has confirmed the greater degree of stability in valuations in the Private Equity portfolio compared to that of the listed portfolio. The price risk related to unlisted securities is also reduced by the very high level of diversification maintained in the portfolio. An initial level of diversification results from the large number of General Partners Brederode invest with. A second level of diversification is present within each Partnership which typically spreads its investments among fifteen to twenty separate projects. The geographical breakdown of the Private Equity portfolio is shown above.

iii. Options on listed securities

The price risk is reflected directly in the price levels prevailing in the option markets. Greater volatility on the stock markets will be reflected in higher option premiums. The price risk on this type of transaction is monitored on a daily basis and is limited by the group's policy of issuing only call options (undertakings to sell at a given price and time) on shares it holds in its portfolio.

iv. Sensitivity analysis of other price risks

a. Listed portfolio

The value of this portfolio is based on stock market prices which are by definition difficult to predict.

b. Private Equity portfolio

The value of this portfolio can also be influenced by changes in valuations on listed markets. Nevertheless, this influence is moderated by the following factors:

- The objective to create value relates to a longer term,
- The manager is able to take decisions faster and more effectively in order to turn around a deteriorating situation,
- In our opinion the interests of managers are better aligned in Private Equity with those of investors.



## Credit risk

This is defined as the risk that a counterparty to a financial transaction may default on its obligation, thus causing the other party to incur a financial loss.

As an investor in listed shares the main credit risk we face lies in the ability of our intermediaries to ensure the successful outcome of our purchases or sale transactions. This risk is in principle eliminated by the “delivery against payment” system of settlement.

In the case of share options it is up to the Brederode group itself to demonstrate its creditworthiness, thereby enabling it to operate as an issuer in the “Over The Counter” market which is reserved for institutional investors of acknowledged competence and solvency. As an issuer of share options the credit risk on this type of transaction is taken by our counterparties.

Bank deposits actually constitute the main credit risk incurred by our group. We constantly review the quality of our bankers.

The custody of securities also involves a credit risk, even if the securities are in principle always segregated from the assets of the financial institutions to whom the safekeeping of the listed securities portfolio is entrusted.

In the context of the management of its listed securities portfolio, Brederode regularly lends a sizeable part of it to leading banks, in return for remuneration. The loan agreements also allow Brederode to gain access to credit lines at favourable conditions. The credit risk associated with the securities lending activity is covered by a pledge, in favour of Brederode, of a portfolio of financial assets guaranteeing a coverage of more than 100%. At the end of the 2022 financial year, there were no transactions outstanding.

## Liquidity risk

The liquidity or financing risk is defined as the risk that an entity may experience difficulties in raising the funds necessary to honour its commitments. One of the characteristics of a “Private Equity” investment is that the investor has no control over the liquidity of the investments. The manager alone decides when to acquire or dispose of an investment. There is a secondary market for holdings in Private Equity funds, but this constitutes a niche market and the selling process may prove relatively long and costly. The evolution of the group’s uncalled commitments to Private Equity funds is monitored closely to ensure optimal management of net cash movements.

The portfolio of listed securities is made up of highly liquid minority positions, so that significant cash movements generated by the unlisted portfolio can be absorbed, if necessary.

The management of the liquidity risk also takes into account the credit lines whose availability and conditions are enhanced by the existence of an important portfolio of listed securities. The group sees to it that it keeps its level of financial indebtedness below the confirmed lines of credit.

## Cash flow interest rate risk

This is the risk that future cash flows may be threatened by changes in market interest rates. Brederode is not affected by this risk.

### 6.10.3. Control activities

On-going control, on an almost daily basis, is exercised by the executive directors who also sit on the Boards of the main subsidiaries. Moreover, the executive directors meet at least once a month to conduct a detailed examination of the financial position, portfolios, asset valuation, general monitoring of activities, financing requirements, risk assessment, new commitments, etc. Since financial assets are always held by third-party bankers, trustees, etc., the risks of negligence, error or internal fraud are significantly reduced. On 1 January 2019, the subsidiary Brederode International S.à r.l., holding the group's Private Equity portfolio, was transformed into a "Société d'Investissement à Capital à Risque" (SICAR, or venture capital investment company) and as such is henceforth supervised directly by the Commission de Surveillance du Secteur Financier (CSSF). The subsidiary in question uses the services of Alter Domus Depositary Services S.à r.l., which acts as a professional depositary of securities other than financial instruments. Alter Domus Alternative Asset Fund Administration S.à r.l. acts as Central Administrative Agent for Brederode International S.à r.l. SICAR. Since the accounts are also handled internally, the mandate of Alter Domus is to reinforce the control function.

### 6.10.4. Information, communication et oversight

The reliability, availability and pertinence of accounting and financial information are overseen directly by the executive directors and subsequently by the Audit Good Governance and Risk Committee. Particular attention is paid to any remarks or requests formulated not only by the supervisory authorities but also by shareholders and financial analysts. The maintenance and updating of computer systems are outsourced to IT service providers. The executive directors oversee the quality of the services thus provided and satisfy themselves that the degree of dependency vis-à-vis these service providers remains within acceptable limits. The security of computer systems is maximised using technical processes available in this field: access right, back-up, anti-virus software, etc. The executive directors prepare, check and distribute information after it has been submitted for approval to the Board of Directors, the external legal advisors and the Auditor.

### 6.10.5. Audit

Brederode has appointed a certified company auditor in the person of Mazars Luxembourg, certified auditing firm, with its registered office established at 1882 Luxembourg, 5, rue Guillaume J.Kroll and listed in the Trade and Companies Register under number B 159.962. Mazars Luxembourg and its representative, Mr Amir Chakroun, are members of the Institute of Company Auditors and authorized by the Commission de Surveillance du Secteur Financier.

## 6.11. Corporate, social and environmental responsibility (CSR)

Brederode does not engage in any industrial or commercial activity and thus does not generate sales revenue. It has opted to invest as a minority shareholder without being involved in the management of the companies it invests in. Brederode's investment policy takes into account the CSR policy of those companies.

As regard to the listed companies, Brederode ensures that they develop a CSR policy that is adapted to their sector of activity, and that they publish these in compliance with the applicable legislation, the rules of good governance or best practice in this area.

