MUTARES

Building momentum with global transactions

INTERIM FINANCIAL REPORT 2024

MUTARES IN FIGURES

Leading Global Private Equity Special Situations Investor

HOLDING

REVENUES

EUR **58.3** million

HOLDING NET INCOME

EUR **53.0** million

INVESTED CAPITAL (06/30/2024)

EUR **449.2** million

GROUP

REVENUES

EUR **2,610.4** million

EBITDA

EUR **71.6** million

ADJUSTED EBITDA

EUR **15.7** million

EMPLOYEES (06/30/2024)

HOLDING[1]

> 250

GROUP

> 31,000

PORTFOLIO COMPANIES (06/30/2024)

31

DIVIDEND

EUR **2.25**

FOR FY 2023

GUIDANCE

ca. EUR **10** billion

GROUP REVENUES BY 2028

EXITS

5 THEREOF 4 COMPLETED IN H1 2024

TARGET ROIC[2]

>7–10x

ON AVERAGE

ACQUISITIONS

+11 THEREOF 7 CLOSED IN H1 2024

WE SUPPORT UN GLOBAL COMPACT

DEUTSCHLAND TEST UNTERNEHMEN DES JAHRES 2024 Mutares FOCUS MONEY ANALYSE KUNDENZUFRIEDENHEIT

[1] incl. Mutares subsidiaries
[2] Return on Invested Capital

The document is interactive. Click on the tables of contents, chapter overviews and symbols to navigate through the report.

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For this publication the German wording shall be decisive. In case of any discrepancies between the English and the German version of this publication, the German version shall therefore prevail.

01 ABOUT MUTARES

Mutares is specialized on the acquisition of companies in special situations. Mutares pursues the aim of leading the acquired companies onto a stable path of profitable growth through intensive operational cooperation. Our transaction teams at fifteen locations worldwide identify suitable companies. After the acquisition, our own operational team, together with the management of the portfolio companies, develops a comprehensive improvement program along the entire value chain and supports its implementation. Our objective is to return the company to sustainable and long-term success and to support its value. This can also be done through add-on acquisitions.

Extensive operational industry and turnaround experience, combined with transactional and operational support, build the foundation for mastering the challenges involved in developing our portfolio companies.

MUTARES SE & CO. KGAA
Founded in 2008, Mutares acquires mid-sized companies to develop them long-term-oriented and sustainably.

MUTARES GROUP
As at June 30, 2024, the Mutares Group comprised 31 operating companies.

PORTFOLIO COMPANIES
The portfolio companies operate independently and are managed on their own reporting responsibility. They are integrated into the Mutares Group reporting.

OUR MANAGEMENT BOARD

The Mutares Management Board consists of four members, who have years of interna-tional experience in various industries.

CEO
ROBIN LAIK
born in 1972, is founder, CEO and main shareholder of Mutares. He is responsible for strategy, business development and Investor Relations.

CIO
JOHANNES LAUMANN
born in 1983, joined Mutares in 2016. In 2019, he was appointed CIO. He is responsible for M&A.

CFO
MARK FRIEDRICH
born in 1978, has been with Mutares since 2012. In 2015, he took over the CFO position. He is responsible for the finance sector of the Mutares Group, as well as HR and compliance.

COO
DR. LENNART SCHLEY
born in 1980, has been with Mutares since 2011. He was appointed a member of the Executive Board in July 2024. As Chief Operating Officer (COO), he is responsible for operations, consulting and portfolio development.

The complete curricula vitae of our Management Board can be found at:

www.mutares.com/en/team#executiveboard

OUR IDENTITY

Mutares creates value by transforming risks and opportunities into sustainable business success.

VISION

To be the undisputed international leader for mid-market special situations, driven by our sustainable investment principles

VALUES

Entrepreneurship,
integrative Management, Sustainability,
personal Integrity

MISSION

Transform distressed companies and their ownership into sustainable, lasting and value-enhancing opportunities for shareholders

GOAL

Industry-leading, risk-optimized returns and direct performance contribution for each shareholder, through sustainable and increasing dividends

FIRST HALF YEAR 2024 AT A GLANCE

7 acquisitions and 4 exits closed in the first half of 2024

01 JANUARY

Mutares **compensates CO_2-emissions of all travels** of the past fiscal year. The climate protection contribution benefits the organization EcoNetix, which thereby promotes the production of carbon sinks.

Mutares is awarded for the third year in a row the label **"Company of the Year 2023" by Focus Money** in the category holding companies.

Mutares **completes the acquisition of PRINZ Kinematics** from AL-KO. The company is a leading global automotive supplier of high-quality kinematic systems for OEMs and strengthens the HILO Group as a new add-on acquisition.

Mutares **sells its portfolio company VALTI** to the company's management.

Mutares **places second tap issue of its bond issued in March 2023 with a volume of EUR 100 million.**

Mutares **positions newly formed HILO Group** as a global system supplier for high-quality automotive technology with 1,500 employees and revenues of approx. EUR 350 million. The company acts as new holding company for KICO, ISH, PRINZ Kinematics and High Precision Components.

03 MARCH

Mutares **completes the acquisition of Temakinho** from Cigierre, controlled by BC Partners. The company is a well-known restaurant chain offering Japanese-Brazilian cuisine and strengthens the Retail & Food segment.

Mutares **sells its portfolio company Frigoscandia** to Dachser.

Mutares **signs an agreement to acquire Magirus** from Iveco Group.

04 APRIL

Mutares **completes the acquisition of Greenview Group** from Cordovan Capital Management and the current management. The company is a provider of mechanical, electrical, heating and sustainable energy solutions in the UK and Ireland and strengthens the Goods & Services segment as a new platform.

Mutares **completes the acquisition of a majority stake in Sofinter Group.** The company is a leading global supplier of industrial and utility boilers with a strong position in the heat recovery steam generator segment and strengthens the Engineering & Technology segment.

Mutares **opens an office in Shanghai** as part of its international expansion.

05 MAY

Mutares **sells its portfolio company iinovis Group** to Accursia Capital.

Mutares **enters into exclusive negotiations for the sale of Repartim Group** to an institutional investor.

Mutares **signs an agreement to acquire KmB Technologie** from EMAG Industrial and Scherer Holding. The company is a manufacturer of high-quality components for the automotive and mechanical engineering sector and strengthens the FerrAl United Group as a new add-on investment.

Mutares **opens an office in Mumbai** as part of its international expansion.

06 JUNE

Mutares **completes the acquisition of FSL Ladenbau.** The company is a leading shopfitting provider and strengthens the Ganter Group as an add-on investment.

The Annual General Meeting of Mutares SE & Co. KGaA approves a **dividend of EUR 2.25 per share.** This consists of a **minimum dividend of EUR 2.00 per share and a bonus dividend of EUR 0.25 per share and confirms the attractive and long-term dividend strategy.**

Mutares **signs an agreement to acquire fischer automotive systems** from fischerwerke. The company is an automotive supplier of kinematic components and high-quality system solutions for vehicle interiors and exteriors and strengthens the Automotive & Mobility segment.

Mutares **completes the acquisition of Eltel Networks Energetyka and Eltel Networks Engineering** from Eltel. The companies are leading providers of engineering and construction services for electrical energy in Poland and strengthen the Goods & Services segment.

Mutares **sells Balcke-Dürr Nuklear Services** to Cyclife Germany, a company of the EDF Group.

Mutares **opens an office in Chicago** as part of its international expansion.

Mutares completes **the acquisition of Cikautxo Rubber & Plastic Components** from CIKAUTXO. The company strengthens the SFC Group, part of Amaneos, as a new add-on investment.

Mutares announces that the Company's **Management Board will be expanded** to four members with Johannes Laumann (CIO) and Dr. Lennart Schley (COO) as of July 1, 2024.

Mutares **signs an agreement to acquire Serneke Sverige** from Serneke Group. The company is a leading general contractor in Sweden and strengthens the Engineering & Technology segment as a new platform.

02

PORTFOLIO

Our portfolio companies operate in a wide range of industries all over the world. We have investments in the Automotive & Mobility, Engineering & Technology, Goods & Services and Retail & Food segments. Joining our Group gives them the opportunity to develop autonomously, independently and sustainably.

Automotive & Mobility

Engineering & Technology

Goods & Services

Retail & Food

Our Portfolio Companies

AUTOMOTIVE & MOBILITY

AUTOMOTIVE & MOBILITY

Our portfolio companies in the Automotive & Mobility segment – our **early-cyclical business** – operate worldwide, supplying prominent international original equipment manufacturers (OEMs) for commercial vehicles and passenger cars.

EUR **2.5** billion
expected annual revenue

amaneos

Global partner for plastic-based systems for the automotive industry

Revenues EUR million[1]	Acquisition	Phase
1,070	2020, 2021, 2022, 2024	Realignment

FERRAL UNITED

Multinational supplier for multi-material machined solutions and systems

Revenues EUR million[1]	Acquisition	Phase
1,040	2020, 2022, 2023, 2024	Realignment

HILO GROUP

System supplier of high-quality automotive technology

Revenues EUR million[1]	Acquisition	Phase
285	2019, 2021, 2023, 2024	Optimization

PEUGEOT MOTOCYCLES

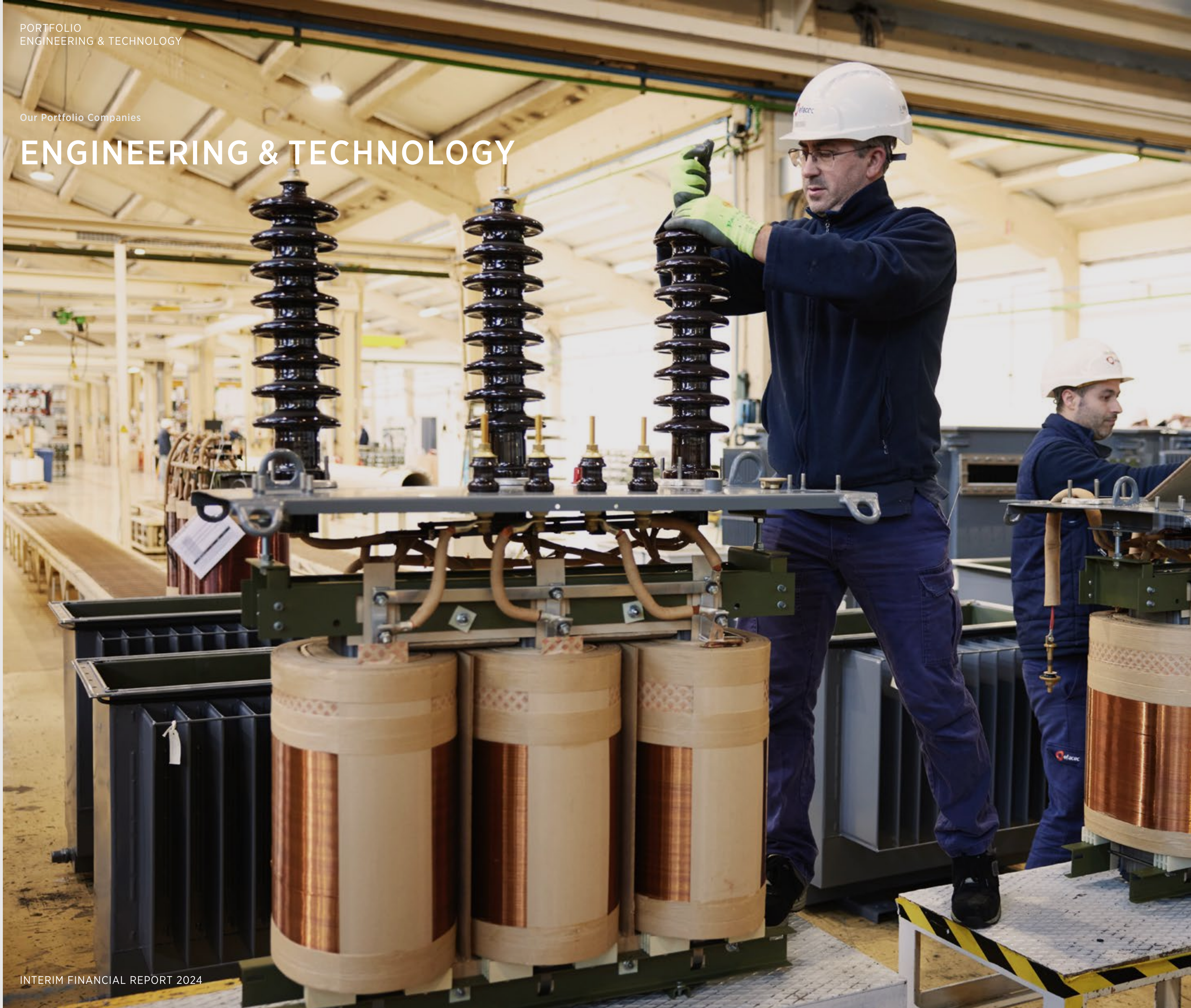
Manufacturer of two and three-wheeler scooters and motorcycles

Revenues EUR million[1]	Acquisition	Phase
100	2023	Realignment

[1] expected annual revenue in 2024

Our Portfolio Companies

ENGINEERING & TECHNOLOGY



ENGINEERING & TECHNOLOGY

Our portfolio companies in the Engineering & Technology segment – our **late-cyclical business** – serve customers from various sectors, including the energy and chemical industries, public infrastructure and the rail sector, in particular in the area of plant and mechanical engineering.

EUR **1.3** billion
expected annual revenue

BYLDIS
Designer, manufacturer and installer of pre-fabricated concrete components for mid and high-rise buildings

Revenues EUR million[1]	Acquisition	Phase
65	2023	Realignment

CLECIM
Supplier of high-end steel processing line solutions

Revenues EUR million[1]	Acquisition	Phase
50	2021	Harvesting

DONGES GROUP
Full-service provider for building envelopes and steel structures

Revenues EUR million[1]	Acquisition	Phase
160	2017	Harvesting

efacec
Provider of energy, engineering and mobility solutions

Revenues EUR million[1]	Acquisition	Phase
250	2023	Realignment

Gemini Rail Group / ADComms
Industrial, technological and infrastructure service provider for the rail industry

Revenues EUR million[1]	Acquisition	Phase
80	2018, 2021	Realignment

Guascor Energy
Manufacturer of gas and diesel engines

Revenues EUR million[1]	Acquisition	Phase
55	2022	Realignment

La Rochette Cartonboard
Producer of folding boxboard

Revenues EUR million[1]	Acquisition	Phase
100	2021	Harvesting

NEM / Balcke Dürr
Supplier and service provider of heat recovery steam generators, heat exchangers and reactors

Revenues EUR million[1]	Acquisition	Phase
265	2016, 2022	Optimization

Sofinter group
Provider of industrial and utility boilers

Revenues EUR million[1]	Acquisition	Phase
230	2024	Realignment

STEYR MOTORS
Manufacturer of diesel engines and auxiliary electric drives for special applications

Revenues EUR million[1]	Acquisition	Phase
40	2022	Realignment

[1] expected annual revenue in 2024

Our Portfolio Companies

GOODS & SERVICES

GOODS & SERVICES

Our portfolio companies in the Goods & Services segment – our **non-cyclical business** – offer specialized products and services for customers in various sectors.

EUR **1.1** billion
expected annual revenue

asteri palmia
Differentiated service providers in the Nordics

Revenues EUR million[1]	Acquisition	Phase
165	2021, 2023	Optimization

Conexus
Service provider in the telecommunications and energy infrastructure industries

Revenues EUR million[1]	Acquisition	Phase
115	2021	Realignment

ELTEL
Service provider in the high voltage energy infrastructure sector

Revenues EUR million[1]	Acquisition	Phase
45	2024	Realignment

GANTER
General contractor in interior design and store fitting

Revenues EUR million[1]	Acquisition	Phase
50	2021	Optimization

GoCollective ReloBus MobiLitas
Public transport operator

Revenues EUR million[1]	Acquisition	Phase
275	2023	Realignment

Greenview Working better together
Provider of building services to the public and private sectors

Revenues EUR million[1]	Acquisition	Phase
35	2024	Realignment

REDO
Building remediation services

Revenues EUR million[1]	Acquisition	Phase
35	2023	Realignment

Repartim DÉPANNAGE & TRAVAUX DEPUIS 1967
Provider of house repair and emergency services

Revenues EUR million[1]	Acquisition	Phase
40	2021	Optimization

stuart.
Provider of same-day urban delivery solutions

Revenues EUR million[1]	Acquisition	Phase
50	2023	Realignment

terranor
Provider of road operation and maintenance services

Revenues EUR million[1]	Acquisition	Phase
280	2020	Harvesting

[1] expected annual revenue in 2024

Our Portfolio Companies

RETAIL & FOOD

RETAIL & FOOD

Our portfolio companies in the Retail & Food segment – our **cyclical business** – are manufacturer and distributor in various sectors, including home equipment, household products and food processing.