In regard to investments in the Private Equity portfolio, the CSR policy is incumbent on the fund managers. All those with whom Brederode works has an explicit, published policy in this area and in their turn encourage the companies they control to adopt a dynamic CSR policy. Most of the time these are based on the standards developed at a global level, such as the Principles for Responsible Investment ([www.unpri.org](http://www.unpri.org)). The CSR dimension is examined specifically in the course of the due diligence process that Brederode carries out before taking any private equity investment decision.

For the 2022 financial year, Brederode confirms that all fund managers of the Private Equity and the Listed Securities portfolios in which the group invested have drawn up a pro-active CSR policy.

Luxembourg, March 14 2023

On behalf of the Board of Directors  
Luigi Santambrogio, Managing Director

## 7. Brederode shares listing

### Financial instruments

The Brederode shares are traded on the regulated markets of Euronext Brussels (ticker BREB) and the Luxembourg Stock Exchange (ticker BREL). All shares can be traded freely. The Brederode shares are ordinary shares and all shares have the same rights. Each share has the same rights to dividends and to the reserves in the event of liquidation or reduction of the shareholders' equity. Each share entitles the holder to the same voting rights during Brederode's general meetings. All shares are required to be dematerialised. No shareholder is permitted to have his/her shares converted into nominal or bearer shares.

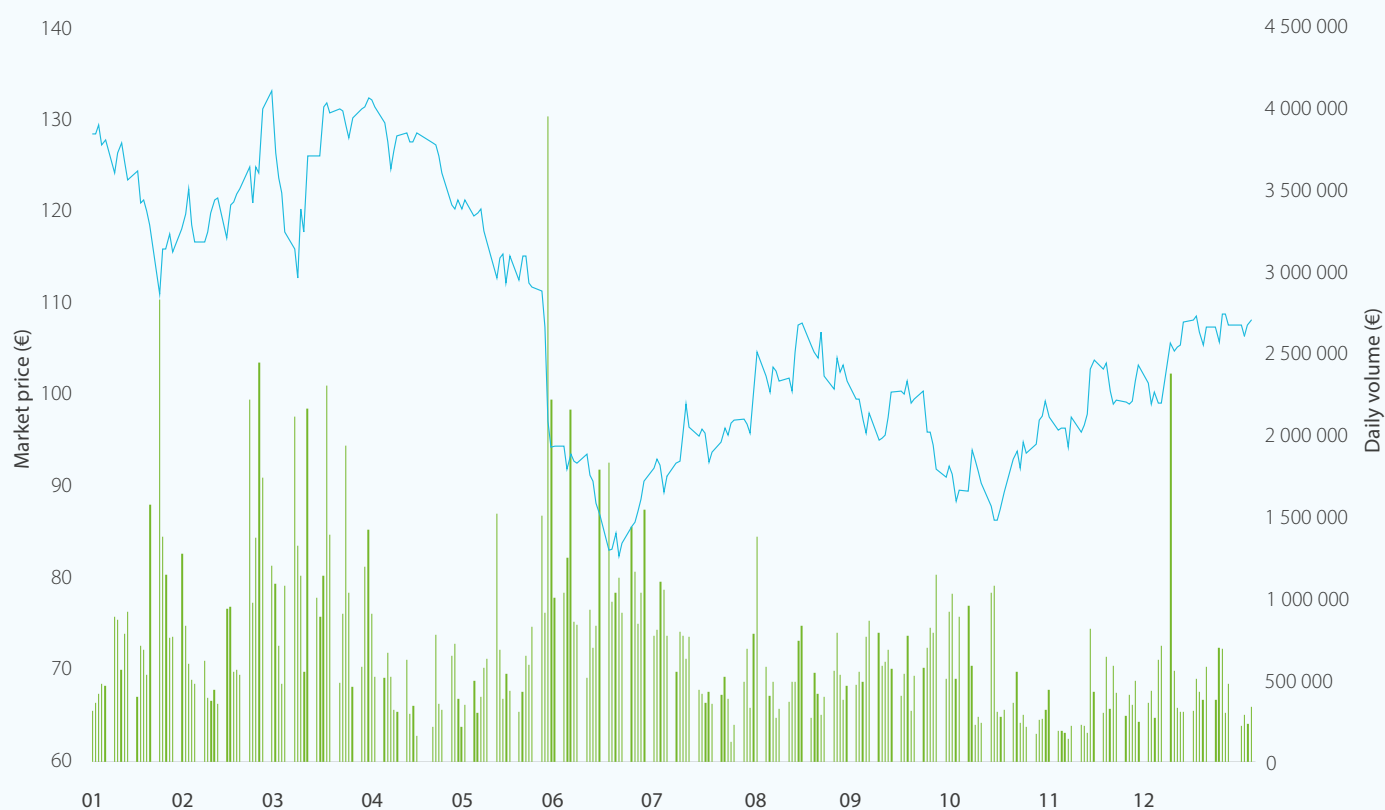
### Stock market capitalization

At the end of 2022 Brederode's stock market capitalization amounted to €3 183 million compared to €3 745 million a year earlier.

### Share price and liquidity

The share price of Brederode decreased 15% during the financial year. Including the distribution of € 1.15 in May 2022, its total return was -14%, with a traded volume of 1.72 million shares (1.41 million in 2021) i.e. an average daily volume of 6 691 shares (5 457 in 2021).

**Evolution of the share price of Brederode (EUR) and daily volume (number of shares) on the regulated markets of Euronext Brussels since January 1<sup>st</sup>, 2022**



## 8. Individual (non consolidated) financial statement as at 31 December

### 8.1. Individual statement of financial position

(in € million)	Notes	31 12 2022	31 12 2021
<b>NON-CURRENT ASSETS</b>		<b>3 572.81</b>	<b>3 676.00</b>
Subsidiaries at fair value	(1)	3 572.81	3 676.00
<b>CURRENT ASSETS</b>		<b>0.02</b>	<b>0.98</b>
Other current assets			0.89
Cash and cash equivalents		0.02	0.09
<b>TOTAL ASSETS</b>		<b>3 572.83</b>	<b>3 676.97</b>
<b>TOTAL SHAREHOLDERS' EQUITY</b>		<b>3 569.31</b>	<b>3 676.32</b>
Issued share capital	(2)	182.71	182.71
Share premium	(3)	564.23	597.93
Statutory reserves		6.90	5.30
Profit carried forward		2 888.77	1 854.82
Result for the financial year		-73.30	1 035.56
<b>NON-CURRENT LIABILITIES</b>		<b>-</b>	<b>-</b>
<b>CURRENT LIABILITIES</b>		<b>3.52</b>	<b>0.66</b>
Other current liabilities		3.52	0.66
<b>TOTAL LIABILITIES</b>		<b>3 572.83</b>	<b>3 676.97</b>

### 8.2. Individual profit and loss account

(in € million)	Notes	31 12 2022	31 12 2021
Change in fair value of subsidiary	(4)	-103.19	1 003.68
<b>Profit from management of investment entity</b>		<b>-103.19</b>	<b>1 003.68</b>
Other operating income and expenses		29.91	31.88
<b>Operating result</b>		<b>-73.28</b>	<b>1 035.56</b>
Net financial income (expenses)		-0.02	-
Tax on the net result			-
<b>Profit for the period</b>		<b>-73.30</b>	<b>1 035.56</b>
<b>Profit per share</b>			
Weighted average number of shares		29 305 586	29 305 586
<b>Net profit per share (in €)</b>		<b>-2.50</b>	<b>35.34</b>

The annexed notes form an integral part of the financial statements.

### 8.3. Individual statement of cash flows

(in € million)	Notes	31 12 2022	31 12 2021
<b>Operating activities</b>			
Pre-tax profit for the year		-73.30	1 035.56
Taxes for the year			
Net profit for the financial year		-73.30	1 035.56
Change in fair value	(4)	103.19	-1 003.68
<b>Gross cash-flow</b>		<b>29.89</b>	<b>31.88</b>
<b>Change in working capital requirements</b>		<b>3.75</b>	<b>-0.15</b>
<b>Cash flow resulting from operating activities</b>		<b>33.64</b>	<b>31.73</b>
<b>Investment activities</b>			
<b>Cash flow from investment activities</b>		<b>-</b>	<b>-</b>
<b>Financing activities</b>			
Distribution to shareholders	(5)	-33.70	-31.65
<b>Cash flow resulting from financing activities</b>		<b>-33.70</b>	<b>-31.65</b>
<b>Net movement in cash in cash and cash equivalents</b>		<b>-0.07</b>	<b>0.08</b>

### 8.4. Individual financial statement of changes in equity

(in € million)	Notes	Capital	Share premium	Reserves	Reported results	Total
<b>Balance on 1<sup>st</sup> January 2021</b>		<b>182.71</b>	<b>629.58</b>	<b>3.80</b>	<b>1 856.32</b>	<b>2 672.41</b>
- distribution to shareholders	(3)		-31.65			-31.65
- allocation to statutory reserves				1.50	-1.50	
- result for the year					1 035.56	1 035.56
<b>Balance on 31<sup>st</sup> December 2021</b>		<b>182.71</b>	<b>597.93</b>	<b>5.30</b>	<b>2 890.37</b>	<b>3 676.32</b>
<b>Balance on 1<sup>st</sup> January 2022</b>		<b>182.71</b>	<b>597.93</b>	<b>5.30</b>	<b>2 890.37</b>	<b>3 676.32</b>
- distribution to shareholders	(3)		-33.70			-33.70
- allocation to statutory reserves				1.60	-1.60	
- result for the year					-73.30	-73.30
<b>Balance on 31<sup>st</sup> December 2022</b>		<b>182.71</b>	<b>564.23</b>	<b>6.90</b>	<b>2 815.47</b>	<b>3 569.31</b>

The annexed notes form an integral part of the financial statements.

## 8.5. Accounting principles and policies

The accounting period is 12 months and these accounts for the period ending 31st December 2022 were approved by the Board of Directors' meeting held on 14 March 2023.

The individual financial statements were drawn up in EUR million (the group's operating currency) and rounded up or down to the nearest hundredth unless mentioned otherwise. These statements are drawn up on the basis of historical costs except in the case of derivative instruments and financial assets at fair value through the profit and loss account which are valued at fair value.

No offsetting is carried out for assets and liabilities, expenses and income unless allowed or required by an IFRS-standard.

### General principles and accounting standards

The accounts were prepared in accordance with international accounting standards (International Financial Reporting Standards) as published and adopted by the European Union which came into effect on 31<sup>st</sup> December 2022.

### Changes in accounting principles

The standards, amendments and interpretations that entered into force on 1 January 2022 had no significant impact on the presentation of the financial statements.

### Standards and interpretations

The accounting methods adopted are consistent with those of preceding years.

Any interpretations that are new or were revised during the year did not have a material effect on the group's financial performance or position.

### Standards and interpretations that came into force for compulsory application in the European Union in 2022:

The entry into force of the standards, amendments and interpretations of the mandatory application from 1 January 2022 had no effect on the financial statements for the 2022 reporting period.

### New or amended standards or interpretations that came into force after 31 December 2022, early application of which is permitted in the European Union:

Brederode did not anticipate the application of new standards and interpretations issued before the date of authorisation for publication of the financial statements but whose date of entry into force is after 31 December 2022.

Brederode does not expect the adoption of the standards listed above to have a significant impact on the financial statements of future reporting periods.



## Accounting estimates

When preparing the accounts, the management relies on estimates and assumptions that have an impact on the amounts presented in the accounts. These estimates and assumptions are continuously evaluated and based on historical experience and outside information.

The main line items concerned by these estimates and assumptions that indirectly affect Brederode via the establishment of the fair value of its subsidiaries are:

- The valuation of the Private Equity portfolio;
- The estimate of recoverable taxes;
- The estimate of the accruals.

## Presentation “current” and “non-current”

The individual financial statements pertaining to the financial situation are presented taking into account the differentiation made by the IAS1 standard between “current” and “non-current”.

The current assets and liabilities concern the assets and liabilities Brederode believes to be collected, utilised or paid in the course of a normal cycle. This period can extend up to 12 months following the closure of the fiscal year. All other assets are non-current.

## Conversion of transactions and balances in foreign currencies

The individual financial statements were prepared in euro, Brederode’s functional currency.

### 1. Transactions in foreign currencies

Transactions denominated in foreign currency are recorded based on the exchange rate at the time of the transaction. At the end of the reporting period, monetary assets and liabilities as well as non-monetary assets valued at their fair value are converted at the closing rate. Any resulting differences on conversion are included in the profit and loss account.