EUR **0.9** billion
expected annual revenue

FASANA

Manufacturer of innovative and high-quality paper napkins

Revenues EUR million[1]	Acquisition	Phase
50	2020	Optimization

GLÄSERNE MOLKEREI

Manufacturer of high quality organic dairy products

Revenues EUR million[1]	Acquisition	Phase
95	2023	Realignment

keeeper

Manufacturer of household products

Revenues EUR million[1]	Acquisition	Phase
80	2019	Harvesting

LAPEYRE

Manufacturer and distributor of home equipment products

Revenues EUR million[1]	Acquisition	Phase
530	2021	Optimization

Prénatal

Retailer in baby, toddler, and maternity wear, hard goods and toys

Revenues EUR million[1]	Acquisition	Phase
100	2023	Realignment

TEAMTEX group

Manufacturer of child restraint systems

Revenues EUR million[1]	Acquisition	Phase
75	2023	Realignment

Temakinho

Casual dining chain offering Japanese-Brazilian cuisine

Revenues EUR million[1]	Acquisition	Phase
15	2024	Realignment

[1] expected annual revenue in 2024

03

TO OUR SHAREHOLDERS

- Successful **increase** of the bond
- Distribution of a **dividend** of **EUR 2.25** per share
- Analyst ratings **recommended buy** with a price target of up to **EUR 50.00**

“

The trust placed in us by our investors requires us to act with the utmost care and transparency. We will continue to act with the utmost care and transparency to secure and build on our sustainable growth and global success.”

Robin Laik, Chief Executive Officer

MUTARES ON THE CAPITAL MARKET

Successful increase of the bond

Mixed development of the stock markets

The picture on the stock markets was mixed in the first half of 2024. Some major US indices posted significant gains after the first six months of 2024. Overall, the exceptionally strong performance of high-tech stocks in the previous year continued. While the more technology-heavy indices S&P 500 and Nasdaq 100 Index recorded price gains of 14.8% and 17.0% respectively at the end of the first half of the year, the blue chips from the Dow Jones rose by a total of 4.2%. In Europe, the trend was different. While the DAX and EuroStoxx50 performed similarly with gains of 8.9% and 8.2% respectively, the FTSE100 was not quite able to keep up with them at 5.6%. The French CAC40 was even down 0.9% at the half-year mark, reflecting the growing uncertainty caused by the new elections to the French parliament following the European elections.

According to the ifo Institute[1], the global economy experienced moderate growth at the start of 2024. The industrial economy is expected to benefit from rising global demand and continue its recovery. Global trade in goods increased again in the winter half-year after previously declining for four quarters. China's overall economic production is also expected to rise sharply this year. The US economy slowed compared to the previous year, despite robust demand from private households. However, investment is expected to pick up towards the end of the current year. The central banks in the most important industrialized countries have recently signaled a somewhat more cautious easing of their monetary policy due to the slower decline in inflation. Overall, the global economy experienced a new upturn in the reporting period.

In the eurozone, the economy is forecast to accelerate in the summer half of 2024, driven by rising real incomes, a loose monetary policy and a revival in global trade. Overall economic production is expected to increase by just under 1% in 2024 and by just under 2% in 2025. The German economy is also on the road to recovery: gross domestic product is expected to grow by 0.4% in 2024 and 1.5% in 2025. Business sentiment has brightened and there is hope for rising orders, particularly in the manufacturing sector. Energy costs have fallen to 2020 levels, which makes production more profitable and could lead to an expansion of energy-intensive industries. The development of the inflation rate is also having a positive impact on the German economy, which is expected to fall from 5.9% in 2023 to 2.2% in 2024 and further to 1.7% in 2025.

The overall positive performance of the individual leading indices conceals a phenomenon that is becoming increasingly apparent: Only a few stocks were or are responsible for the positive development of the indices. In the USA, it is the so-called "Magnificent Seven", i.e. the major technology stocks, which were responsible for around 60% of the S&P 500's performance in the first half of the year in the wake of the euphoria surrounding artificial intelligence. There was also a concentration of tech stocks in Germany's leading index, the DAX, with SAP shares alone contributing around 40% to the DAX's half-year growth. This concentration of investors on large caps and high-tech stocks in particular has meant that the market segments below the blue chips, which focus on small and mid-caps, have performed weaker overall in the year to date. The SDAX, in which Mutares is listed, achieved a plus of 2.6% in the first half of the year. By contrast, the MDAX recorded a fall of 7.2%.

[1] source: "ifo Economic Forecast Summer 2024", published in June 2024

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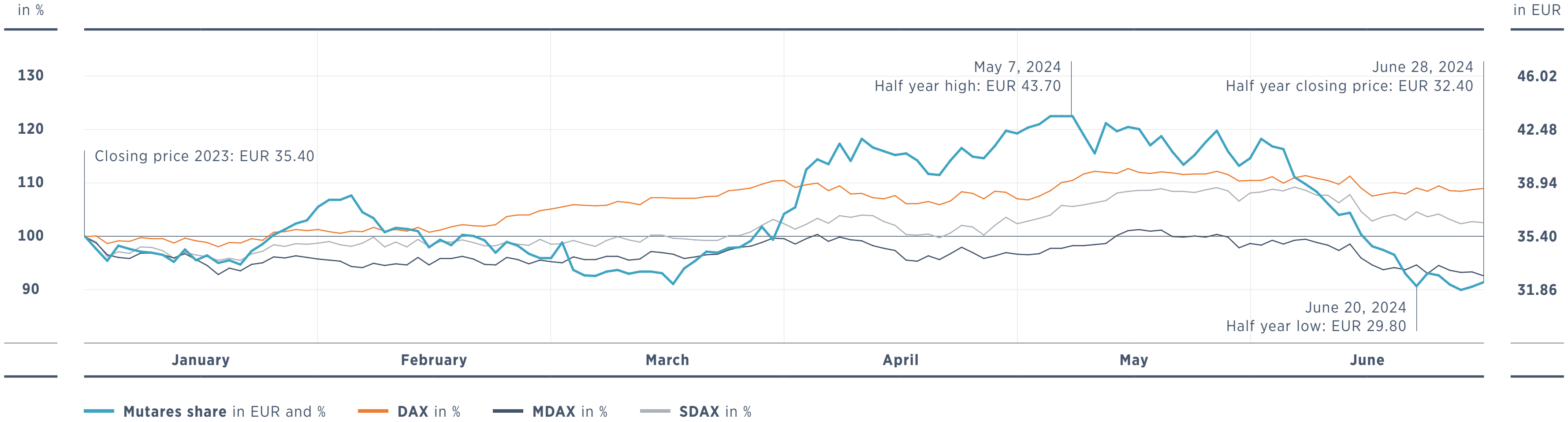
PRICE PERFORMANCE INCLUDING BENCHMARK INDICES



Mutares share in the context of the bear market for second-line stocks

Mutares shares closed the first half of 2024 at EUR 32.40, down 8.5% from the previous year's closing price (EUR 35.40). Taking into account the dividend distribution, this resulted in a total return of –2.1%. The share reached its high for the first half of 2024 on May 7 at EUR 43.70 and its low for the first half of the year on June 20 at EUR 29.80. The average daily trading volume of Mutares shares on the Xetra electronic trading platform was 26,617 shares in the first half of 2024 (previous year: 24,726 shares).

KEY FIGURES OF THE MUTARES SHARE

		H1 2024	2023	2022	2021	2020
Number of shares	million units	21.3	21.1	20.6	20.6	15.5
Market capitalization	million EUR	690.1	745.5	371.5	469.5	243.3
Closing price [1]	EUR	32.40	35.40	18.00	22.75	15.70
Highest price [1]	EUR	43.70	35.80	24.60	30.00	16.86
Lowest price [1]	EUR	29.80	17.22	14.28	15.04	6.07
Trading volume (daily average) [1]	Piece	26,617	29,157	31,736	35,230	41,552

[1] All figures correspond to Xetra prices. Xetra trading volume.

EUR 2.25
dividend for FY 2023

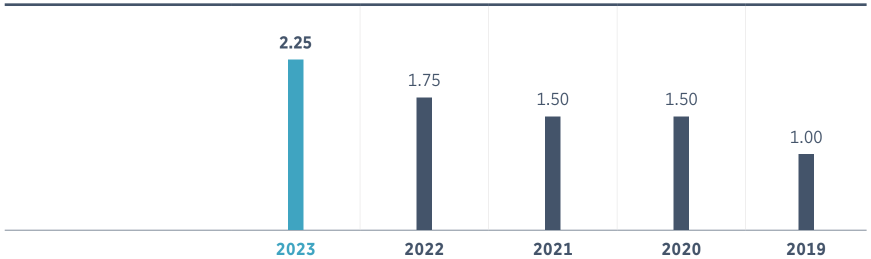
6.4 %
dividend yield

Dividend increase to EUR 2.25 per share

Thanks to the renewed significant business growth and the positive business development in 2023 in connection with the successful exit transactions, Mutares was able to distribute an increased dividend of EUR 2.25 per share (previous year: EUR 1.75 per share) to shareholders in the first half of 2024. Following the dividend strategy updated in fiscal year 2023, this consisted of a minimum dividend of EUR 2.00 per share and a bonus dividend of EUR 0.25 per share. A total of around EUR 47.4 million (previous year: EUR 36.1 million) was distributed from the net retained profits of Mutares SE & Co. KGaA. Based on the closing price at the end of 2023, this resulted in a dividend yield of 6.4 % (previous year: 9.7 %) for Mutares shares.

DEVELOPMENT OF DIVIDEND PER SHARE

in EUR



	2023	2022	2021	2020	2019
Total dividend payout for the fiscal year in EUR million	**47.4**	36.1	30.9	23.1	15.2
Dividend yield at closing price of the fiscal year	**6.4 %**	9.7 %	6.6 %	9.6 %	7.9 %

Proprietary trading by managers

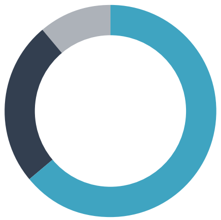
In the reporting period, members of the Executive Board or persons closely related to the Executive Board acquired 9,500 shares on the open market with an equivalent value of around EUR 301,041. The Executive Board is thus reaffirming its confidence in Mutares' strategy and growth potential. As part of the 2019 share option plan, members of the Executive Board also acquired 135,000 shares, of which 28,000 shares were sold to cover the costs associated with exercising the options. One member of the Supervisory Board sold a total of 11,000 shares in the reporting period.

Balanced shareholder structure

At the end of the reporting period, around 16,800 shareholders were entered in the share register (previous year: 15,500 shareholders).

Robin Laik, CEO and founder of Mutares, remains the main shareholder with around 25 %. Members of the Executive Board and Supervisory Board hold a further 11% of the shares. Around 64 % of the shares are in free float (as defined by Deutsche Börse), including shares held by institutional investors, family offices, large individual shareholders and asset managers as well as private investors.

SHAREHOLDINGS BY INVESTOR



- ~64% Free Float
- ~25% CEO Robin Laik[1]
- ~11% Management[2]

As at June 30, 2024
[1] Includes Robin Laik and his family members
[2] Includes Management Board and Supervisory Board

Shareholdings by investor

At around 85.5%, the largest proportion of outstanding shares in free float is held by German investors, followed by investors from Switzerland with 3.7% and from Ireland with around 3.1% of shares. Investors from the USA account for 2.4%, followed by investors from France and Great Britain with 1.2% each. The shareholder structure is to be further internationalized in the current fiscal year, reflecting the global orientation of Mutares' strategy.

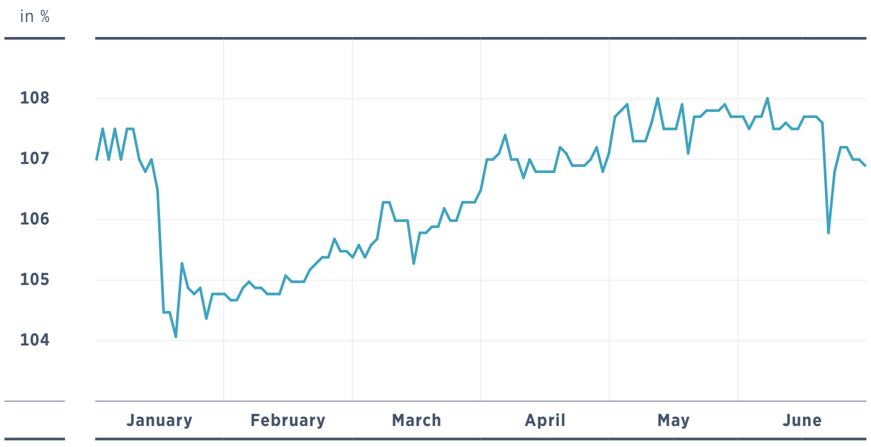
SHARE MASTER DATA

Icon	MUX
WKN	A2NB65
ISIN	DE000A2NB650
Index membership	Prime All Share, SDAX
Transparency level	Prime Standard
Market segment	Regulated market
Stock exchanges	Xetra, Frankfurt, Berlin, Düsseldorf, Munich, Stuttgart, Tradegate
Sector	Shareholdings
Number of shares	21,348,256
Class of shares	Registered shares
Designated Sponsor	Hauck & Aufhäuser Lampe Privatbankiers Aktiengesellschaft

Successful increase of the bond

In the first half of 2024, Mutares SE & Co. KGaA successfully placed a EUR 100 million tap issue of the existing bond. In accordance with the bond terms, the maximum nominal volume of EUR 250 million was therefore fully utilized. The 2023/2027 bond bears interest rate based on the 3-month EURIBOR plus a margin of 8.5% p.a. and is traded on the open market of the Frankfurt Stock Exchange and on the Nordic ABM segment of the Oslo Stock Exchange (Oslo Børs) under ISIN NO0012530965 / WKN A30V9T.

MUTARES SE & CO. KGAA 2023/2027 – DEVELOPMENT JANUARY 2024 TO JUNE 2024[1]



[1] The chart shows the performance of the bond on the German Stock Exchange.

MASTER DATA OF THE MUTARES BOND 2023/2027

WKN	A30V9T
ISIN	NO0012530965
Market segment	Regulated unofficial market
Stock exchanges	Frankfurt Stock Exchange, Regulated Unofficial Market; Oslo Stock Exchange, Nordic ABM
Denomination	1,000
Nominal volume	250,000,000
Nominal volume outstanding (06/30/2024)	250,000,000
Issue date	March 31, 2023
Maturity	March 31, 2027
Interest rate	3-month EURIBOR plus 850 basis points
Interest dates	Quarterly

Investor Relations

In the first half of 2024, Mutares maintained a regular, constructive and transparent dialog with all interest groups such as institutional investors, private investors, financial analysts and media representatives. Mutares further expanded its financial communication activities, such as participation in conferences, roadshows and its own formats.

Further relevant information on the share and bond is available to interested investors at ir.mutares.com/en.

INVESTOR RELATIONS IN THE FIRST HALF OF 2024

February 19–23, 2024	Mumbai Roadshow
March 20–21, 2024	Nordic Bond Conference, Stockholm
April 11, 2024	Publication of the Annual Report 2023
April 18, 2024	Deutsche Investorenkonferenz (finance magazin), Frankfurt
April 22–26, 2024	Shanghai Roadshow
May 7, 2024	Publication of Q1 results
May 14, 2024	Edison Growth Conference, London
June 4, 2024	Annual General Meeting Mutares SE & Co. KGaA
June 7–8, 2024	Warburg Highlights 2024, Hamburg

Financial analysts see up to 38 % share price potential

The Mutares share was analyzed and rated by four investment banks in the first half of 2024. All five analyst firms gave the Mutares share a buy or outperform rating. This reflects the confidence in the business model, the successful development and the management of Mutares. The price targets for the Mutares share range from EUR 30.00 to EUR 50.00. The average price target is therefore EUR 44.70, which translates into potential upside of around 38% compared to the closing price on June 30, 2024.

Further information is available in the financial analysis section at ir.mutares.com/en.

REASONS TO INVEST IN THE MUTARES SHARE

Our goal is to create value for our investors by sustainably implementing our strategy, delivering results and transparently communicating our performance.

01

ATTRACTIVE ACCESS TO THE PRIVATE EQUITY MARKET

The Mutares share offers easy and convenient access to the private equity market.

TO OUR SHAREHOLDERS
REASONS TO INVEST IN THE MUTARES SHARE

02

FAMILY AND OWNER MANAGED COMPANY

Around 36 % of the shares are owned by the founding family and management. This commitment is a clear commitment.

03

SUCCESSFUL TRACK RECORD

The team has a high level of industry and functional expertise and can point to a correspondingly successful track record.