### 2. Conversion of accounts in foreign currency

For the purposes of drawing up Brederode’s individual financial statements, the results of the subsidiaries whose accounts are denominated in a foreign currency are converted at the average exchange rate in effect during the financial year. Apart from the elements that make up shareholders’ equity balance sheet items expressed in foreign currency are converted at the closing rate. Any resulting differences on conversion are shown as part of the shareholders’ equity and included under “conversion reserves”.

## Tangible fixed assets

Tangible fixed assets are valued at the cost of acquisition or production, less accumulated depreciation and other amounts written off.

Depreciation is charged on a straight-line basis over the estimated operational life of the various fixed asset categories. The estimated duration of use is as follows:

- Furniture: 10 years
- Office furniture: 5 years
- Vehicles: 5 years
- Computer equipment: 3 years

Land is not depreciated. A depreciation can be established when the accounting value exceeds the value to be recovered.

The depreciation conditions for tangible fixed assets are reviewed on a yearly basis and may be altered in future depending on circumstances.

A tangible fixed asset is written off in the event of sale or if no economic advantage may be expected from its continued use. The profit or loss resulting from a sale or write off of a tangible fixed assets corresponds to the difference between the income from the sale and the accounting value of the asset and will be included in the profit and loss account.

### **Fair value**

Brederode assesses financial instruments such as derivative instruments and financial assets at fair value through the profit and loss account

The fair value is the price that would have been obtained for the sale of assets or that would have been paid for the disposal of a liability during a normal transaction between market participants on the valuation date. An assessment of fair value implies that the sale of assets or the disposal of liabilities takes place on the primary market for such assets and liabilities or, in the absence of a primary market, on the market that is the most appropriate for such assets or liabilities.

Brederode must have access to the main market or the most appropriate market.

The fair value of assets and liabilities is set by making hypotheses market participants would use to determine the price of assets and liabilities, taking into account that market participants act in their own economic interests.

All assets or liabilities for which a fair value is set or which are mentioned in the individual financial statements are ranked in the fair value hierarchy.

### **Non-current financial assets**

All non-current assets, which may or may not be listed, are accounted for as "financial assets at fair value through the profit and loss account".

In the context of the fair value assessment of direct and indirect subsidiaries of Brederode, the initial value corresponds to the net acquisition cost and the fair value is reassessed each year end based on the closing rate for listed securities and on the latest valuations provided by the General Partners for unlisted securities. In the latter case the valuations are based

on valuation techniques recommended by international associations operating in the Private Equity arena. Changes in the fair value of these investments between one year-end and the next are accounted for through the profit and loss account.

This method was selected as it reflects the company's risk management strategy.

### **Listed portfolio**

The listed portfolio is valued on the basis of the closing prices in the final trading day of the year.

### **Private Equity portfolio**

The Private Equity portfolio held by investment entities that are subsidiaries of Brederode is valued on the basis of the most recent financial information received from the General Partners. These are definitive or interim valuations as at 31 December, or quarterly reports as at the previous 30 September, adjusted to take into account the investments and divestments carried out during the fourth quarter. This valuations may be further adjusted to reflect any changes in circumstances between the date of the last formal valuation provided by the General Partner and the date of account closure.

### **Amounts receivable**

Loans and credits granted by Brederode and by investment entities that are subsidiaries of Brederode are valued at cost, less any reduction in value as a result of depreciation or non-recoverability.

Following the initial drawing up of the accounts the loans and amounts receivable are valued at amortized costs calculated according the effective interest method, less the provisions for depreciations when management believes there is an objective indication of depreciation which will reduce the cash flows that were initially expected. No updating is carried out for short-term loans and credits, given their negligible potential impact.

The effective interest method is a calculation method for the amortized cost of a financial instrument and the entry of interest returns during the applicable period. The effective interest is the exact interest rate of payments and disbursements in the future during the planned life cycle of a financial instrument or possibly – in the short time – the interest at net accounting value.

### **Current financial assets**

#### **Securities lending**

The securities lent continue to be accounted for on the balance sheet of Brederode and of its subsidiaries in their original portfolios. As a guarantee of the securities lending activity, a portfolio of listed securities is pledged in favour of Brederode, the value of which is at least equal to the amount of the securities lent. The securities pledged in favour of Brederode are not recognised in the accounts. The market value of the securities lent is monitored on a daily basis and the pledge is adjusted in accordance with the evolution in market value of the securities lent.

## Derivative instruments

Derivative instruments are valued at their fair value on the balance sheet date. Fluctuations in fair value between one yearend and the next are accounted for in the profit and loss account. Price movements may result in a valuation of a derivative instrument that results in the creation of a current financial asset or liability.

## Current and deferred taxes

Tax expenses include tax payables and deferred tax.

### (a) Tax payable

Tax payables include the estimated sum of tax to be paid (or to be recovered) on the taxable profits (or losses) of the company or its subsidiaries as well as any adjustment to the sum of taxes paid in previous fiscal years. These are calculated on the basis of taxation rates in force or about to be adopted at the end of the reporting period.

Brederode makes an assessment and estimates of the situations in which the fiscal rules are open to interpretation. The views taken in this regard are revised regularly.

### (b) Deferred tax

Deferred tax is calculated in accordance with the variable carry-over method applied to temporary differences between the book value of assets and liabilities posted on the balance sheet and their tax basis. No deferred tax is entered into the accounts if it originates from the initial booking of an asset or a liability relating to a transaction, except in the event of a regrouping of companies that, at the time of the transaction, does not have an impact on the accounting results or the fiscal results. Moreover, the liabilities pertaining to deferred tax are not entered into the accounts if the temporary difference is the result of the initial entry of the goodwill.

Deferred taxes are determined using taxation rates and fiscal rules in force or about to be adopted at the end of the reporting period and which are believed to have an impact on the realisation of assets or the payment of liabilities in connection with deferred taxes.

A deferred tax asset is booked only to the extent that the realisation of future taxable profits is probable, thus enabling the company to enter such temporary differences into the accounts. In order to assess the possibility of recovering this asset, the following must be taken into account: future taxation forecasts, the portion of non-recurrent expenses which are not expected to be made in the future and which were included in past losses, the history of the fiscal results of the past years and possible fiscal strategies such as the disposal of undervalued assets.

Deferred tax assets are included under temporary differences in connection with participations in subsidiaries except if the conversion calendar pertaining to these temporary differences is controlled by the Group and it is likely that the conversion does not take place in the near future.

Deferred tax assets and liabilities are offset by each tax entity and this from the time the each tax entity is entitled to offset assets and liabilities related to tax payables and on condition that the assets and liabilities relating to deferred taxes are taxed by the same tax authorities.

## Cash and cash equivalents

Cash includes bank current accounts.

Cash equivalents include bank deposits and fixed-term investments with a maturity date of three months or less from the acquisition date; those with a maturity date of more than three months following the acquisition date are treated as investments.

## Own shares

In the event of acquisition (or disposal) of own shares the amount paid (or received) is accounted for as a reduction of (or increase in) shareholders' equity. Movements in these securities are reported in the table of changes in shareholders' equity. These transactions have no effect on the profit and loss account.

By way of reminder, the Brederode shares held by its indirect subsidiary are not recognised as own shares but as a financial asset of that subsidiary. In Brederode's individual financial statements, the fair value of those shares is determined based on the market price, and contributes indirectly to the fair value of Brederode's direct subsidiary.

## Appropriation of profit

The gross amount – before deduction of withholding taxes – of dividends paid by Brederode to its shareholders is shown as a deduction from shareholders' equity. The financial statements are prepared prior to the appropriation of profits.

## Provisions

Provisions are made at year-end and in the event a group company has a legal or implicit obligation resulting from a past event, where it is likely that an amount will have to be paid out to meet this obligation and where the amount of the obligation can be reliably determined. The amount of the provision corresponds to the most accurate estimate of the expenditure required to meet the obligation existing on the last day of the fiscal year.

## Long-term financial debt

Brederode's financial liabilities include bank loans, debts to suppliers and other suppliers. These will be categorized as other financial liabilities and this in accordance with the provisions imposed by IAS 39. Initially, the financial liabilities will be entered into the accounts at fair value, increased by the transaction costs which can be entered directly. The remaining financial liabilities are later valued at the amortized acquisition cost and this according to the effective interest method.

## Short-term financial debt

Through one of its investment subsidiaries, Brederode has a banking line of credit. This money can be drawn down for a short term, usually not exceeding 6 months. The interest becomes payable on each maturity date. Short-term financial debts are accounted for at nominal value.

## Interest

Interest income and costs consist of interest payable on loans and interest receivable on investments.

Interest received is entered pro-rata temporis in the profit and loss account based on the actual interest rate of the investment.

## Dividends

Dividends relating to capital assets are accounted for on the date they become payable. The amount of withholding tax is shown as a deduction from gross dividends.

## 8.6. Notes

### Accounting and consolidation methods

The financial statements are drawn up in accordance with the International Financial Reporting Standards, as published and adopted by the European Union effective 31 December 2022.

The standards, amendments and interpretations that entered into force on 1 January, 2022 had no significant impact on the presentation of the summary financial statements.

Brederode had not opted for early adoption of those standards, amendments and interpretations that have been published but were not yet in force on 31 December 2022.

### Information relating to investment entity status

Brederode is an **investment entity** since it meets the three criteria set out in paragraph 27 of IFRS Standard 10, namely:

- (a) it obtains funds from one or more investors for the purpose of providing those investor(s) with investment management services;
- (b) it commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both, and
- (c) it measures and evaluates the performance of substantially all of its investments on a fair value basis.

Brederode has therefore excluded from its statement of financial position the assets and liabilities of its subsidiaries, including the financial assets (Private Equity and listed securities) whose fair value is now included indirectly in the valuation of Algol S.à r.l. [limited liability company], its sole direct holding which appears in the assets in its individual financial statements (IAS 27).

The valuation procedure follows the order of the asset holding structure in ascending order, starting with the assets and liabilities held by the subsidiaries at the bottom of the holding chain. The subsidiary's net asset value per share is then used to determine the fair value of the holding in respect of the company in the group that owns it. The procedure continues up to the valuation of the assets and liabilities held directly by Brederode S.A. The direct holding in the subsidiary, however, is recorded at fair value through the net income in accordance with IFRS Standard 9.

### **Fair value hierarchy of directly held investments**

The fair value measurements are attributed according to a hierarchy comprising three levels: level 1 is for directly observable data; level 2 applies to data that are only indirectly observable and may require adjustments to be taken into account; level 3 relates to unobservable data.

Since accounting for the subsidiary Algol relies on unobservable data, fair value measurement of this asset, which constitutes more than 99 % of Brederode's total assets, has been classified as level 3. Compared to the financial statements for the 2021 financial year, there has been no transfer to levels 1 or 2 during the financial year.

### **Fair value calculation of indirectly held investments**

The fair value of the listed securities held through Brederode's subsidiaries is based on directly observable data, namely the stock price at year end, and is therefore categorised as level 1.

The fair value of the Private Equity investments uses the latest financial information received from the managers. The movements recorded in the meantime and any changes in circumstances that have arisen pending the definitive valuations constitute unobservable data within the meaning of IFRS 13, therefore the fair value of such investments is categorised as level 3.

At the time of a company's IPO, the managers have the option to distribute in kind the newly listed shares. As soon as these shares are received and are available for sale, their fair value is transferred from level 3 to level 1. This practice remains very marginal for Brederode.

The fair value measurement of each Private Equity investment is based on the reports prepared by the General Partners on the date on which the fund's accounts are closed. The reports, commonly referred to as Capital Account Statements, provide information on the following points:

- Revalued opening and closing net asset
- Movements during the period (contributions, distributions and net gains)
- Remaining uncalled commitments
- Management report providing detailed information on the companies in the portfolio

In the absence of this report, the measurement is based on the report relating to the previous quarter, adjusted to take account of the investments and disinvestments made during the quarter. This measurement may be adjusted to take account of any change in situation between the date of the last official measurement provided by the target fund manager and the account closure date.

As at 31 December 2022, 84% of the unlisted investments were valued based on reports as at 31 December 2022 (86% in 2021).

The valuation techniques used by the Private Equity managers follow the recommendations set out in the International Private Equity and Venture Capital Valuation (IPEV) Guidelines, the most recent version of which dates back to December 2022.

The measurer must use one or more of the following measurement techniques, taking into account the assumptions of the market participants regarding the way in which the value is determined:

- A. Market approach (Multiples, industry measurement references, Market prices available);
- B. Income approach (Discounted cash flow);
- C. Replacement cost approach (Net asset).

Reading the management reports provided by the managers of the funds in which Brederode invests, it is clear that the “Market approach” technique, and more specifically the “Multiples” technique and the “Income approach” technique, are the most widely practised.