04

FOCUS ON GROWTH

Mutares is pursuing ambitious growth targets. The international M & A approach ensures a constant deal flow.

05

ATTRACTIVE DIVIDEND POLICY

Thanks to a high level of deal activity, Mutares is able to draw continuous returns from the portfolio companies, which are in different stages of maturity.

06

HIGH TRANSPARENCY

Strict disclosure requirements and transparency standards ensure a high level of information security for investors and partners. Active, personal and transparent capital market communication creates additional trust.

WE CREATE SUSTAINABLE VALUE

Sustainability in practice goes beyond ecologically sensible measures and also includes social aspects and principles of good corporate governance.

07

SUSTAINABILITY ORIENTED

Mutares sees sustainable action and management as an integral part of its corporate philosophy. The three sustainability-related areas of responsibility Environmental, Social, Governance (ESG) provide the guidelines.

E

ENVIRONMENTAL

With the aim of minimizing our environmental impact, we implement continuous measures to consolidate the reduction of our CO_2-footprint.

G

GOVERNANCE

Mutares is committed to acting in compliance with the law and with integrity according to nationally and internationally recognized standards.

S

SOCIAL

As an international player, we are aware of our social responsibility and pay attention to the impact of our business activities.

More information on the topic of sustainability can be found in our seperately published Nonfinancial Group Report
www.mutares.com/en/compliance-esg

04

FINANCIAL INFORMATION

INTERIM GROUP MANAGEMENT REPORT AS OF JUNE 30, 2024

1 FUNDAMENTALS OF THE COMPANY AND THE GROUP

Mutares SE & Co. KGaA, Munich, (hereinafter "the Company" or "Mutares") is an internationally active and listed private equity investor that focuses on special situations. Following the acquisition, the business model comprises three phases of value creation that portfolio companies[1] usually go through during their affiliation with Mutares: Realignment, Optimization and Harvesting. Accordingly, after the transformation (restructuring, optimization and repositioning) and/or development, the value enhancement potential identified is realized through the sale.

In addition to its home market Germany, Mutares is present with its own offices in other strategic core markets. As of June 30, 2024, the portfolio of Mutares SE & Co. KGaA contained 31 operating investments or investment groups (December 31, 2023: 30) that are assigned to the four segments Automotive & Mobility, Engineering & Technology, Goods & Services and Retail & Food.

Automotive & Mobility

The portfolio companies in the Automotive & Mobility segment operate worldwide and supply renowned international original equipment manufacturers ("OEMs") of passenger cars and commercial vehicles.

1 Amaneos
2 FerrAl United Group
3 HILO Group
4 Peugeot Motocycles Group

Engineering & Technology

The portfolio companies in the Engineering & Technology segment serve customers from various industries, including the energy and chemical industries, public infrastructure and the rail sector, in particular, in the area of plant and mechanical engineering.

5 Byldis
6 Clecim
7 Donges Group
8 Efacec
9 Gemini Rail Group and ADComms Group
10 Guascor Energy
11 La Rochette Cartonboard
12 NEM Energy Group
13 Sofinter
14 Steyr Motors

[1] The term "shareholding" is sometimes used as a synonym in the following.

Goods & Services

The portfolio companies in the Goods & Services segment offer specialized products and services for customers from various sectors.

15 Asteri Facility Solutions and Palmia Group
16 Conexus
17 Eltel
18 Ganter Group
19 GoCollective, ReloBus and MobiLitas
20 Greenview
21 REDO
22 Repartim Group
23 Stuart (SRT Group)
24 Terranor Group

Retail & Food

The portfolio companies in the Retail & Food segment are manufacturers and distributors in various sectors, including household products and food processing.

25 FASANA
26 Gläserne Molkerei
27 keeeper Group
28 Lapeyre Group
29 Prénatal
30 TeamTex
31 Temakinho

2 ECONOMIC REPORT

2.1 General economic and industry-related conditions

According to the ifo Institute (source: "ifo Economic Forecast Summer 2024", published in June 2024)[2], the **global economy** experienced moderate growth at the start of 2024. The industrial economy is expected to benefit from rising global demand and continue its recovery. Global trade in goods increased again in the winter half-year after previously declining for four quarters. China's overall economic production is also expected to rise sharply this year. The US economy slowed compared to the previous year, despite robust demand from private households. However, investment is expected to pick up towards the end of the current year. The central banks in the most important industrialized countries have recently signaled a somewhat more cautious easing of their monetary policy due to the slower decline in inflation. Overall, the global economy experienced a new upturn in the reporting period.

In the **eurozone**, the economy picked up in the reporting period, driven by exports and industrial production, which benefited from lower energy prices. It is forecast that inflation in the eurozone will average 2.3% this year and fall below the European Central Bank's target of around 2.0% next year. In response to these signals, the European Central Bank has cut interest rates by 0.25 percentage points and it is expected that two further interest rate cuts will follow by the end of 2024.

Following the decline in 2023, the **German economy** is expected to grow again in the current year. However, despite the normalization of inflation and the economic upturn in the eurozone, this increase is expected to remain moderate initially. In the second quarter of 2024, gross domestic product (GDP) in Germany even fell by 0.1% compared to the previous quarter.[3] The German job market is still cautious but stable. Energy costs for industrial companies fell to 2020 levels in the first half of 2024, making production more profitable and potentially leading to an expansion in industrial production.

According to the latest report from Pitchbook[4], a global provider of financial data, the **global private equity market** showed a downward trend in the first half of 2024 compared to the previous year in terms of both the number and volume of transactions. The main reason for this development is the persistently high financing costs.

However, it should be noted that the transaction volume increased in the second quarter compared to the first quarter, thus reducing the difference compared to the same period of the previous year. This suggests a gradual stabilization of the market. Overall, a moderate recovery is forecast for the private equity market.

2.2 Business performance

In the reporting period, the **Mutares Group** generated revenues of EUR 2,610.4 million. (H1 2023: EUR 2,273.6 million) and EBITDA according to IFRS of EUR 71.6 million (H1 2023: EUR 405.4 million). Adjusted EBITDA amounted to EUR 15.7 million (H1 2023: EUR 41.2 million).

Mutares' business performance in the first half of 2024 was characterized by the following significant events:

- **Further internationalization and geographical expansion**
  In addition to its home market of Germany, Mutares is present in other strategic core markets with its own Mutares companies. This is intended to ensure a constant flow of deals based on a regional network. Expansion into China took place in fiscal year 2023 with the opening of an office in Shanghai. Expansion in Asia continued in the reporting period with yet another office in Mumbai (India), following the initial entry into China. Entering the Indian market is a logical step for Mutares, as the portfolio companies SFC Solutions and MoldTecs (both part of Amaneos) already have activities in this fast-growing market. India in particular offers enormous opportunities for Mutares as a target market with strong economic growth expected in the coming years. According to current forecasts, India will become the third largest economy in the world by the end of the decade. Favorable conditions for foreign direct investment and, in particular, the Indian government's agenda for planned infrastructure development and investment are fully in line with Mutares' target industries.

[2] www.ifo.de/en/facts/2024-06-20/ifo-economic-forecast-summer-2024-new-hope-but-not-a-summer-fairytale
[3] Gross domestic product in Q2 2024 0.1% lower than in the previous quarter - Federal Statistical Office (destatis.de)
[4] pitchbook.com/news/reports/q2-2024-global-pe-first-look

- **High transaction activity**
  A total of eleven transactions were completed in the reporting period, seven of which were on the buy side and four on the sell side. In addition, agreements were signed on another four acquisitions, for each of which the closing of the transaction was still pending as of June 30, 2024.

  The acquisitions resulted in gains from bargain purchases totaling EUR 42.5 million (H1 2023: EUR 345.7 million), which are reported in other income for the reporting period.[5] The deconsolidations resulted in gains at Group level totaling EUR 67.2 million (H1 2023: EUR 14.7 million) and losses of EUR 3.1 million (H1 2023: EUR 0.0 million), which are reported in other income or other expenses.

- **Restructuring and development progress**
  In a partly still challenging environment, Mutares' various portfolio companies each implemented comprehensive operational improvement, transformation or restructuring programs in the reporting period. In the case of portfolio companies that have been part of the Mutares portfolio for more than twelve months and for which a valid assessment of the restructuring and development progress is therefore possible, the Management Board considers the restructuring and development progress at SFC Solutions (part of Amaneos), Steyr Motors, keeeper Group and Palmia in particular to be very positive. In addition, the Management Board now sees positive developments in the realization of improvement potential at Guascor Energy and Gemini Rail and still significant challenges at Lapeyre and Peugeot Motocycles. Following the large number of add-on acquisitions for the FerrAl United Group, the focus in the short term will be on necessary optimization measures, particularly at Selzer and PrimoTECS, in the coming months and the further integration of the FerrAl United Group in the following year.

- **Increase in the company's bond and strategic financing in the portfolio**
  With a value date of January 29, 2024, the Company as the issuer increased the existing senior secured bond with a nominal volume of EUR 150 million and a term until March 31, 2027, by an amount of EUR 100 million to the maximum nominal volume of EUR 250 million.

  With a value date of April 12, 2024, GoCollective, an investment from the Goods & Services segment, has issued a senior secured bond with a nominal volume of EUR 40 million and a term until April 12, 2027. The proceeds of the issue will be used to refinance current liabilities and to finance the strategic realignment. The bond is listed on the Frankfurt Stock Exchange and bears interest quarterly, for the first time on July 12, 2024, at the 3-month EURIBOR (EURIBOR floor of 0.00%) plus a margin of 8.50% and can be increased to a nominal volume of up to EUR 50 million during the term, depending on the market conditions. The collateral for the bond comprises GoCollective assets.

  Additional financing was secured at the end of the reporting period to finance the further transformation of the FerrAl United Group in the Automotive & Mobility segment. A loan totaling EUR 35 million with a term of two years was utilized with a first tranche of EUR 10 million at the end of the reporting period. The other tranches will be paid out in the course of the second half of 2024.

- **Update of the dividend policy and the Annual General Meeting**
  Mutares updated its dividend strategy in fiscal year 2023 and now provides for an annual minimum dividend of EUR 2.00 per dividend-bearing share. In exceptionally successful fiscal years, the company will also continue to consider the extent to which the remaining retained earnings will be distributed in the form of a possible bonus dividend to be reported separately in the future when proposing the appropriation of profits.

  In accordance with the resolution of this year's Annual General Meeting on June 4, 2024, a dividend of EUR 2.25 per share (previous year: EUR 1.75 per share) was paid out on this basis; according to the company's breakdown, the dividend amount comprises a minimum dividend of EUR 2.00 per dividend-bearing share and a bonus dividend of EUR 0.25 per dividend-bearing share. In June 2024, a total of around EUR 47.4 million of the company's net profit was distributed; in the previous year, a dividend totaling EUR 36.1 million was distributed in the second half of the year based on the resolution of the Annual General Meeting on July 10, 2023.

[5] In contrast, the acquisition of Sofinter, Greenview and FSL Ladenbau (add-on acquisition for Ganter) in the reporting period and Palmia in the same period of the previous year resulted in goodwill.

- **Expansion of the Management Board of Mutares Management SE, which manages the business of Mutares SE & Co. KGaA**
  The Supervisory Board of Mutares Management SE, the general partner of Mutares SE & Co. KGaA, which manages the business of Mutares SE & Co. KGaA, has decided to expand the Management Board of Mutares Management SE to four members with effect from July 1, 2024, in order to take the size achieved and the company's ambitious growth and expansion efforts into account. In this context, Johannes Laumann, who was a member of the Management Board of Mutares from 2019 to 2023, will resume his former position as Chief Investment Officer (CIO) on the Management Board of Mutares Management SE. In addition, the Supervisory Board has appointed Dr. Lennart Schley to the Management Board of Mutares Management SE as Chief Operating Officer (COO).

2.3 Reports from the portfolio companies

The following notes reflect the performance of the individual segments and portfolio companies in the Mutares Group in the reporting period.

AUTOMOTIVE & MOBILITY SEGMENT

No.	Investment	Industry	Headquarters	Value creation phase[6]
1	**Amaneos**	Global partner for plastic-based systems for the automotive industry	Various	Optimization
2	**FerrAl United Group**	Supplier of machined multi-material solutions and systems	Various	Optimization
3	**HILO Group**	System supplier of automotive engineering	Halver / DE Hainichen / DE	Optimization
4	**Peugeot Motocycles Group**	Manufacturer of two and three-wheeled scooters	Mandeure / FR	Realignment

[6] As explained in section 1; Management Board assessment from the first quarter of fiscal year 2024, which will be maintained for the remainder of the year.

According to the German Association of the Automotive Industry (VDA)[7], passenger car production in Germany fell in the first half of 2024 compared to the same period of the previous year. Since January, 2.1 million passenger cars have been produced in Germany, which is 6% fewer than in the same period of the previous year and 16% fewer than in the first half of the pre-crisis year 2019. Exports were also slightly below the previous year's level with a decline of 2% and nearly 13% below the level of the corresponding period of the pre-crisis year 2019. The German market for electric passenger cars still lagged behind the development of the overall passenger car market in the first half of 2024: after the first six months, 16% fewer battery electric vehicles were registered than in the same period of the previous year. Demand for electric vehicles remains weak in Germany and is primarily due to the abrupt termination of subsidies by the German government and the weak overall economic development. Accordingly, the VDA is adjusting its forecasts for passenger car sales of electric vehicles for 2024 and now expects new registrations to fall by 17%. The VDA sees an additional risk in the countervailing duties on imports of electric cars from China announced by the EU Commission at the beginning of July 2024.[8] The German market for commercial vehicles recorded more solid growth than the passenger car market from January to June. The German Association of the Automotive Industry (VDA) reported a 16% increase in new registrations compared to the same period last year.[9]

The European Automobile Manufacturers' Association (ACEA) recorded growth in car registrations of just under 5% in the first six months of the current year. Electric vehicles accounted for 12.5% of this figure, which represents a decline compared to the same period last year. In contrast, hybrid-electric vehicles increased their market share from 25% to just under 30%.[10]

In the reporting period, the segment's portfolio companies were once again confronted with cancellations or postponements of sales call-offs at short notice and the delayed launch of product series. Nevertheless, sales revenue in the Automotive & Mobility segment increased to EUR 1,139.7 million (H1 2023: EUR 932.0 million). The revenue

[7] www.vda.de/en/press/press-releases/2024/240703_Car_production_in_Germany_June_2024
[8] www.vda.de/en/press/press-releases/2024/240704_Statement_EU_Countervailing_Duties
[9] www.vda.de/en/news/facts-and-figures/monthly-figures
[10] www.acea.auto/pc-registrations/new-car-registrations-4-3-in-june-2024-battery-electric-14-4-market-share/

contribution from the add-on acquisitions made for the FerrAl United Group in fiscal year 2023 in particular contributed to an increase in the segment's revenue and compensated in part for organically declining revenue at other investments. Segment EBITDA amounted to EUR 40.7 million (H1 2023: EUR 128.7 million) and reflected gains from bargain purchases of EUR 26.5 million (H1 2023: EUR 122.4 million), also benefiting from the positive effect of the deconsolidation of iinovis. Profitability increased encouragingly in the reporting period, resulting in an adjusted EBITDA of EUR 21.1 million (H1 2023: EUR 11.5 million).

Amaneos

Mutares created the umbrella brand Amaneos for various automotive suppliers in its portfolio in fiscal year 2023. Amaneos consolidates the holdings of MoldTecs Group, LMS as well as the SFC and Elastomer companies for a common umbrella brand presence, without giving up their legal and operational independence. Specializing in exterior and interior systems, rubber and sealing solutions, and high-performance plastic parts, Amaneos has a global presence with production and business sites in markets of importance to the automotive industry.

MoldTecs is a global supplier of high-performance plastic parts for the automotive industry, supplying all the world's leading OEMs with a comprehensive product portfolio that includes intake manifolds, high-pressure air lines, air ducts and all types of fluid reservoirs. MoldTecs manufactures these products using state-of-the-art injection molding, blow molding and welding technologies at its three European sites in France and Germany. As part of the company's transformative global expansion, further production facilities will be needed in China, North America and India, which will entail extensive liquidity requirements for which additional sources of financing will need to be found. While the new production site in China was opened in fiscal year 2023 and has commenced production and other operating activities, the opening of production sites in North America and India is planned for fiscal years 2024 and 2025 respectively – assuming successful financing of this production expansion, which has not yet been secured. With the restructuring measures, particularly at the German plants, and the global expansion, the MoldTecs Group is expected to achieve a positive operating result in the medium term as a result of the restructuring measures introduced, following a transformation year in 2023 in which sales revenues declined due to a lack of investments in the period prior to the acquisition by Mutares and profitability was impacted accordingly. In the reporting period, MoldTec's sales revenue in Europe exceeded the previous year's forecast, with a corresponding positive effect on the slightly positive operating result. For the remainder of fiscal year 2024, the local management expects to see a continued positive development in Europe with an operating result once again significantly above that of the reporting period. The further development of MoldTecs will continue to be closely monitored by Mutares.