As part of the control system implemented by Brederode and its management to review and ensure the relevance of the measurements, these measurements are subject to a triple internal verification procedure, including identifying and explaining any significant discrepancies between two successive measurements. A further verification is then carried out based on the definitive measurement reports and the audited accounts for the Funds. In Brederode’s experience, the discrepancies between the valuations used for the purpose of drawing up the IFRS financial statements and the definitive valuations have never been significant.

### Note 1: Subsidiaries

As at 1 January 2022, Brederode S.A. owned 100% of Algol S.à.r.l., which in turn owned 99.99 % of Geyser S.A., which owned 100% of Brederode International S.à.r.l. SICAR and of Bredco Ltd. By way of reminder, as of January 1<sup>st</sup>, 2016 the direct and indirect subsidiaries are no longer consolidated.

List of subsidiaries and average number of staff:

Names	Addresses	Average number of staff
Brederode S.A.	4, Place Winston Churchill L-1340 Luxembourg	
Algol S.à r.l.	4, Place Winston Churchill L-1340 Luxembourg	
Geyser S.A.	4, Place Winston Churchill L-1340 Luxembourg	
Brederode International S.à.r.l. SICAR	4, Place Winston Churchill L-1340 Luxembourg	6
Bredco Ltd	42 Berkeley Square, London, England, W1J 5AW	1
Brederode TradePending Blocker, LLC	850 New Burton Rd #201, Dover, DE 19904, US	

The percentages of ownership and control is 100% for all subsidiaries with the exception of Geyser, where it is 99.99%.

The subsidiary Brederode International S.à r.l., which holds the group’s Private Equity portfolio, is a a “Société d’Investissement à Capital à Risque” (SICAR, or risk capital investment company), and, as such, is supervised directly by the Commission de Surveillance du Secteur Financier (CSSF).

### Transactions with related companies

There were no related party transactions in the reporting period that significantly influenced the financial position and the results of Brederode.



**Note 2: Issued share capital**

	31 12 2022	31 12 2021
Number of shares representing capital		
- dematerialized	29 305 586	29 305 586
<b>Total</b>	<b>29 305 586</b>	<b>29 305 586</b>

The current capital of € 182,713,909.08 is represented by 29 305 586 shares with no-parvalue.

As of 31 December 2022, the subsidiary GEYSER S.A. held 1 204 575 shares in Brederode (unchanged). Since the subsidiary is not consolidated, these shares are not accounted for as own shares but as an investment at fair value in the subsidiary in question.

**Note 3: Share premium account – distribution**

On 18 May 2022, the company made a partial distribution of its share premium amounting to €1.15 per share, for a total of € 33 701 423.90.

(in € million)	31 12 2022	31 12 2021
Amount distributed during the financial year	33.70	31.65
Amount proposed as distribution for the current financial year	35.75	33.70

The proposal for distribution is subject to the shareholders' approval during the Annual general meeting and is not included under debt in accordance with the provisions of the IFRS standards.

**Note 4: Fair value variations in the subsidiaries**

This affects the only subsidiary directly held by Brederode S.A., namely, Algol S.à r.l.

The fair value variations in indirectly held subsidiaries and of the assets and liabilities they hold are accounted for in the fair value variations in Algol.

**Note 5: Dividends from subsidiaries**

Brederode received a dividend from its subsidiary Algol S.à r.l. in the amount of € 30.20 million (32.10 million in 2021).

**Note 6: Operational sectors**

As an investment entity, Brederode excludes from its statement of financial position the financial assets held by its subsidiaries, whose fair value is indirectly included in the valuation of Algol S.à r.l., its only direct participation, which is shown as an asset in its individual financial statements.

The two lines of business identified in the past in the consolidated financial statements, namely Private Equity and Listed Securities, have now given way to a single line of business known as Investment firms, which corresponds to Brederode's participation in its subsidiary Algol S.à r.l.

## a. Indicator of total assets and liabilities and reconciliation of balances

(In € million)	31 12 2022	31 12 2021
<b>Fair value at the beginning of the financial year</b>	<b>3 676.00</b>	<b>2672.32</b>
Investments	-	-
Disposals	-	-
Changes in fair value	-103.19	1.003.68
<b>Fair value at the end of the financial year</b>	<b>3 572.81</b>	<b>3.676.00</b>

## b. Indicator of the result

The sole indicator of the result is the change in fair value of the subsidiary Algol S.à.r.l. as indicated in the previous table.

## c. Characteristics and risk profile of the operating sectors

The risk associated with Brederode's investment in its subsidiary Algol S.à.r.l. can be measured by the volatility in its fair value, which in turn is determined by the characteristics and profiles of the assets and liabilities held by its direct or indirect subsidiaries.

As a consequence, while from a technical point of view Brederode constitutes a single line of business, that of an investment firm, made up of the subsidiary Algol S.à.r.l., the risk profile of that single line of business continues to depend on the characteristics of the Private Equity and the Listed Securities portfolios managed via its direct and indirect subsidiaries.

For information purpose, the figures related to the assets and liabilities of the two lines of business (Private Equity and Listed Securities) carried out by the subsidiaries of Brederode are provided beside:

## i. Private Equity Portfolio

**Geographical diversification of investments at fair value**

(In € million)	31 12 2022	31 12 2021
United States	1 684.38	1 508.01
Europe	679.10	658.09
Asia / Pacific	124.02	177.64
<b>Total</b>	<b>2 487.51</b>	<b>2 343.73</b>

**Geographical diversification of uncalled commitments**

(In € million)	31 12 2022	31 12 2021
United States	737.32	640.11
Europe	493.40	344.76
Asia / Pacific	24.14	30.67
<b>Total</b>	<b>1 254.86</b>	<b>1 015.54</b>

**Breakdown of uncalled commitments by year of subscription**

<b>(In € million)</b>	<b>31 12 2022</b>	<b>31 12 2021</b>
<2015	108	122.32
2015	35	40.62
2016	55	72.16
2017	92	131.51
2018	131	178.55
2019	106	139.80
2020	286	330.58
2021	441	
<b>Total</b>	<b>1 254.86</b>	<b>1.015.54</b>

## ii. Portfolio of listed securities

<b>(In € million)</b>	<b>31 12 2022</b>	<b>31 12 2021</b>
Technology	364.55	427.43
Investment companies	220.30	229.70
Health care	206.24	312.43
Consumer goods	160.52	159.72
Electricity	108.01	92.92
Oil and gas	59.27	120.50
Miscellaneous	1 118.89	1 342.70
<b>Total</b>	<b>1.342.70</b>	<b>1.149.83</b>

## d. Fair value hierarchy

The valuation of the subsidiary Algol S.à.r.l. is based on unobservable inputs within the meaning of the IFRS 13 standard, and is therefore ranked at level 3 of the fair value hierarchy. As a rule, in case a transfer of fair value level is necessary, Brederode carries out this change of classification (and the consequences in terms of assessment) on the date of the trigger event or change in circumstances originating the transfer.