Light Mobility Solutions ("LMS") is a supplier of exterior elements and systems for the automotive industry that supplies to all leading European OEMs and has a comprehensive product portfolio that includes fascias, radiator grilles, sill, side and roof panels as well as spoilers and other exterior trim parts. The portfolio company manufactures at production sites in Germany with a technology focus on injection molding, surface treatment (painting and chrome plating) and assembly. In a market environment that remained challenging in the reporting period, with customers canceling call-offs at short notice, LMS still managed to break even in terms of its operating result. For the remainder of the year, LMS expects a slight increase in revenue and, based on the successful realignment with competitive cost structures, an extraordinary increase in the operating result, which will fall significantly short of the original planning for 2024 as a whole. The high order volumes with new business won will lead to a positive outlook for sales development and profitability in the medium term, but will also make it necessary to look for additional sources to finance the new ramp-ups.

The portfolio companies that comprise several companies **SFC Solutions** and **Elastomer Solutions** are active in fluid transfer systems and sealing solutions and the manufacture of rubber and thermoplastic components with locations in Europe, North America and India. In fiscal year 2023, the management focused on the integration of the add-on acquisition from the previous year (Sealynx) and the subsequent optimization of the European production network to increase efficiency in production and logistics processes and negotiating with customers to pass on price increases to suppliers. In a difficult market environment, particularly in Europe, which was also characterized by persistently low sales figures for some of the most important customers in the reporting period, the profitability target from the previous year was slightly exceeded on this basis. The successfully introduced cost-cutting measures and successes in negotiations with customers on passing on cost increases contributed to this. On this basis, the management expects an extraordinary improvement in the operating result for the remainder of fiscal year 2024 to a materially positive level for 2024 as a whole, with a slight decline in sales compared to the first half of the year.

To strengthen SFC Solutions' market presence as a global partner for plastic-based systems for the automotive industry, the acquisition of **Cikautxo** Rubber & Plastic Components (Kunshan) Co., Ltd. was completed in June 2024. Cikautxo specializes in the development and production of rubber and plastic components for the automotive and household appliance industries. The add-on acquisition gives SFC Solutions a site that can be used directly for the production of orders already placed in the past. The goal is to further expand SFC Solutions' production presence in Asia, to better support existing customers and to open up new market opportunities.

FerrAl United Group

As a newly created umbrella brand, **FerrAl United Group** brings together various automotive suppliers in the portfolio, which will also be successively integrated organizationally. Since fiscal year 2023, FerrAl United Group has comprised the Cimos Group, PrimoTECS and Rasche Umformtechnik as well as the add-on acquisitions of MMT-B, BEW, Selzer and Gesenkschmiede Schneider, Schöneweiss & Co., Falkenroth Umformtechnik and Walor, which were made in fiscal year 2023, in organizational terms without giving up their legal independence. The merger is intended to pool the expertise of the portfolio companies in the area of metallic components and systems for the automotive industry. The spectrum ranges from metal forming and mechanical processing to assembly and testing.

The transformation of the FerrAl United Group is aimed on the one hand at integrating and merging the individual portfolio companies in order to realize synergy potential and bring about improvements in procurement and to realize cross-selling potential, which should ultimately increase the competitiveness of the FerrAl United Group. In addition, measures are being implemented to increase profitability, e.g. by renegotiating conditions with suppliers and customers, optimize the supply chain, realign production processes and implement internal synergies. Strategic measures relating to the network of locations are also on the agenda. Additional financing was secured at the end of the reporting period to fund the further transformation of the FerrAl United Group. The loan totaling EUR 35 million with a term of two years was utilized with a first tranche of EUR 10 million at the end of the reporting period. The other tranches will be paid out in the course of the second half of 2024. At the same time, discussions with the financing partners are currently underway regarding a readjustment of the financing structure at PrimoTECS and Cimos, both of which are extensively debt-financed.

In the reporting period, the FerrAl United Group's revenue fell materially short of the original planning expectations in a difficult environment with declining volumes in the relevant markets in Europe. Profitability was negatively impacted by this, but also by the still partly negative contributions of the add-on acquisitions from fiscal year 2023, resulting in only a break-even operating result for the first half of fiscal year 2024. For the remainder of the year, the management of the FerrAl United Group nevertheless expects a break-even operating result with a significant decline in revenue compared to the reporting period.

In July 2024, and thus after the end of the reporting period, the FerrAl United Group was strengthened with two further add-on acquisitions:

KmB Technologie GmbH ("KmB") is a manufacturer of workpieces, including high-precision turned and milled parts, which are used in steering systems, transmissions and chassis of various automotive manufacturers. KmB develops and manufactures in small and large series along the entire value chain, focusing on both cutting and non-cutting machining technologies that enable the production of high-end solutions for a strong customer base, including well-known OEMs and tier 1 suppliers.

The acquisition of Hirschvogel Incorporated, Mutares' first acquisition in the US shortly after opening an office in Chicago, strengthens Walor's presence as part of the FerrAl United Group in the US market. Hirschvogel specializes in the forging and machining of steel parts for OEMs and tier 1 suppliers as a global partner for iron and aluminum-based castings and forgings and their machining.

HILO Group

In January 2024, Mutares announced that it would combine the investments in KICO Group and ISH Group with the add-on acquisitions recently completed for these two portfolio companies and thus the global supplier business for hinges and locking systems for OEMs with the newly renamed HILO Group. HILO Group has a global presence with production sites in several key automotive markets.

As a supplier to the automotive industry, **KICO** develops, industrializes and manufactures locking systems for passenger cars at its production and assembly plants in Germany and Poland. **Innomotive Systems Hainichen** ("ISH") is a manufacturer of advanced, high-precision door hinges made of steel or aluminum, as well as door retainers and complex hinges for engine hoods, tailgates and lids. The company operates two manufacturing facilities in Germany and China and offers its customers products and services along the entire value chain, from customized product development, CNC machining, broaching, welding, hardening to semi- and fully automated assembly lines with integrated quality control.

The acquisition of **High Precision Components Witten** ("HPC Witten") was completed at the end of fiscal year 2023. HPC Witten specializes in the production of hinges for tailgates and hoods as well as transmission parts and body frame structures and manufactures the products by stamping, fineblanking, CNC machining, welding and laser cutting at its production site in Germany. The acquisition of **Prinz Kinematics** ("Prinz") followed in January 2024. Prinz specializes in the development and manufacture of advanced hinge systems for the automotive industry and supplies components to OEM customers worldwide. The product range includes door hinges, trunk hinges and complex kinematic systems for conventional and innovative automotive designs.

The HILO Group's further transformation efforts are aimed at implementing additional synergy measures. One core element is the merging of functions, particularly in the administrative area, and in this context the transfer of administrative functions to a dedicated service center in Romania. The current network of locations is also being scrutinized and the consolidation of locations is being assessed. Activities in Eastern Europe are to be strengthened and the strategic market potential of this region is to be leveraged with the production facilities in Poland and Bulgaria. In addition, the two Chinese plants will also play an important role in the HILO Group's future production network.

In a persistently challenging market environment, higher sales prices only partially offset the effects of continued low call-off volumes in the reporting period. As a result, sales revenue in the first half of fiscal year 2024 fell materially short of expectations. This had a negative impact on the operating result, which was only slightly positive. For the remainder of the year, however, HILO's management expects an extraordinary improvement in profitability to a materially positive operating result overall in fiscal year 2024.

Peugeot Motocycles

Mutares holds 50% of the shares in **Peugeot Motocycles** ("PMTC") and a controlling majority of 80% of the voting rights. PMTC designs and manufactures two- and three-wheeled scooters that are distributed through subsidiaries, importers and dealers in France and internationally on three continents.

As part of the restructuring plan, measures aimed at improving profitability were implemented, such as renegotiating terms with suppliers, optimizing the supply chain or realigning the production process. PMTC also continued to work on the development of new models, particularly in the rapidly developing electromobility market, and entered into strategic partnerships for this purpose.

Despite initial positive impetus from the transformation that has been initiated, sales in the reporting period remained significantly below plan contrary to optimistic growth expectations with regard to internationalization, particularly in Asia. This also had a negative impact on profitability and resulted in a slightly negative operating result. For the remainder of fiscal year 2024, the management assumes that the trend in sales revenue from the first half of the year will continue but that an extraordinary improvement in profitability can be achieved with a slightly negative operating result overall.

ENGINEERING & TECHNOLOGY SEGMENT

No.	Investment	Industry	Headquarters	Value creation phase[11]
5	**Byldis Group**	Designer, manufacturer and installer of prefabricated concrete elements for medium and tall buildings	Veldhoven / NL	Realignment
6	**Clecim**	Supplier of high-end solutions for steel processing lines	Savigneux / FR	Harvesting
7	**Donges Group**	Full-range supplier of steel structures, roof and facade systems		Harvesting
8	**Efacec**	Provider of energy, technology and mobility solutions	Darmstadt / DE	Realignment
9	**Gemini Rail and ADComms Group**	Industrial, technological and infrastructure service provider for the British railroad industry	Oporto / PT	Optimization
10	**Guascor Energy**	Gas and diesel engine manufacturer	Wolverton / UK Scunthorpe / UK	Optimization
11	**La Rochette Cartonboard**	Folding carton manufacturer	Zumaia / ES	Harvesting
12	**NEM Energy Group**	Supplier and service provider for steam generators with heat recovery, heat exchangers and reactors	Valgelon-La Rochette / FR	Optimization
13	**Sofinter Group**	Supplier of industrial and utility steam boilers	Zoeterwoude / NL Düsseldorf / DE	Realignment
14	**Steyr Motors**	Manufacturer of diesel engines and auxiliary electric drives for special applications	Gallarate / IT	Harvesting

[11] As explained in section 1; Management Board assessment from the first quarter of fiscal year 2024, which will be maintained for the remainder of the year.

In the first half of 2024, the investments of the Engineering & Technology segment generated revenues of EUR 460.0 million (H1 2023: EUR 494.4 million). The main drivers of the decline were the segment's exits, above all the sale of Special Melted Products ("SMP") in the second half of fiscal year 2023, which could not be fully offset by the additional revenue from Efacec and Byldis, which were acquired in the fourth quarter of the previous year. The segment's EBITDA for the reporting period amounted to EUR –24.3 million (H1 2023: EUR +6.6 million), adjusted EBITDA amounted to EUR –6.8 million (H1 2023: EUR +0.8 million). Both key figures are the result of partly opposing developments in the segment's individual portfolio companies and were significantly impacted by the still negative earnings contributions from Efacec and Byldis.

Byldis Group

In the fourth quarter of fiscal year 2023, Mutares completed the acquisition of the assets of Holland Industrial Construction Systems Coöperatief U.A. and its subsidiaries, which now operate as **"Byldis".** Byldis designs, manufactures and assembles prefabricated or off-site manufactured building elements for high to medium-rise buildings in the European construction market.

Since the acquisition, the management, with the support of the Mutares team, has been concentrating on restarting business activities after the insolvency under the previous owner, in particular on establishing relationships with customers and suppliers. The focus is also on the development of liquidity due to the need to build up working capital. The challenges here were greater than initially assumed and performance in the reporting period fell short of original expectations. The operating result in the first half of 2024 was significantly negative – burdened by acquired, ongoing projects. Based on the identified and initiated countermeasures, however, Byldis should stabilize in the further course of the year and beyond in fiscal year 2025.

Clecim

Clecim is a supplier of steel processing lines, stainless steel rolling mills and mechatronic products and services based in France.

In the reporting period, Clecim benefited from catch-up effects with regard to projects launched in the past. Coupled with the adjusted cost base resulting from the restructuring, this led to a balanced operating result in an otherwise challenging market environment. Due to the deteriorating market situation and lower overall demand from customers, incoming orders represent a challenge that local management expects to intensify as the year progresses. However, thanks to the improvement initiatives implemented in the area of project management, a slightly positive operating result should be achieved overall in fiscal year 2024. However, Clecim's medium-term development is heavily dependent on success in the awarding of new projects on the market. If this does not materialize, a prepared package of measures will be implemented to secure Clecim's profitability.

Donges Group

Donges Group offers solutions in the area of steel bridges, steel structures and facades as well as active wall systems.

On the basis of promising incoming orders in previous years, **Donges SteelTec** was able to significantly increase sales revenues in the reporting period compared to the same period of the previous year, although not to the level originally planned due to project delays on the customer side. However, the local management of Donges SteelTec is confident that the successful project launches in the further course of the year will result in a significant improvement in revenue and operating earnings compared to the reporting period, albeit not to the level originally planned for fiscal year 2024 as a whole.

The **Kalzip Group's** performance remained stable in the reporting period, with sales slightly above plan and an exceptionally improved operating result. The challenges in the construction industry were largely offset by geographic and industry diversification. For the remainder of fiscal year 2024, the local management expects a sustained positive trend in revenue and profitability, leading to a materially positive operating result overall in fiscal year 2024.

Efacec

In the fourth quarter of fiscal year 2023, Mutares acquired **Efacec** from the Portuguese state. Efacec specializes in the manufacture and supply of equipment and solutions in the fields of energy, engineering and mobility. From its headquarters in Portugal and with a global presence, Efacec delivers innovative technologies and high-quality products in the fields of energy equipment, engineering services and electric mobility infrastructure.

Efacec's transformation plan is aimed at securing incoming orders, significantly reducing the cost base and achieving a regional focus with customers and suppliers. Besides implementing the first optimization measures from this transformation plan, local management focused on ramping up business activities with a well-filled order book in the area of transformers during the reporting period. Ensuring production capacity will be critical to success in order to guarantee the delivery of components in accordance with the contract. As expected, earnings in the reporting period were negatively impacted by significant (one-time) expenses for the transformation, which are necessary for a successful turnaround of Efacec in the years to come. Adjusted for these (one-time) expenses, the operating result for the reporting period was nevertheless still materially negative. The continued implementation of the transformation program in the second half of fiscal year 2024 will provide further positive impetus. At the same time, the processing of the order book should have a positive impact on profitability. Accordingly, the local management assumes that Efacec will already generate a slightly positive operating result in the second half of the year.

Gemini Rail and ADComms Group

Gemini Rail is a provider of industrial, technology and infrastructure services to the UK rail industry, focusing, in particular, on engineering and maintenance services for rolling stock. Alan Dick Communications Limited ("ADComms") works with its customers to develop intelligent, networked solutions in radio and fixed network infrastructure, third-party communications, and station communications.

The extensive action plan, which addressed operational difficulties in the execution of Gemini Rail's projects in the previous year, took full effect in the reporting period: **Gemini Rail** managed to complete its projects profitably in the first half of the year and achieved a turnaround with an already slightly positive operating result for the reporting period. The local management expects the positive trend to continue for the rest of the year.

ADComms' negotiations regarding compensation payments from the previous owner for (major) projects taken over by the latter as part of the acquisition were successfully concluded in the reporting period. This puts ADComms in a position to resume work on these projects, with a correspondingly positive impact on activity in the second half of 2024. Overall, however, the situation on the market remains challenging, the local management has therefore initiated countermeasures on the sales side. The management expects positive effects from the resumption of (major) projects over the remainder of the year, with a slightly positive operating result overall in fiscal year 2024, although the market challenges remain.

Guascor Energy

Guascor Energy is a manufacturer of gas and diesel engines for power generation, cogeneration, waste-to-energy and marine applications that has its headquarters in Spain.

Guascor largely completed the implementation of its restructuring plan in the first half of fiscal year 2024, including the additional measures defined in response to results falling short of planning in fiscal year 2023, and thus achieved a slightly positive operating result in the reporting period. The key to this significant milestone was the streamlining of activities with a simultaneous focus on the successful execution of production. Despite a highly competitive market environment for smaller engines, Guascor managed to avert the negative effects on profitability. For the second half of fiscal year 2024, the management expects declining revenue in the context of a difficult order situation and therefore only a break-even operating result overall in fiscal year 2024.

La Rochette Cartonboard

The French company **La Rochette Cartonboard** produces folding cartons mainly for the pharmaceutical and food packaging industries that are based on virgin fibers.

The slowdown in demand for consumer goods continued in the first half of fiscal year 2024. At the same time, raw material prices rose, which put pressure on profitability. However, La Rochette has succeeded in securing its position on the market through extensive optimization measures that enable competitive pricing for customers. Despite the challenges, the first half of the year showed solid profitability, which benefited from reimbursements for CO_2 compensation and additional efficiency measures in production, as is customary in the industry. This resulted in a slightly positive operating result for the reporting period. The management expects the market environment to remain difficult on the demand side, but expects an improved and therefore slightly positive operating result overall in the second half of fiscal year 2024 due to falling raw material prices.

NEM Energy Group

The **NEM Energy Group**, based in the Netherlands and Germany and with a strong global presence, is a supplier and service provider of steam generators with heat recovery, heat exchangers and reactors.

Following the realignment of sales activities and the optimization of project management in the previous year, the NEM Energy Group focused on successful project execution in the reporting period. The decline in incoming orders in the area of steam generators with heat recovery was offset by other product categories such as heat exchangers, which meant that incoming orders in the reporting period were higher than planned overall. The successful optimization of project management is reflected in improved profitability and a slightly positive operating result for the reporting period. For the remainder of the year, the management expects additional incoming orders in the heat recovery steam generator segment and a further improvement in the positive operating result. In connection with the focus on the aforementioned areas, Balcke-Dürr Nuklear Service GmbH, which had previously been part of the NEM Energy Group, was sold to the EDF Group in June 2024.

Sofinter Group

In April 2024, Mutares completed the acquisition of a majority stake in the **Sofinter Group**. The company based in Italy has four plants in Romania and Italy and specializes in the development and manufacture of industrial and utility steam boilers.

Immediately following the acquisition, a Mutares team, together with local management, began work on a transformation program focusing on the realization of projects, streamlining overhead functions and optimizing the Sofinter Group's production footprint. Initial measures from the transformation program with the potential of achieving significant cost savings are already being implemented. The success factor of the transformation is the profitable processing of the order backlog and the generation of additional incoming orders. On this basis, Sofinter's management expects a successful turnaround in fiscal year 2025 following a negative operating result for fiscal year 2024, which will also be impacted by one-time expenses in connection with the restructuring of activities.

Steyr Motors

Steyr Motors is a recognized specialist in developing and manufacturing high-performance engines and auxiliary electrical power units for special applications in vehicles and boats. The restructuring program, which among other aspects is aimed at reorganizing sales activities and adjusting cost structures, also by means of extensive workforce reductions through a social plan, was fully completed in fiscal year 2023.

On this basis and boosted by a market environment that remains positive, sales revenues and operating profit increased again in the reporting period, exceeding the original forecasts. For the remainder of the year and fiscal year 2024 as a whole, the management of Steyr Motors expects continued positive development with a further significant improvement in the operating result compared to the reporting period. Successful incoming orders and the securing of long-term framework agreements with customers also suggest further growth and positive development for Steyr Motors.

GOODS & SERVICES SEGMENT

No.	Investment	Industry	Headquarters	Value creation phase[12]
15	**Asteri Facility Solutions and Palmia Group**	Service provider in the field of facility management	Solna / SE Helsinki / FI	Optimization
16	**Conexus**	Service provider for telecommunications and energy infrastructure	Rome / IT	Optimization
17	**Eltel Networks**	Manufacturer of infrastructure elements for electricity supply, including electricity pylons and transformer stations.	Olsztyn / PL	Realignment
18	**Ganter Group**	General contractor for interior fittings and shopfitting	Waldkirch / DE	Optimization
19	**GoCollective, ReloBus and MobiLitas**	Operator of public transportation	Copenhagen / DK	Optimization
20	**Greenview**	Provider of mechanical, electrical, heating and sustainable energy	Belfast / UK	Realignment
21	**REDO**	Provider of integrated building refurbishment services	Vantaa / FI	Realignment
22	**Repartim Group**	Provider of home repair and emergency services	Tours / FR	Optimization
23	**Stuart (SRT Group)**	Provider of urban on-demand delivery services	Paris / FR	Realignment
24	**Terranor Group**	Provider of road operation and maintenance services	Solna / SE	Harvesting

[12] As explained in section 1; Management Board assessment from the first quarter of fiscal year 2024, which will be maintained for the remainder of the year.

Sales revenue in the Goods & Services segment increased in the first half of fiscal year 2024 to EUR 552.0 million (H1 2023: EUR 430.1 million).[13] This increase was primarily due to the acquisitions of GoCollective, ReloBus and MobiLitas as well as Stuart (SRT Group) in the previous year. This compensated for the offsetting effect from the sale of Frigoscandia in the first quarter of fiscal year 2024. At the same time, Conexus and Terranor Group recorded a pleasing organic increase in revenue. EBITDA of EUR 67.1 million (H1 2023: EUR 223.4 million) included gains from bargain purchases of EUR 17.6 million

[13] In fiscal year 2023, the portfolio companies Lapeyre, keeeper Group and FASANA were removed from the Goods & Services segment and allocated to the new Retail & Food segment. The previous year's figures were adjusted to reflect the new segment structure.

in the reporting period. The gains from bargain purchases in the prior-year period (EUR 223.4 million) were attributable in particular to the acquisition of GoCollective, ReloBus and MobiLitas, which previously belonged to the Arriva Group and were acquired jointly by Mutares. The Frigoscandia exit resulted in a deconsolidation effect of EUR 56.6 million. Adjusted EBITDA amounted to EUR 6.8 million (H1 2023: EUR 14.4 million) in the reporting period, even though Frigoscandia has not made a positive contribution since the exit in the first quarter of 2024.

Asteri Facility Solutions and Palmia Group

Asteri Facility Solutions ("Asteri") provides facility management and cleaning services to the Swedish market for private companies and public clients, as well as housekeeping services to major international hotel chains. In the first half of 2024, Asteri further expanded its service offering and customer base by winning new customer contracts, including the largest single contract in Asteri's 10-year history. With revenue below plan, Asteri was able to achieve a balanced operating result as planned. Asteri has a strong sales pipeline for the second half of 2024 and the following year. In this respect, the focus for the remainder of the year will be on the launch of important contracts won and further geographical expansion in Sweden in order to achieve the target of a positive operating result overall for fiscal year 2024.

Palmia is a Finnish service provider to schools, daycare centers, hospitals and other public sector facilities. The services it offers include food services, cleaning services, security services, and property maintenance services. Following the implementation of several initiatives in fiscal year 2023 that were aimed at adjusting the cost base and growing sales, the first half of 2024 confirmed the positive trend from the previous year with a slightly positive operating result. With the help of the adjusted sales strategy, which targets corporate clients in the private sector in addition to public sector clients, Palmia is further expanding its sales and nationwide presence in all service areas. Accordingly, the local management expects a further improvement in the positive operating result for the remainder of the year.

Conexus

Conexus is a major player in the Italian market for infrastructure services in the field of network and energy technology.

In the field of network technology, Conexus is active in the planning, construction and maintenance of networks and communication services for all major telecommunications operators in Italy. Market developments in the reporting period were again characterized by cancelled or postponed project awards and correspondingly stagnating sales revenues, which had a negative impact on profitability. As a provider of construction and maintenance services in the energy infrastructure market, Conexus has the installation and maintenance of medium and low-voltage networks as well as high-voltage networks in its service portfolio. Conexus also maintains and installs electrical solutions for e-vehicles and data centers. At the end of fiscal year 2023, Conexus acquired significant projects in the field of energy technology, which are to be completed in fiscal year 2024 after delays in the reporting period. Accordingly, revenue is expected to increase significantly year-on-year in the second half of fiscal year 2024, resulting in a slightly positive operating result overall in fiscal year 2024.

Eltel Networks

In June 2024, Mutares completed the acquisition of **Eltel Networks** in Poland. The portfolio company provides engineering and construction services for electrical energy, including high-voltage projects with planning, construction, commissioning and maintenance services.

Immediately after the acquisition, a transformation program was initiated in collaboration with the local management, which is aimed at improvements along the value chain (e.g. purchasing and project management) as well as strategic positioning in the core market of Poland and abroad. On this basis, the management expects to see visible improvements in profitability as early as fiscal year 2024.

Ganter Group

The general contractor in interior design and store fitting realizes projects for an international customer base. **Ganter** is now in a stabilized position following the successful transformation and restructuring of its operating business. With the sale of its activities in France in fiscal year 2023 and the final operational wind-up of its activities in Italy in the reporting period, all planned structural measures have now been implemented. In addition, the acquisition of FSL Ladenbau GmbH in May 2024 expanded the geographical coverage in northern Germany and expanded the customer portfolio.

Ganter achieved solid capacity utilization in its core markets in the reporting period despite the overall economic slowdown in the construction industry. On this basis, and benefiting from adjusted cost structures, the operating result was maintained at a slightly positive level in the first half of 2024. Due to the increased number of insolvencies in the construction industry, competition will continue to intensify and the market situation will become more volatile overall. Thanks to a diversified customer base – also benefiting from the add-on acquisition in the reporting period – and a well-positioned internal organization, Ganter believes it is well equipped for the expected market-related challenges and expects to achieve an operating result at a materially positive level overall in fiscal year 2024.

GoCollective, ReloBus and MobiLitas

GoCollective in Denmark, **ReloBus** in Poland and **MobiLitas** in Serbia provide a wide range of transportation and mobility services, e.g. rail, bus, ferries and driver training. The portfolio companies were part of the Arriva Group prior to the acquisition by Mutares in the second quarter of fiscal year 2023.

Significant cost reductions had already been implemented by the end of fiscal year 2023, including the termination of the ShareNow franchise agreement in Copenhagen. Together with the local management, optimization measures were implemented along the entire value chain (contract management, planning, maintenance, procurement). In addition, after four years without new business under the previous owner, GoCollective successfully participated in tenders again in Denmark and won new business with bus lines in Copenhagen. In addition, several existing contracts were extended. In the reporting period, GoCollective issued a senior secured bond with a nominal volume of EUR 40 million and a term until April 12, 2027. The proceeds from the issue will be used to refinance existing liabilities and to finance the strategic realignment.

The transformation progressed according to plan in the reporting period, but also necessitated significant (one-time) expenses, particularly in connection with the new ERP system and the bond issue. The operating result for the reporting period was still slightly negative, with sales slightly below plan. For the remainder of the year and fiscal year 2024 as a whole, the management expects further positive impetus from the transformation measures implemented and participation in further tenders in all three countries, which should strengthen the market position of GoCollective in Denmark, ReloBus in Poland and MobiLitas in Serbia. Accordingly, an extraordinary increase in profitability and a slightly positive operating result overall in fiscal year 2024 are expected for the remainder of the year with revenue at the level of the first half of the year.

Greenview

Mutares acquired **Greenview Group Holdings Ltd.** (“Greenview”) in April 2024. Greenview is based in the UK and is a provider of mechanical and electrical installation, heating installation and maintenance, property maintenance and improvement and a range of sustainable energy solutions, including energy efficiency services for homes.

Immediately after the acquisition, a team from Mutares started work on the restructuring program together with the local management and launched extensive optimization and growth initiatives in this context. On this basis, a return to industry-standard profitability is to be achieved in the medium term. Benefiting from the initial positive impetus from the aforementioned measures, sales are set to increase in the second half of fiscal year 2024 and the operating result is expected to improve. However, this will still be slightly negative overall for fiscal year 2024.

REDO

Acquired in the third quarter of fiscal year 2023, **REDO** is a Finnish provider of expert emergency response and building restoration services with a comprehensive range of services and a nationwide geographical presence. REDO offers the entire value chain of services for inspection, demolition, drying and reconstruction of water and fire damage, odor and moisture.

The strategic focus of REDO's restructuring plan is on the further development of a scalable service offering with high quality and stable profitability. In addition, REDO is to become the preferred strategic restructuring partner for insurance companies, property developers, construction companies, industry and real estate service providers. At the same time, a comprehensive package of operational measures was implemented, which, in addition to the implementation of a new IT landscape, is aimed at further developing processes, organizational structures and procurement practices while simultaneously reducing the cost base. Despite initial successes, the operating result was still slightly negative in the reporting period. For the second half of 2024, management expects demand for REDO's services to remain stable while competition intensifies. Thanks to the restructuring successes, however, the operating result for 2024 as a whole should be slightly positive.

Repartim Group

Repartim specializes in home repairs and emergencies with two main activities: On the one hand, Repartim is used for emergencies that require rapid intervention on site, e.g. locksmith, glass repair or plumbing work. On the other hand, Repartim offers renovation work, e.g. painting, tiling or window replacement. With a network of local agencies, Repartim works for insurance companies, property managers, small businesses and private individuals throughout France.

As part of the restructuring, a complete reorganization of all core processes, including the adjustment of the IT landscape, was carried out. Increasing the quality of service has enabled the company to regain its customers' trust. Despite demonstrable success in implementing the restructuring measures, the operating result was slightly negative in the reporting period. In May 2024, Mutares announced that it had entered into exclusive negotiations with an institutional investor on the sale of the Repartim Group. The transaction was finally closed in July 2024. As the sale was highly probable as of the reporting date of June 30, 2024, the assets and liabilities of Repartim were reported and measured as held for sale.

Stuart (SRT Group)

In the fourth quarter of fiscal year 2023, Mutares acquired the SRT Group, trading as **Stuart**. Stuart is a provider of urban on-demand delivery services in the area of city and last-mile logistics. Stuart relies on its own specific IT platform solution that connects customers with a fleet of independent couriers. This enables Stuart's customers to deliver to their own customers quickly, flexibly and efficiently. From offices in Paris, London and Barcelona, Stuart operates in over 130 cities in Europe, strengthening Mutares' presence in the logistics and transport sector in Europe.

In a challenging market environment and the expected loss of an important customer under the previous owner, Stuart's revenue and operating result in fiscal year 2024 declined sharply compared to previous years. To counteract this effect, a Mutares team, together with the local management, initiated a transformation program immediately after the acquisition in the fourth quarter of fiscal year 2023. The focus is on adjusting the cost structures to the lower sales expectations. In addition, strategic initiatives were launched with the objective of diversifying the customer base in order to reduce dependence on a few major customers. In the first half of fiscal year 2024, the management initiated the withdrawal from two loss-making markets (Spain and Portugal) and achieved initial success in reducing fixed costs and winning new contracts with both new and current customers. However, the operating result was slightly negative in the reporting period and, as expected, will be impacted by an extraordinary decline in sales in the second half of the year. Accordingly, the transformation that has been initiated will not lead to the complete turnaround of Stuart until the medium term.

Terranor Group

Terranor Group is a provider of operations and maintenance services to ensure safe traffic on and around the roads in Sweden, Finland and Denmark. Terranor Group is on a stable growth path with a simultaneous focus on project margins and operating cash flow. In this context, Terranor is also continuously expanding its service portfolio: in fiscal year 2023, for example, infrastructure projects of low and medium complexity were added in Sweden and environmentally friendly construction and maintenance work in Finland. This was followed in the first half of fiscal year 2024 by services in the area of traffic and road safety, primarily serving customers from the current state and municipal contract portfolio in Sweden. In addition to these organic growth initiatives, the acquisition of Wilda Transport och Entreprenad AB and NU Entreprenad AB was completed at the beginning of July 2024 as an add-on acquisition for the Terranor Group. The companies are providers of building material transportation, winter and summer services, minor construction work and road safety services in Sweden. The acquisition represents a further step in the integration of the upstream value chain, with a particular focus on synergies with Terranor's current and future contract portfolio.

Terranor's revenue in the reporting period was in line with planning. A slightly positive operating result was achieved, which should be further increased in the further course of fiscal year 2024 and thus continue Terranor's positive development.

RETAIL & FOOD SEGMENT

No.	Investment	Industry	Headquarters	Value creation phase [14]
25	**FASANA**	Paper napkins manufacturer	Euskirchen / DE	Optimization
26	**Gläserne Molkerei**	Manufacturer of high-quality organic dairy products	Dechow / DE	Realignment
27	**keeeper Group**	Household products manufacturer	Hille / DE	Harvesting
28	**Lapeyre Group**	Manufacturer and distributor of products for home furnishing	Paris / FR	Optimization
29	**Prénatal**	Retailer for baby, toddler and maternity wear, second-hand goods and toys	Amersfoort / NL	Realignment
30	**TeamTex**	Manufacturer of child restraint systems	Charvieu-Chavagneux / FR	Realignment
31	**Temakinho**	Restaurant chain with Japanese-Brazilian cuisine	Milan / IT	Realignment

[14] As explained in section 1; Management Board assessment from the first quarter of fiscal year 2024, which will be maintained for the remainder of the year.

Mutares added a fourth segment to the previous three segments in fiscal year 2023. Lapeyre, keeeper Group und FASANA were separated from the Goods & Services segment and included in the new independent Retail & Food segment.[15] Revenues in the Retail & Food segment for the reporting period amounted to EUR 459.5 million (H1 2023: EUR 418.6 million). The effect of the first-time and pro rata temporis inclusion of the segment's new acquisitions (in particular Prénatal and Gläserne Molkerei) was partially offset by the decline in Lapeyre's sales due to a persistently difficult market environment. EBITDA in the Retail & Food segment amounted to EUR –28.6 million (H1 2023: EUR +16.5 million) and adjusted EBITDA to EUR –22.1 million (H1 2023: EUR –1.9 million). Both key figures were significantly impacted by the negative effect on profitability at Lapeyre as a result of the decline in revenue.