There were no transfers between levels 1, 2 and 3 during the financial year.

**Reconciliation between the opening and closing balances of the assets categorised in level 3**

<b>Fair value at the beginning of the period</b>	<b>31 12 2022</b>	<b>31 12 2021</b>
<b>Purchases</b>	<b>3 676.00</b>	<b>2 672.32</b>
Sales		
Changes in fair value		
Fair value at the end of the period	-103.19	1 003.68
<b>Fair value at the beginning of the period</b>	<b>3 572.81</b>	<b>3 676.00</b>

The fair value of assets ranked at level 3 indirectly includes 1 119 (€1 343 million at 31 December 2021) of listed shares that would be ranked at level 1 if they were held directly.

### The total profits or losses booked in the net results during the period and related to assets ranked at level 3

(In € million)	31 12 2022	31 12 2021
Changes in fair value	-103.19	1 003.68
Dividends	30.20	32.10
<b>Total net profits and losses in the period</b>	<b>-72.99</b>	<b>1 035.78</b>

### Note 7: Tax on the net profit

#### Reconciliation between the theoretical tax rate and actual tax rate

(In € million)	31 12 2022	31 12 2021
<b>Tax base</b>		
Tax base Profit before tax	-73.30	1 035.56
Profit exempt from tax	73.30	-1 035.56
<b>Taxable profit</b>		
Tax on profit	—	—
Current taxes relating to the current financial year	—	—
Current taxes relating to previous financial years	—	—
<b>Actual tax payable</b>		
Actual tax rate	0%	0%

### Note 8: Transactions with associated companies

(In € million)	31 12 2022	31 12 2021
Deposit of funds at Geyser S.A.	-	0.89

### Note 9: Off-balance sheet rights and obligations

The investment entity Brederode S.A. has no off-balance sheet rights or commitments.

Through a subsidiary, Brederode has confirmed credit lines totaling €350 million (compared with €300 million at the end of 2021). In order to obtain the best terms, these lines are backed by a pledge of part of the listed securities portfolio valued at €558 million as at the end of 2022.

Furthermore, the subsidiary Brederode International S.à r.l. SICAR records uncalled commitments totaling €1,255 million (compared with €1,016 million as at 31 December 2021) linked to its Private Equity portfolio.

**Note 10: Directors' remunerations**

Directors' remuneration at the expense of Brederode S.A. and its subsidiaries in 2022 amounted to €1.22 million (compared with €1.18 million as at 31 December 2021) and is broken down as follows:

(in € million)	Base remuneration	Pension	Other components	Total
Executive directors	1.13	0.01	0.06	1.19
Non-executive directors	0.02			0.02
<b>Total</b>	<b>1.15</b>	<b>0.01</b>	<b>0.06</b>	<b>1.22</b>

Only the non-executive directors' remuneration are at the expense of Brederode S.A. (amounts entered in the individual financial statements). The remuneration of the executive directors is charged to the subsidiaries. Directors' remuneration does not provide for any variable component. The total amount of remuneration shown on the table above does not include social security contributions payable by the company or companies of the group (employer's contributions). The pension plan is of the "defined contribution" type. The other components comprise medical insurance, representation expenses and vehicle costs.

**Note 11: Audit fees**

(In € million)	31 12 2022	31 12 2021
Audit fees	0.13	0.11
Including Brederode S.A.	0.06	0.05
Other certification assignments		
<b>Total</b>	<b>0.13</b>	<b>0.11</b>

**8.7. Management of financial risks**

Brederode's policy on the management of risks and uncertainties is directly related to all of Brederode's subsidiaries and influences Brederode's individual financial statements through the fair value changes of Brederode's direct subsidiary, Algol S.à.r.l.

The definition and the policy of managing the financial risks identified are described under point 6.10.2 of the management report. The effects of this management policy during the 2022 financial year translate into the following data.

## Market risks

### a) Currency risk

Exchange rate evolution:

Price as at 31 December	31 12 2022	31 12 2021	Difference
US Dollar	1.0666	1.1326	5.8%
Swiss Franc	0.9847	1.0331	4.7%
Pound Sterling	0.8869	0.8403	-5.5%
Canadian Dollar	1.4440	1.4393	-0.3%
Australian Dollar	1.5693	1.5615	-0.5%
Danish Krone	7.4365	7.4364	0.0%
Norwegian Krone	10.5138	9.9888	-5.3%
Hong Kong Dollar	8.3163	8.8333	5.9%

At the end of the financial year, exposure to currencies other than the euro via Brederode's subsidiaries is broken down as follows:

(in % of the total assets)	31 12 2022	31 12 2021	Difference
US Dollar	57.0%	55.3%	1.6%
Swiss Franc	4.1%	3.9%	0.2%
Pound Sterling	2.2%	2.0%	0.2%
Canadian Dollar	1.6%	1.4%	0.2%
Australian Dollar	0.4%	0.6%	-0.2%
Danish Krone	0.0%	0.0%	0.0%
Norwegian Krone	0.0%	0.7%	-0.7%
Hong Kong Dollar	0.0%	0.1%	-0.1%

There were no outstanding hedging instruments (% of the risk) at the end of 2022 and 2021.

Sensitivity analysis: impact on the profit and loss account / shareholders' equity of a 5% movement in various currencies

(in € million)	31 12 2022	31 12 2021	Difference
US Dollar	102.74	101.86	0.88
Swiss Franc	7.47	7.26	0.21
Pound Sterling	3.89	3.67	0.22
Canadian Dollar	2.94	2.60	0.34
Australian Dollar	0.70	1.17	-0.46
Danish Krone	0.00	0.00	0.00
Norwegian Krone	0.00	1.34	-1.34
Hong Kong Dollar	0.00	0.23	-0.23
<b>Total</b>	<b>117.75</b>	<b>118.12</b>	<b>-0.38</b>

## b) Interest rate risk

For financial assets the risk of changes in fair value directly related to interest rate movements is insignificant, given that almost all financial assets are equity instruments.