FASANA

FASANA is a manufacturer of private label and high-quality paper napkins for wholesale and retail needs.

In the reporting period, FASANA was confronted with lower than expected sales volumes and significantly lower sales prices due to the weakening consumer climate and end consumers' propensity to save. The expansion of current and new customer relationships was unable to fully compensate for the negative impact on the operating result. At the same time, the reduction in energy costs and further measures to increase production efficiency were not sufficient to compensate for the price increases for pulp as a raw material. As a result, the planned profitability trend was not achieved, which meant that the operating result for the reporting period was materially negative. With regard to the rest of the year, the local management expects a partial trend reversal in the further course of the year due to the seasonality of demand and adjusted sales prices with an increase in sales volumes – also boosted by business development with new customers – and a balanced operating result overall in 2024 as a whole.

[15] The previous year's figures have been adjusted to reflect the new segment structure.

Gläserne Molkerei

With two production facilities in the north of Germany, **Gläserne Molkerei**, which was acquired in fiscal year 2023, specializes in the production of organic dairy products. Its broad product range includes organic milk, butter, yogurt, buttermilk and cheese. The products are sold both under the company's own brand and under private labels via food retailers.

The transformation program initiated immediately after the acquisition in the third quarter of fiscal year 2023 is aimed at increasing customer outreach, primarily with current and new own-brand products, and sustainably optimizing the production process. In the reporting period, the focus was on expanding the brand and the purposeful relocation of production facilities between the two locations. The situation on the organic sales markets in the food trade and on the raw materials market remained challenging. Gläserne Molkerei's sales revenue was therefore unable to reach the level planned. Nevertheless, strict cost control and the development of milk prices largely offset the negative impact on profitability and an operating result was achieved which, although still negative, was in line with planning.

For the remainder of fiscal year 2024, the focus will be on the successful roll-out of the new brand strategy, including a new packaging design and the introduction of new, higher-margin products. Based on the measures defined for the remainder of the year, constant milk volumes and continued stringent cost control at the gross margin level, the management expects to achieve an operating result in the second half of fiscal year 2024 that is only slightly negative and therefore an extraordinary improvement on the original plans.

keeeper Group

keeeper Group is a manufacturer of plastic household products with customers in the DIY, food retail, wholesale and furniture retail sectors. As a cornerstone of the transformation by Mutares, production activities were relocated to the site in Poland and all logistics processes were either integrated there or outsourced, so that keeeper now has a competitive cost base.

Prices for raw materials, energy and transport stabilized at the planned level in the first half of fiscal year 2024. Customer demand developed very satisfactorily in Western European countries in the reporting period and largely recovered in Eastern Europe compared to the same period of the previous year. Overall, sales revenue increased materially in the reporting period compared to the same period of the previous year. The operating result developed according to plan and amounted to a materially positive level for the first half of 2024. Based on the strong sales forecast for the second half of the year, stable raw material and energy prices and continued stringent cost control, the management expects to further increase profitability over the course of fiscal year 2024 and to close fiscal year 2024 overall at the level of the original planning.

Lapeyre Group

Lapeyre Group manufactures products for the exterior and interior of homes, such as windows, doors, kitchens, bathroom furniture, and stairs, at ten sites in France. The company distributes and installs these, along with merchandise, through an extensive network of stores in France under the well-known company brand.

The core element of Lapeyre's strategic realignment is to strengthen its positioning in the French market through a variety of initiatives such as redesigning its product range, developing additional services for business customers, optimizing its physical presence, a complete restart of its digital presence, developing IT solutions for better customer service, and optimizing its branch network. Besides these strategic initiatives, which required extensive investments in fiscal year 2023, a number of other measures have already been implemented to reduce the fixed cost base. Lapeyre continued to pursue its approach of countering the challenging market conditions in some areas with further cost-cutting measures that increasingly address variable costs in addition to fixed costs. At the same time, Lapeyre has undertaken the renewal of key product ranges and is pursuing other initiatives aimed at diversifying sales, such as the establishment of its first franchise businesses.

Lapeyre's sales revenue in the reporting period was significantly lower than originally budgeted. In the context of very challenging market conditions, characterized by a significant decline in demand in the context of a clear downward trend in the number of real estate transactions in France, for example, both activities with business customers and sales with private customers declined compared to the same period of the previous year. The ongoing cost reduction programs were able to partially mitigate the effect of declining sales on the operating result. Nonetheless, this resulted in a materially negative operating result for the reporting period, which was exceptionally lower than originally planned. For the remainder of fiscal year 2024, the management does not anticipate a trend reversal for the time being. Accordingly, extensive measures are being implemented to significantly reduce the cost base and improve the development of sales in order to lay the foundations for a balanced operating result.

Prénatal

Prénatal is a Dutch retailer acquired in December 2023, of textiles for expectant mothers and children, hardware and toys. The company offers its products through a network of stores and an e-commerce platform.

Immediately after the acquisition in December 2023, Mutares began developing a transformation program together with the local management. The plan includes the short-term reduction of fixed costs, the optimization of the supply chain and the reduction of costs in the stores. The focus is also on the development of liquidity due to the need to build up working capital. The cost reduction program will be followed by the expansion of strategic supplier relationships, the optimization of Prénatal's product portfolio and the creation of a seamless omnichannel experience for consumers.

Despite a strong brand, Prénatal faces strong (price) competition. Nevertheless, a balanced operating result was achieved in the first half of the year. Prénatal's management has taken further commercial measures, including the revision of the pricing and discount strategy. For the remainder of the year, Prénatal expects further positive impetus from the measures introduced and, as a result, sales revenues materially above those of the reporting period as well as a slightly positive operating result.

TeamTex

TeamTex is a French manufacturer acquired in December 2023, of child restraint systems (car seats) and distributor of strollers and baby accessories. TeamTex offers affordable products in the mid-price segment with a focus on safety, quality and customer service. The products are sold under its own brands (e.g. Nania, Migo, SafetyBaby), but also under private labels for retailers and importers.

Together with the local management, a Mutares team began repositioning TeamTex in the relevant markets immediately after the acquisition of the majority stake in TeamTex in December 2023. In parallel, the cost structures were analyzed and measures to reduce them were implemented, and the challenges in the production process were addressed. A recent change in European requirements for car seats has led to additional challenges on the sales side due to competition from Asian imports. At the same time, TeamTex's situation was significantly worse than the sellers had portrayed before the acquisition. Accordingly, despite visible successes in restructuring, the measures introduced in the months following the acquisition were unable to offset the negative business development. As a result, the management of TeamTex initiated insolvency proceedings after the reporting date of June 30, 2024. At the same time, Mutares and the management of TeamTex have initiated legal action against the sellers of TeamTex. In the coming months, court-appointed representatives, supported by the management of TeamTex, will evaluate possible prospects for the company.

Temakinho

Temakinho, which was acquired in March 2024, operates a restaurant chain that offers Japanese-Brazilian sushi, meat dishes and drinks in its 13 branches, some of which are operated by the company itself and others via franchise models, predominantly in Italy.

The focus of Temakinho's transformation is on expanding its geographical presence in Italy, both by opening new franchised and directly managed restaurants and by investing in marketing, with the goal of developing the brand and attracting new customers. Immediately after the acquisition in March 2024, a Mutares team, in collaboration with local management, began implementing a series of measures in terms of marketing activities, promotions and partnerships. At the same time, a drop in visitor numbers to the restaurants can currently be observed. Measures are therefore also being initiated to optimize costs and strengthen the organization. On this basis, Temakinho's management expects to break even in the current fiscal year 2024 and to further increase profitability in the years ahead through higher sales.

3 SITUATION OF THE GROUP INCLUDING THE ASSET, FINANCIAL AND EARNINGS POSITION

In view of the many M&A transactions, Mutares' business model involves regular changes in the scope of consolidation that have a significant impact on the Consolidated Financial Statements. This applies once again to the reporting period, in which besides the developments in the portfolio companies themselves, in particular the first-time consolidations and deconsolidations presented above had a significant impact on the items of the Consolidated Statement of Comprehensive Income and the Consolidated Statement of Financial Position.

The operating result of the Mutares Group depends on the business development of the individual investments – in particular on the respective restructuring and development progress – and is also significantly influenced by the timing of the acquisition of new investments and the resulting regular "bargain purchase gains".

3.1 Earnings position of the Group

In the first half of 2024, the Mutares Group generated **revenues** of EUR 2,610.4 million. (H1 2023: EUR 2,273.6 million). This development is mainly due to changes in the scope of consolidation. For information on the distribution of sales among the individual segments and developments within the segments, please refer to the above comments in the reports on the portfolio (Note 2.3).

As in the same period of the previous year, **other income** of EUR 180.6 million (H1 2023: EUR 427.8 million) is largely attributable to consolidation effects. These and the other components of other income can be seen in the following table:

EUR million	H1 2024	H1 2023
Gains from deconsolidation	67.2	14.7
Gains from bargain purchases	42.5	345.7
Other own work capitalized	14.0	2.7
Income from other services	11.4	11.8
Income from foreign currency translation	8.9	1.8
Income from raw material and waste recycling	7.4	5.4
Income from non-current assets	7.3	25.0
Income from renting and leasing	1.3	2.3
Income from risk allowance	1.1	1.2
Income from the disposal of fixed assets	0.0	3.7
Miscellaneous other income	19.8	13.5
Other operating income	**180.6**	**427.8**

Cost of materials for the first half of 2024 amounted to EUR 1,506.9 million (H1 2023: EUR 1,427.5 million). The cost of materials ratio (in relation to revenues) in the reporting period thus amounted to 58% (H1 2023: 63%).

Personnel expenses amounted to EUR 846.5 million in the reporting period (H1 2023: EUR 606.5 million). The increase is partly due to the increase in the number of employees resulting from the increased transaction activity in the past. In addition, the level of personnel expenses is influenced by many other effects, some of which run counter to one another (e.g. collective wage agreements, staff reduction measures, etc.).

Other expenses of EUR 385.3 million (H1 2023: EUR 309.7 million) can be broken down into the individual components as follows:

EUR million	H1 2024	H1 2023
Selling expenses	88.5	86.3
Administration	57.6	41.2
Legal and consulting expenses	43.0	29.4
Maintenance and servicing	41.8	28.7
Rent, leases and license fees	41.8	39.5
Advertising and travel expenses	32.8	22.2
Insurance premiums	17.2	12.9
Damage claims, guarantee and warranty	12.8	8.2
Basic levies and other taxes	11.2	9.3
Vehicle fleet	10.2	7.9
Expenses from foreign currency translation	10.0	2.0
Losses from deconsolidation	3.1	0.0
Expenses from expected credit losses	1.9	2.0
Aufwendungen für persönlich haftende Gesellschafterin	0.9	1.1
Expenses for general partners	12.3	19.0
Other expenses	**385.3**	**309.7**

As a result, **EBITDA** of the Mutares Group in the reporting period amounted to EUR 71.6 million (H1 2023: EUR 405.4 million).

The investments in the Group differ according to market, business model and progress in the restructuring cycle, so that Group EBITDA is of course subject to major fluctuations. In this respect, only limited conclusions can be drawn from the Group EBITDA of the Mutares Group about the actual operating performance of the Group or individual investments.

To improve transparency, Mutares uses **adjusted EBITDA** as a performance indicator, which is adjusted in particular for the effects of frequent changes in the composition of the portfolio that are inherent in the business model. Adjusted EBITDA amounted to EUR 15.7 million (H1 2023: EUR 41.2 million).

The reconciliation from reported EBITDA to the performance indicator of **adjusted EBITDA** is as follows:

EUR million	H1 2024	H1 2023
EBITDA	**71.6**	**405.4**
Income from bargain purchases	–42.5	–345.7
Restructuring and other non-recurring income/expenses	50.8	–3.7
Deconsolidation effects	–64.1	–14.7
Adjusted EBITDA	**15.7**	**41.2**

With regard to gains from bargain purchases and deconsolidation effects, please refer to the comments above on business performance (Note 2.2) and in the reports from the portfolio companies (Note 2.3).

Restructuring and other non-recurring expenses/income in the reporting period include one-time expenses for severance payments and social plans of EUR 28.6 million (H1 2023: EUR 5.0 million), which are largely attributable to the restructuring programs at HILO Group, FerrAl United Group, SRT Group (Stuart), Lapeyre Group and Efacec Group. Expenses for carve-out activities (particularly in the area of IT) amounted to EUR 6.4 million in the reporting period (H1 2023: EUR 5.5 million) and were incurred in particular at GoCollective and Lapeyre. Consulting expenses in connection with restructuring, M&A activities and legal advice of a non-recurring nature amounted to EUR 4.4 million in the reporting period (H1 2023: EUR 3.1 million). The sale of real estate at a purchase price above the carrying amount resulted in other income of EUR 23.8 million in the same period of the previous year, which was also adjusted for the purpose of deriving adjusted EBITDA due to its non-recurring nature.

Depreciation of EUR 187.4 million (H1 2023: EUR 112.9 million) includes impairment losses of EUR 24.9 million (H1 2023: EUR 6.0 million), in particular as a result of comparing the recoverable amount with the respective carrying amounts for cash-generating units from the Automotive & Mobility and Retail & Food segments.

The **financial result** of EUR –48.8 million (H1 2023: EUR –25.0 million) consists of financial income of EUR 10.3 million (H1 2023: EUR 14.9 million) and financial expenses of EUR 59.2 million (H1 2023: EUR 39.9 million). Their absolute increase is due in particular to an increase in interest-bearing liabilities.

The Group's **income taxes** in the reporting period amounted to a total expense of EUR 11.0 million (H1 2023: income of EUR 3.9 million) and include current tax expenses (EUR –12.0 million; H1 2023: EUR –6.3 million) and income from deferred taxes (EUR 0.9 million; H1 2023: EUR 10.3 million).

The developments described above result in **consolidated net income** of EUR –175.7 million for the first half of fiscal year 2024 (H1 2023: EUR +271.4 million).

Other comprehensive income of EUR –3.8 million (H1 2023: (EUR –10.9 million) includes effects from the change in the fair value of the bond (in particular of the Company) of EUR –3.7 million (H1 2023: EUR –5.7 million) and exchange rate differences of EUR –0.1 million (H1 2023: EUR –0.1 million). This was offset by actuarial gains of EUR 1.6 million (H1 2023: actuarial losses of EUR 5.1 million) in connection with the measurement of provisions for pensions at portfolio companies in connection with significantly higher interest rates.

3.2 Asset and Financial Position of the Group

Total assets of the Mutares Group as of June 30, 2024, amounted to EUR 4,356.0 million (December 31, 2023: EUR 4,348.7 million). The increase is mainly due to the inclusion of the newly acquired investments.

Non-current assets increased from EUR 2,044.5 million as of December 31, 2023, to EUR 2,156.1 million as of June 30, 2024. This increase is due in particular to the higher intangible assets (EUR 343.9 million; December 31, 2023: EUR 245.3 million), with the increase resulting mainly from goodwill from the acquisition of Sofinter. At EUR 1,167.3 million as of June 30, 2024 (December 31, 2023: EUR 1,166.7 million), property, plant and equipment continued to account for more than half of non-current assets overall. The acquisitions in the reporting period led to an increase in property, plant and equipment, but this was largely offset by depreciation and amortization in the reporting period.

Current assets decreased to EUR 2,199.9 million in the reporting period as of June 30, 2024 (December 31, 2023: EUR 2,304.2 million). While trade receivables and other receivables (EUR +62.5 million), current contract assets (EUR +44.3 million) and inventories (EUR +27.2 million) in particular recorded an increase, assets held for sale (EUR –128.1 million) fell in particular. As of December 31, 2023 (and correspondingly also in the liabilities in connection with assets held for sale), this included the assets (and liabilities) of the portfolio companies Frigoscandia and Valti, which were sold after the reporting date in the first quarter of fiscal year 2024. As of June 30, 2024, the assets held for sale item includes the assets of Repartim for which a sale was highly probable as of the reporting date and which were actually sold after the reporting date in July 2024.

As of June 30, 2024, **cash and cash equivalents** amounted to EUR 422.2 million (December 31, 2023: EUR 520.2 million). This is offset by current liabilities to banks and loans as part of the balance sheet item current financial liabilities amounting to EUR 163.7 million (December 31, 2023: EUR 158.2 million), which result from current account and loan liabilities and from the recognition of "unreal" factoring. The **net cash position** as of June 30, 2024, amounted to EUR 258.6 million (December 31, 2023: EUR 362.0 million).

Cash flow from operating activities in the first half of 2024 amounted to EUR –173.3 million (H1 2023: EUR –25.1 million). Based on a consolidated result of EUR –175.7 million (H1 2023: EUR 271.4 million), non-cash expenses and income included in this figure, in particular due to gains from favorable acquisitions and depreciation and amortization with an effect of EUR –75.0 million (H1 2023: EUR +274.9 million), changes in the balance sheet items of working capital (trade working capital and other working capital) of EUR –121.0 million (H1 2023: EUR –41.7 million) and effects from interest and taxes of EUR 42.9 million (H1 2023: EUR 22.0 million) are corrected.

Cash flow from investing activities of EUR 83.5 million (H1 2023: EUR 80.4 million) is mainly the result of (net) cash inflows from changes in the scope of consolidation of EUR 122.3 million (H1 2023: EUR 124.7 million). This was offset in particular by (net) payments for investments and from the disposal of property, plant and equipment and intangible assets (including proceeds from the disposal of assets held for sale) of EUR 45.2 million (H1 2023: EUR 47.6 million).

Cash flow from financing activities amounted to EUR –8.2 million (1st half of 2023: EUR –2.1 million) and includes proceeds from the issuance of bonds and (financial) loans of EUR 181.1 million (1st half of 2023: EUR 109.3 million), which in turn are largely attributable to the increase in the company's bond by an amount of EUR 100 million to the maximum nominal volume of EUR 250 million and the senior secured bond with a nominal volume of EUR 40 million from GoCollective. In contrast, payments for the repayment of (financial) loans amounted to EUR 38.3 million in the reporting period (H1 2023: EUR 71.6 million), while payments for the repayment of lease liabilities amounted to EUR 67.4 million (H1 2023: EUR 44.9 million). In addition, (net) payments from (non-genuine) factoring amounted to EUR –3.1 million (1st half of 2023: (Net) incoming payments of EUR 32.2 million).

As of the reporting date June 30, 2024, the unused credit lines amounted to a mid-single-digit million amount, as was also the case on the reporting date of December 31, 2023, and are attributable to unused current account and factoring lines for which trade receivables available for sale are available at the same time.

As of June 30, 2024, **equity** amounted to EUR 894.9 million (December 31, 2023: EUR 1,119.6 million). Consolidated net profit of EUR –179.6 million (H1 2023: EUR +260.5 million) and the dividend distribution to the shareholders of the parent company, the shareholders of Mutares SE & Co. KGaA, for fiscal year 2023 of EUR 47.4 million led to a reduction in equity. The equity ratio as of June 30, 2024 amounts to 21% (December 31, 2023: 26%).

Within the **non-current liabilities** as of June 30, 2024, of EUR 1,402.9 million (December 31, 2023: EUR 1,224.6 million), other financial liabilities (EUR 558.3 million; December 31, 2023: EUR 350.8 million) recorded an increase. In addition to the increase in the Company's bond by EUR 100 million to the maximum nominal volume of EUR 250 million, this was also due to the additional financing in the portfolio, above all at GoCollective (issue of a senior secured bond with a nominal volume of EUR 40 million). The acquisition of Sofinter also resulted in an increase in other financial liabilities.

The increase in **current liabilities** to EUR 2,058.2 million as of June 30, 2024 (December 31, 2023: EUR 2,004.5 million) is mainly the result of an increase in current contract liabilities to EUR 349.8 million (December 31, 2023: EUR 220.4 million), which are largely related to the acquisition of Sofinter. By contrast, in line with the non-current assets held for sale, liabilities in connection with non-current assets held for sale also decreased to EUR 10.9 million as of the reporting date June 30, 2024 (December 31, 2023: EUR 131.3 million). Trade payables of EUR 665.4 million as of June 30, 2024, (December 31, 2023: EUR 674.6 million) are the largest single item within current liabilities. The only slight decrease is the result of various effects in the portfolio companies and is also influenced by the acquisitions and disposals in the reporting period.

3.3 Management Board's assessment of business performance

The benchmark for the success of Mutares SE & Co. KGaA and the Mutares Group is essentially the restructuring and development progress of the investments as well as M&A transactions completed, which contribute to an increase in value in the Group after a successful turnaround and a further development of the investments depending on the situation.

In terms of **transactions**, the reporting period was once again characterized by a high level of activity with a total of eleven transactions completed, seven of which were on the buy side and four on the sell side.[16] Overall, the Management Board is satisfied with the number of acquisitions and exits. On the exit side, the sale of Frigoscandia in the first quarter of fiscal year 2024 is particularly worth mentioning.

In a partly still challenging environment, Mutares' various portfolio companies each implemented comprehensive operational **improvement, transformation or restructuring programs** in the reporting period. In the case of portfolio companies that have been part of the Mutares portfolio for more than twelve months and for which a valid assessment of the restructuring and development progress is therefore possible, the Management Board considers the restructuring and development progress at SFC Solutions (part of Amaneos), Steyr Motors, keeeper Group and Palmia in particular to be very positive. In addition, the Management Board now sees positive developments in the realization of improvement potential at Guascor Energy and Gemini Rail and still significant challenges at Lapeyre and Peugeot Motocycles. Following the large number of add-on acquisitions for the FerrAl United Group, the focus in the short term will be on necessary optimization measures, particularly at Selzer and PrimoTECS, in the coming months and the further integration of the FerrAl United Group in the following year.

Overall, the Management Board is satisfied with the Company's performance in the **reporting period**. The Management Board believes that the ambitious growth course is on a successful path thanks to further internationalization and geographical expansion as well as the acquisitions made.

3.4 Supplementary Report

For information on significant events after the balance sheet date, please refer to the selected Notes to the Interim Consolidated Financial Statements.

[16] In addition, agreements were signed for four further acquisitions, each of which had not yet been completed as of June 30, 2024.

4 RISK AND OPPORTUNITY REPORT AND FORECAST

4.1 Risks and opportunities of future development

The main changes compared to the risks, as presented in the Group Management Report for fiscal year 2023, are explained below. For a detailed presentation of the risks, please refer to the combined Management Report and Group Management Report for fiscal year 2023.

Economic development

The ifo Institute paints the following picture in its current economic forecast ("ifo Economic Forecast Summer 2024: New hope, but not (yet) a summer fairy tale – German economy slowly works its way out of the crisis", published in June 2024)[17]:

The **global economy** is expected to pick up in 2024, with an improvement in corporate sentiment and a decline in inflation in industrialized countries, which will strengthen consumer demand. Global trade and global industrial production should continue to recover, particularly in the second half of the year. Supported by an easing of monetary policy in the industrialized countries, investment is also forecast to pick up. Overall, macroeconomic production is expected to increase by 2.5% in both 2024 and 2025, while global trade is set to rise by around 1.5% in 2024 and just under 3% in 2025 following a decline in the previous year. In the **eurozone**, the economy is forecast to accelerate in the summer half of 2024, driven by rising real incomes, a loose monetary policy and a revival in global trade. Overall economic production is expected to increase by just under 1% in 2024 and by just under 2% in 2025. The **German economy** is also on the road to recovery: gross domestic product is expected to grow by 0.4% in 2024 and 1.5% in 2025. Business sentiment has brightened and there is hope for rising orders, particularly in the manufacturing sector. Energy costs have fallen to 2020 levels, which makes production more profitable and could lead to an expansion of energy-intensive industries. The development of the inflation rate is also having a positive impact on the German economy, which is expected to fall from 5.9% in 2023 to 2.2% in 2024 and further to 1.7% in 2025.

Risks from the acquisition process

The acquisition of companies in transitional situations is associated with considerable tax, legal and economic risks, even if an in-depth analysis of the company (due diligence) has taken place prior to the acquisition. Liabilities, obligations and other encumbrances of the respective target company that were not known or identifiable at the time of acquisition despite the due diligence carried out can have a significant negative impact on Mutares. This applies in particular if guarantees or other warranties are given to the sellers. In such cases, the asset, financial and earnings position of the Mutares Group may be significantly impacted even if the seller provides substantial financial resources for restructuring as consideration.

For fundamental reasons and in order to minimize the effects of any insolvency of individual companies within the Group, no profit transfer or cash pooling agreements are concluded within the Mutares Group. In some cases, guarantees, sureties, loans or similar commitments are given or extended to investments after detailed examination in order to exploit business opportunities, growth or working capital financing. The utilization of guarantees and sureties or the default of loans can have negative consequences for the asset, financial and earnings position of Mutares.

In order to reduce the extent of potential risks, Mutares uses a Company structure in which the operating risks of each individual investment are ring-fenced via a legally independent company (intermediate holding company). This is intended to ensure that the sum of any risks that may arise cannot exceed the previously assessed maximum risk. This risk generally amounts to the purchase price paid, plus any additional financing measures and any off-balance sheet obligations, less the returns received from the operating activities of the respective company over the holding period.

Due to the continuing high level of acquisition activity and the recent increase in the size and complexity of Mutares' acquisitions, a general increase in risks from the acquisition process can be observed as a consequence.

[17] www.ifo.de/en/facts/2024-06-20/ifo-economic-forecast-summer-2024-new-hope-but-not-a-summer-fairytale

Legal and compliance risks

Obligations from company acquisitions and disposals

In connection with contracts for the purchase or sale of companies, Mutares may issue guarantees under which it may be held liable or that could lead to legal disputes (for an overview of all current guarantees, please refer to Note 45 of the Notes to the Consolidated Financial Statements). The issuance of guarantees can be a differentiating factor in the competition for potential acquisition targets if competitors cannot issue guarantees due to their own Articles of Association. In individual cases, a possible claim under the guarantees could have significant negative effects on the asset, financial and earnings position of the Mutares Group.

In principle, the Management Board does not anticipate any utilization of the obligations arising from the acquisition and sale of companies. Depending on further economic developments, however, the risk of utilization increases and it cannot be ruled out that such utilization of individual obligations entered into may arise.

Legal disputes

The liquidator of the former investment Grosbill is bringing an action based on Mutares' alleged responsibility under company law. At the same time, this liquidator is also suing the former seller of Grosbill for breach of contract against the company sold. Mutares defended itself in full against this claim, which it considered to be unfounded. The lawsuit was initially removed from the list of pending proceedings by the court due to a lack of grounds; shortly before the limitation period for potential claims expired at the end of 2022, the plaintiff filed a new statement of claim with the court in Paris, France, which contains a statement of grounds. Furthermore, in August 2023, the liquidator filed another statement of claim, which is essentially directed against the former seller. Mutares will defend itself against this, as the claims are considered unfounded and legally absurd due to the lack of legal provisions. The court in Paris has since declared that it does not have jurisdiction.

With regard to the acquisition of the business now trading as MoldTecs Group, there are still differences of opinion between the acquiring company, a direct subsidiary of Mutares, and the former owner regarding the final purchase price and a possible purchase price adjustment. As no agreement has been reached yet, the former owner filed an arbitration claim with the German Institute of Arbitration (DIS) in January 2024 to clarify preliminary legal issues. On this basis, an arbitrator will then decide on the final purchase price calculation and adjustment in a second step. The plaintiff is also claiming damages. Mutares' direct subsidiary, together with its legal advisors, submitted pleadings to the DIS in April 2024 in response and counterclaim. The arbitration tribunal is currently being constituted and a written statement and hearing are expected in the third quarter of fiscal year 2024. No reliable information can currently be provided regarding the possible outcome of the proceedings and any prospects of success of the claim.

Financial risks, financing risks and supply chain risks

Financing risks

Portfolio companies need access to external financing, if they are to pursue a growth strategy following a successful repositioning, for example. In addition to banks and insurance companies, the financing partners also include leasing and factoring providers. Increasing regulatory requirements for financing partners and a change in the credit rating of individual investments can lead to more difficult or less favorable financing conditions or to more difficult and more expensive procurement of guarantees and sureties. In addition to the terms and conditions of the bonds issued by Mutares SE & Co. KGaA and GoCollective, the contracts in connection with financing lines for the investments generally contain covenants and other obligations, the breach of which could give the financing partner the right to terminate the contract and thus have a negative impact on the financial position.

Trade credit insurance

Trade credit insurers subject their exposures to intensive scrutiny, particularly in the event of changes of ownership (and especially in the case of asset deals), with the risk of a deterioration in insurance conditions or a reduction or termination of limits/coverage commitments. For individual portfolio companies, this could in some circumstances result in increased liquidity requirements due to advance payments required from suppliers. At the same time, risks can arise from increased bad debt losses if these cannot be adequately covered by trade credit insurance. Mutares counteracts these risks in the investments by means of strict accounts payable and accounts receivable management adapted to the circumstances and regularly attempts to reach an agreement with the seller in the purchase agreement with regard to purchasing conditions and payment targets, provided that the seller remains a major supplier after the acquisition.

In order to prevent the risk of a deterioration in insurance conditions or a reduction or termination of limits/coverage commitments, contact is generally made with trade credit insurers before or shortly after the acquisition and the current financial situation and the restructuring plan for the investment are explained in detail. Proactive communication and regular reporting on the shareholdings to the trade credit insurers create a basis of trust that facilitates constructive cooperation.

IT risks and data security

The generally observed increase in attacks on networks and systems with the goal of sabotage, blackmail or industrial espionage in recent years has led to a continuous increase in cyber security requirements (information and IT security), especially with regard to the confidentiality, availability and integrity of personal data and critical information. Attacks on networks and systems continue to pose a significant risk. A significant disruption or failure of the systems used can lead to an impairment of business and production systems, including the complete loss of information and data, unintentional disclosure or falsification of that information, and can potentially result in financial, compliance and reputational damage.

One focus of Mutares' information security measures is protection against unauthorized access to sensitive information. The creation and monitoring of IT documentation are key components of Mutares' risk prevention. Advanced technologies are used to prevent outages and data loss and are continuously reviewed and improved. Back-up systems and emergency plans also secure the data inventory. IT systems are protected by access and authorization concepts based on leading security standards as well as updated antivirus software. These measures are supplemented by AI-based monitoring and annual penetration tests. All employees of Mutares SE & Co KGaA take part in regular security training. The content of the training is updated annually and adapted to the global threat situation. All business processes of Mutares SE & Co. KGaA are recorded, evaluated and transferred to a data protection management system as part of DSGVO or GDPR compliance. All employees of Mutares SE & Co. KGaA are provided with detailed guidelines and work instructions on data protection, data security and general information security. The IT infrastructure of Mutares SE & Co. KGaA is also continuously kept up to date with the latest technical standards.

Newly acquired portfolio companies need to modernize their IT systems quickly, effectively and as cost-effectively as possible. Mutares provides support through technical modernization and continuous improvement of IT security standards in line with the level of ambition and corresponding risk appetite. During due diligence, IT risks are identified and measures to improve the security maturity level are defined. The implementation status is monitored regularly. The conclusion of cyber insurance is also always checked. An annual security meeting is held with the decision-makers of the portfolio companies to coordinate the security strategy and implement measures. Regulatory ordinances and their handling and applicability (e.g. NIS2) are also discussed. The goal is usually to use modern systems and cloud technologies, taking the cost-benefit ratio into account. Mutares supports its portfolio companies with centralized incident support in order to be able to react quickly and appropriately in the event of security incidents.

Mutares will continue to review and improve its security standards in the future. To this end, Mutares continues to invest in this area in order to further develop cyber security in accordance with leading standards and to consistently implement relevant norms.

Overall statement on the risk situation

Based on the information currently available to the Management Board from the systematic, multi-level risk management system, the Management Board has not identified any risks that, individually or in combination, could jeopardize the continued existence of Mutares SE & Co. KGaA, the Mutares Group or individual material Group companies. However, it is generally possible that further developments with regard to the external environment, the respective effects of which cannot be fully reliably estimated at the time of preparation of this combined Management Report, could deviate from the Management Board's current expectations.

4.2 Forecast Report

The **forecast for fiscal year 2024**, as expressed for the first time in the combined Management Report for fiscal year 2023, is based on the expectations described there with regard to the general economic development and the specific expectations with regard to the likely further development of the individual portfolio companies. The forecast also expressly assumed that further risks, in particular the geopolitical risks described, would not materialize to a significant extent for the financial, asset and earnings position. Please refer to the combined Management and Group Management Report for fiscal year 2023 for a detailed description.

Against the backdrop of the transactions concluded and signed in the current fiscal year 2024 up to the date of preparation of the combined Management and Group Management Report for fiscal year 2023 , the assumptions regarding further intended transactions in the course of the year and the plans for the individual portfolio companies, the Management Board expects annualized **revenues** for the Mutares Group to increase to between EUR 5.7 billion and EUR 6.3 billion in fiscal year 2024 (fiscal year 2023: EUR 4.7 billion).

Taking the transactions completed and signed by the time of preparation and further planned transactions in the current fiscal year 2024 into account, (reported) **EBITDA** is expected to reach at least a slightly positive level again, in particular due to the gains from bargain purchases in connection with the acquisitions and the offsetting ongoing losses from the new acquisitions (fiscal year 2023: EUR 756.9 million).