For financial liabilities this risk is limited by the short duration of financial debt.

## c) Other price risks

Sensitivity analysis:

A 5% change in the valuation of the Private Equity and Listed Securities portfolios would result in a change in fair value of € 180 million (€ 184 million in 2021).

**Credit risk**

Exposure to credit risk at year-end for Brederode and its subsidiaries:

(in € million)	31 12 2022	31 12 2021	Variation
Bank deposits	10.70	35.14	-24.44
Amounts receivable	11.98	5.45	6.53
<b>Total</b>	<b>22.68</b>	<b>40.59</b>	<b>-17.91</b>

**Liquidity risk**

Through its subsidiaries, Brederode is able to draw on confirmed line of credits for an amount of € 350 million.

Analysis of the residual contractual maturity dates of the debts with the credit institutions: the credit lines referred to above either reach maturity in 2024 (amounting to €150 million), or do not have a maturity date but have a notice period of 6 months (amounting to €200 million).

**Cash flow interest rate risk**

This risk does not affect Brederode or its subsidiaries.

**8.8. Post-balance sheet events**

None

## 9. Report of the Réviseur d'Entreprises Agréé

To the Shareholders of  
**BREDERODE S.A.**  
**Société Anonyme**

R.C.S. Luxembourg B 174.490

4 Place Winston Churchill  
L-1340 Luxembourg

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of **BREDERODE S.A.** (the "Company"), which comprise the statement of financial position as at 31 December 2022, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2022, its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union.

#### Basis for Opinion

We conducted our audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 on the audit profession ("Law of 23 July 2016") and with International Standards on Auditing ("ISAs") as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" ("CSSF"). Our responsibilities under the EU regulation No 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 Financial Statements" 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 financial statements, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



## Other matter

The company has established a separate set of financial statements as at 31 December 2022 in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the financial statements on which we issued a separate audit opinion on 5 April 2023 to the attention of the shareholders of the Company.

## Key Audit Matters

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

### Valuation of the unquoted instruments ("Private Equity")

#### Reasons for which a key audit matter has been raised:

As of 31 December 2022, the Company invests in unquoted instruments.

The valuation of these instruments is significant for our audit, in terms of their book value amounting to 2 487.51 million EUR as of 31 December 2022, representing about 68% of the balance sheet.

- All of the unquoted investments (over 300 as of 31 December 2022) are realized exclusively in Private Equity funds (mainly *Buyout*).
- Those investments are valued based on the last valuation report provided by the General Partner of the funds based on valuation procedures recommended by international associations operating in the Private Equity sector. If the last valuation reports are not available at the closing date of the Financial Statements, management uses the last valuation report available and adjusts it with all investments and disinvestments realized during the period between the valuation report date and the closing date. As at 31 December 2022, 70% of the unquoted investments were valued based on valuation reports as at 31 December 2022.

#### Response to the identified key audit matter:

The main audit procedures implemented were:

1. A review of all valuation reports or Capital Account Statements (CAS) provided by the managers of underlying funds;
2. A back testing consisting in tracing the fair value presented in the Capital Account Statements used during the last accounting year with the audited financial statements of the Private Equity Funds;
3. A circularization of the depositary agent (i.e. Alter Domus Alternative Asset Fund Administration S.à r.l.);
4. A review of all movements relevant to the financial year. We have tested a representative sample of these movements.

The work performed to address the above key audit matter did not raise any comments.

Key observations communicated to those charged with governance:

Based on our audit procedures, we do not have additional elements to communicate to those charged with governance.

**Other information**

The Board of Directors is responsible for the other information. The other information comprises the information presented in the annual report including the management report and the Corporate Governance Statement but does not include the financial statements and our report of “Réviseur d’Entreprises Agréé” thereon.

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

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

**Responsibilities of the Board of Directors for the Financial Statements**

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

In preparing the financial statements, 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.

The Board of Directors is also responsible for presenting the financial statements in compliance with the requirements set out in the Delegated Regulation 2019/815 on European Single Electronic Format, as amended (“ESEF Regulation”).

**Responsibilities of the “Réviseur d’Entreprises Agréé” for the Audit of the Financial Statements**

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

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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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 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 "Réviseur d'Entreprises Agréé" to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report of "Réviseur d'Entreprises Agréé". However, future events or conditions may cause the Company to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements 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 financial statements of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes public disclosure about the matter.

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

## Report on Other Legal and Regulatory Requirements

We have been appointed as “Réviseur d’Entreprises Agréé” by the General Meeting of the Shareholders on 13 May 2020 and the duration of our uninterrupted engagement, including previous renewals and reappointments, is 10 years.

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

The Corporate Governance Statement, as published on the Company’s website under the section “Governance”, is the responsibility of the Board of Directors. 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, at the date of this report, with the financial statements and has been prepared in accordance with applicable legal requirements.

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

We confirm that the prohibited non-audit services referred to in the EU Regulation No 537/2014 were not provided and that we remain independent of the Company in conducting the audit.

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

For the Company, it relates to financial statements prepared in valid xHTML format.

In our opinion, the financial statements of the Company as at 31 December 2022, identified as *Brederode\_IFRS\_2022.xhtml*, have been prepared, in all material respects, in compliance with the requirements laid down in the ESEF Regulation

Luxembourg, 5 April 2023

For MAZARS LUXEMBOURG, Cabinet de révision agréé  
5, rue Guillaume J. Kroll  
L – 1882 LUXEMBOURG

Amir CHAKROUN  
Réviseur d’entreprises agréé

## 10. Financial calendar

Ordinary General Meeting 2023  
No. 9 Coupon payment date

Wednesday 10 May 2023 at 2.30 pm  
Wednesday 24 May 2023

BREDERODE S.A.  
4 Place Winston Churchill – L-1340 Luxembourg  
[www.brederode.eu](http://www.brederode.eu)

The annual report in French constitutes the original text.  
A Dutch translation of this report is available.  
In the event of any divergence of interpretation between the different versions, the French text shall prevail.

**BREDERODE S.A.**

4 Place Winston Churchill  
L-1840 Luxembourg - R.C.S. Luxembourg B 174490

[www.brederode.eu](http://www.brederode.eu)