Based on the current budgets, the course of the reporting period and the plans for the remainder of fiscal year 2024, the Management Board currently expects an extraordinary improvement in **adjusted EBITDA** compared to fiscal year 2023 due to the balance of opposing effects. Adjusted EBITDA will be negatively impacted by the negative earnings contributions from the newly acquired investments. On the other hand, from today's perspective, the Management Board expects the restructuring measures successfully initiated at the portfolio companies and the resulting increase in their respective profitability to make a significantly positive overall contribution to adjusted EBITDA, which is expected to amount to EUR 3.5 million for fiscal year 2023.

The **net profit for the year** of Mutares SE & Co. KGaA is expected to be in the range of 1.8% to 2.2% of the consolidated revenues of the Mutares Group. Based on expected revenues for the Mutares Group of EUR 6.0 billion on average, the Management Board therefore expects net profit of EUR 108 million to EUR 132 million in fiscal year 2024 (fiscal year 2023: EUR 102.5 million). All main sources of net income of Mutares SE & Co. KGaA – on the one hand, revenues from the consulting business and, on the other hand, dividends from portfolio companies and in particular also exit proceeds from the sale of investments – should contribute to this. Based on current planning, the Management Board assumes that sufficiently high net profit can also be generated for fiscal year 2024 in order to maintain the dividend-paying ability of Mutares SE & Co. KGaA at least at the level of the market expectation.

Beyond this, despite a few changes in the underlying conditions, the Management Board has no new information to suggest that the most recent forecasts and other statements regarding the expected development of the Group for fiscal year 2024 have changed significantly.

Munich, August 13, 2024

Mutares Management SE,
General Partner of Mutares SE & Co. KGaA

The Management Board

Robin Laik | Mark Friedrich | Johannes Laumann | Dr. Lennart Schley

FINANCIAL INFORMATION

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS OF JUNE 30, 2024

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FROM JANUARY 1 TO JUNE 30, 2024

EUR million	Note	H1 2024	H1 2023
Revenues	3	2,610.4	2,273.6
Change in inventories		19.2	47.6
Other income	4	180.6	427.8
Cost of material		-1,506.9	-1,427.5
Personnel expenses		-846.5	-606.5
Other expenses	5	-385.3	-309.7
Earnings before interest, taxes, depreciation and amortization (EBITDA)		**71.6**	**405.4**
Depreciation and amortization expenses	7, 8, 9	-187.4	-112.9
Earnings before interest and taxes (EBIT)		**-115.9**	**292.5**
Financial income		10.3	14.9
Financial expenses		-59.2	-39.9
Profit before tax		**-164.7**	**267.5**
Income tax expense/income		-11.0	3.9
Net income for the year		**-175.7**	**271.4**
Of which attributable to:			
Shareholders of the parent company		-156.1	276.7
Non-controlling interest		-19.7	-5.3
Earnings per share in EUR (basic)		**-7.36**	**13.42**
Earnings per share in EUR (diluted)		**-7.23**	**12.98**

EUR million	Note	H1 2024	H1 2023
Net income		**-175.7**	**271.4**
Other comprehensive income		**-3.8**	**-10.9**
Items reclassified to profit or loss in future if certain conditions are met			
Currency translation differences		-1.7	-0.1
Items not subsequently reclassified to profit or loss			
Actuarial gains/losses		1.6	-5.1
Change in fair value of financial assets/liabilities		-3.7	-5.7
Total comprehensive income		**-179.6**	**260.5**
Of which attributable to:			
Shareholders of the parent company		-159.9	266.0
Non-controlling interest		-19.6	-5.5

CONDENSED CONSOLIDATED BALANCE SHEET

ASSETS
AS AT JUNE 30, 2024

EUR million	Note	06/30/2024	12/31/2023
Intangible assets	7	343.9	245.3
Property, plant and equipment	8	1,167.3	1,166.7
Right of use assets (RoU assets)	9	466.4	466.1
Trade and other receivables		3.4	0.7
Other financial assets		140.6	128.7
Income tax receivables		1.4	0.7
Other non-financial assets		3.3	2.3
Deferred tax assets		23.3	28.6
Contract costs		0.2	0.2
Non-current contract assets		6.5	5.2
Non-current assets		**2,156.1**	**2,044.5**
Inventories	10	700.6	673.4
Current contract assets		147.1	102.8
Trade and other receivables		553.5	491.0
Other financial assets		186.1	225.5
Income tax receivables		9.6	9.9
Other non-financial assets		170.2	142.8
Cash and cash equivalents		422.2	520.2
Assets held for sale	11	10.5	138.6
Current assets		**2,199.9**	**2,304.2**
Total assets		**4,356.0**	**4,348.7**

EQUITY AND LIABILITIES
AS AT JUNE 30, 2024

EUR million	Note	06/30/2024	12/31/2023
Share capital		21.3	21.0
Capital reserves		141.1	139.0
Retained earnings		696.7	900.2
Other components of equity		5.2	9.1
Share of equity attributable to shareholders of the parent company		**864.4**	**1,069.3**
Non-controlling interests		30.6	50.3
Total equity	12	**894.9**	**1,119.6**
Trade payables and other liabilities		5.4	5.6
Other financial liabilities	13	558.3	350.8
Lease liabilities		381.5	380.0
Provisions for pensions and other post-employment benefits		118.6	130.6
Other provisions		194.2	211.6
Other non-financial liabilities		1.8	1.2
Deferred tax liabilities		141.1	141.0
Non-current contract liabilities		2.0	3.8
Non-current liabilities		**1,402.9**	**1,224.6**
Trade payables and other liabilities		665.4	674.6
Other financial liabilities	13	355.2	342.4
Lease liabilities		90.8	86.9
Provisions		176.9	166.3
Income tax liabilities		22.6	24.3
Other non-financial liabilities		386.5	358.3
Current contract liabilities		349.8	220.4
Liabilities related to assets held for sale	11	10.9	131.3
Current liabilities		**2,058.2**	**2,004.5**
Total equity and liabilities		**4,356.0**	**4,348.7**

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FROM JANUARY 1 TO JUNE 30, 2024

	Equity attributable to shareholders of the parent company						
EUR million	**Share capital**	**Capital reserve**	**Retained earnings**	**Other equity components**	**Total**	**Non-controlling interests**	**Total equity**
As at 01/01/2023	**20.6**	**134.9**	**526.6**	**30.6**	**712.7**	**1.4**	**714.0**
Net income for the year	0.0	0.0	276.7	0.0	276.7	–5.3	**271.4**
Other comprehensive income after income taxes	0.0	0.0	0.0	–10.7	–10.7	–0.2	**–10.9**
Comprehensive income for the reporting period	**0.0**	**0.0**	**276.7**	**–10.7**	**266.0**	**–5.5**	**260.5**
Recognition of share-based payments	0.0	0.5	0.0	0.0	0.5	0.0	**0.5**
Transactions with minorities	0.0	0.0	0.0	0.0	0.0	82.0	**82.0**
Reclassification due to deconsolidation	0.0	0.0	–1.4	1.4	0.0	0.0	**0.0**
As at 06/30/2023	**20.6**	**135.4**	**801.9**	**21.3**	**979.1**	**78.0**	**1,057.1**
As at 01/01/2024	**21.0**	**139.0**	**900.2**	**9.1**	**1,069.3**	**50.3**	**1,119.6**
Net income for the year	0.0	0.0	–156.1	0.0	–156.1	–19.7	**–175.7**
Other comprehensive income after income taxes	0.0	0.0	0.0	–3.9	–3.9	0.0	**–3.9**
Comprehensive income for the reporting period	**0.0**	**0.0**	**–156.1**	**–3.9**	**–159.9**	**–19.7**	**–179.6**
Dividend payouts	0.0	0.0	–47.4	0.0	–47.4	0.0	**–47.4**
Capital increase from conditional capital	0.3	1.5	0.0	0.0	1.8	0.0	**1.8**
Recognition of share-based payments	0.0	0.6	0.0	0.0	0.6	0.0	**0.6**
Transactions with minorities	0.0	0.0	0.0	0.0	0.0	–0.1	**–0.1**
Reclassification due to consolidation	0.0	0.0	–2.1	2.1	0.0	0.0	**0.0**
As at 06/30/2024	**21.3**	**141.1**	**694.6**	**7.3**	**864.4**	**30.5**	**894.9**

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

FROM JANUARY 1 TO JUNE 30, 2024

EUR million	Note	H1 2024	H1 2023
Net income for the year		-175.7	271.4
Bargain purchases gains (-) from business combinations	1	-42.5	-345.7
Gains (-)/losses (+) from deconsolidations	2	-64.1	-14.7
Depreciation and amortization (+) of intangibles, property, plant & equipment and right-of-use assets	7, 8, 9	187.4	112.9
Gain (-)/loss (+) from the disposal of non-current assets	7, 8, 9	-6.6	-24.7
Other non-cash expenses (+)/income (-)		0.7	-2.6
Interest expense (+)/interest income (-)		48.8	26.8
Income tax expense (+)/income (-)		11.0	-3.9
Income tax payments (-)		-17.0	-0.9
Increase (-)/decrease (+) in inventories		-23.3	-9.0
Increase (-)/decrease (+) in trade receivables		-31.9	0.8
Increase (+)/decrease (-) in trade payables		-75.7	-85.0
Variations in trade working capital		**-130.8**	**-93.2**
Increase (-)/decrease (+) in contract assets		-12.4	-44.5
Increase (-)/decrease (+) in other assets		-26.1	-1.9
Increase (+)/decrease (-) in accruals		-28.2	-9.3
Increase (+)/decrease (-) in contract liabilities		19.3	17.1
Increase (+)/decrease (-) in other liabilities		57.3	90.2
Variations in other working capital		**9.9**	**51.5**
Currency translation effects		5.6	-2.0
Cash flow from operating activities		**-173.3**	**-25.1**

EUR million	Note	H1 2024	H1 2023
Proceeds (+) from disposals of property, plant and equipment	8	36.8	7.5
Disbursement (-) for investments in property, plant and equipment	8	-63.9	-46.8
Proceeds (+) from disposals of intangible assets	7	1.8	0.6
Disbursement (-) for investments in intangible assets	7	-19.8	-12.0
Proceeds (+) from disposals of assets held for sale	11	0.0	3.1
Payments (-) for additions to the consolidation group	1	-15.5	-25.2
Proceeds (+) from additions to the consolidation group	1	94.2	138.3
Proceeds (+) from disposals from the consolidation group	2, 11	57.4	11.6
Payments (-) from disposals from the consolidation group	2	-13.8	0.0
Interest received (+)		6.4	0.8
Dividends received (+) from joint ventures		0.0	2.5
Cash flow from investing activities		**83.5**	**80.4**
Dividends paid (-) to shareholders of the parent company	12	-47.4	0.0
Dividends paid (-) to non-controlling shareholders		-0.7	-2.8
Payments received (+) in connection with a capital increase from conditional capital	12	1.6	0.0
Proceeds (+) from the issuance of bonds and (financial) loans	13	181.1	109.3
Payments (-) for repayment of bonds and (financial) loans	13	-38.3	-71.6
Payments (-) for the repayment of lease liabilities		-67.4	-44.9
Proceeds (+)/payments (-) from factoring		-3.1	32.2
Interest paid (-)		-33.9	-24.4
Cash flow from financing activities		**-8.2**	**-2.1**
Change in cash and cash equivalents		**-97.9**	**53.2**
Effect of currency translation on cash and cash equivalents		0.0	0.0
Change in cash and cash equivalents due to IFRS 5 reclassification	11	0.0	-0.6
Cash and cash equivalents at the beginning of the period		520.2	246.4
Cash and cash equivalents at the end of the period		**422.2**	**299.0**

SELECTED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD FROM JANUARY 1 TO JUNE 30, 2024

A BASIC PRINCIPALS / GENERAL INFORMATION

Mutares SE & Co. KGaA, Munich (hereinafter referred to as “the Company” or also “Mutares”) has its registered office in Munich and is registered there with the Local Court in the commercial register section B under number 250347. The registered office and at the same time the head office of the Company is on Arnulfstraße 19, 80335 Munich, Germany.

Mutares is an internationally active and listed private equity investor specializing in special situations. After the acquisition, the business model comprises three phases of value creation that portfolio companies usually go through during their affiliation with Mutares: Realignment, Optimization und Harvesting. As a result, after the transformation (restructuring, optimization and repositioning) and/or development, the value enhancement potential identified is realized through the sale.

In addition to its home market Germany, Mutares is present in other strategic core markets with its own offices. As of June 30, 2024, the portfolio of Mutares SE & Co. KGaA contained 31 operating investments or investment groups (December 31, 2023: 30), which are classified into the four segments Automotive & Mobility, Engineering & Technology, Goods & Services and Retail & Food.

These Interim Consolidated Financial Statements have been prepared in accordance with the requirements of IAS 34 “Interim Financial Reporting”, They do not include all of the information required for complete Consolidated Financial Statements; Instead, the Consolidated Financial Statements for fiscal year 2023 are to be used as supplementary information. The accounting policies applied in the past fiscal year 2023 were continued unchanged for these Interim Consolidated Financial Statements for the reporting period of the first half of 2024 with the exception of the new and amended IFRS presented in the table in section F. These Interim Consolidated Financial Statements have not been audited or reviewed by the auditor in accordance with the relevant requirements.

In these Condensed Interim Consolidated Financial Statements for the six months ended June 30, 2024, the Company based estimates and judgments relevant to the financial statements on current knowledge and the best information available. Individual portfolio companies or the Group could experience a deterioration in creditworthiness, defaults or delays in payments, delays in order intake or order processing and contract performance and contract cancellations, changes in revenue and cost structures, curtailment of asset consumption, increased volatility in financial and commodity markets, or difficulties in making projections due to uncertainties in the amount and timing of cash flows. All of these factors could affect fair values and the carrying amounts of assets and liabilities, the amount and timing of revenue and cost recognition, and cash flows.

In the context of company acquisitions, estimates are generally made to determine the fair value of the acquired assets and liabilities. Depending on the type of asset and the availability of information, different valuation techniques are used, which can be divided into cost, market price and capital value-oriented methods. The total amount of net assets acquired from company acquisitions in the reporting period, for which the determination of fair value was partly subject to estimation uncertainties, amounted to EUR –15.5 million (H1 2023: EUR 455.2 million). The fair value of contingent consideration in connection with business combinations and disposals that are subsequently measured at Level 3 fair value is determined in accordance with generally accepted valuation methods based on discounted cash flow analyses. The main input parameters are the expectations of future cash flows and the discount rates. The accounting treatment of business combinations for which the IFRS 3.45 measurement period has not yet expired is still provisional in some cases. For further details, please refer to Note B.1.

The Group’s cash-generating units (CGUs) were examined as of June 30, 2024, to determine whether there were any indications of impairment. For some of the CGUs, an impairment test was performed to determine whether the recoverable amount (higher of fair value less costs to sell and value in use) exceeds the carrying amount of the CGU. These resulted in the recognition of an impairment loss through profit or loss for three CGUs (cf. Note 7 “Intangible assets” and Note 8 “Property, plant and equipment”).

In addition, in determining the net realizable value of inventories, estimates must be made that include volume, technical and price risks. Mutares believes that the assumptions (judgments and estimates) underlying these Condensed Interim Consolidated Financial Statements reasonably reflect the current situation. Nevertheless, under the influence of the war in Ukraine and due to the high level of uncertainty regarding future developments, these are subject to uncertainty to a greater extent than usual.

B CHANGES IN THE SCOPE OF CONSOLIDATION

1 Acquisitions of subsidiaries

In the period from January 1 to June 30, 2024, the following subsidiaries were acquired and consolidated for the first time:

Acquisition of Prinz Kinematics

Effective January 2, 2024, Mutares acquired Prinz Kinematics GmbH ("Prinz") from AL-KO. PRINZ is an automotive supplier of kinematic systems specializing in the development and production of hinge and closure systems used in vehicle doors, tailgates and hoods for premium OEM customers. The company strengthens the HILO Group in the Automotive & Mobility segment.

The consideration for the acquisition of the company amounted to EUR 1 and was paid at the time of acquisition. Acquisition-related incidental costs for the transaction were incurred only to an insignificant extent. These are included in other expenses in the Consolidated Statement of Comprehensive Income. The net assets acquired were measured at a fair value of EUR 18.7 million, resulting in a bargain purchase gain of EUR 18.7 million.

The following table shows the results of the purchase price allocation and the derivation of the bargain purchase gain recognized in other income:

EUR million	Fair value
Intangible assets	0.4
Property, plant and equipment	12.8
Right of use assets	2.9
Other non-current assets	0.0
Non-current assets	**16.0**
Inventories	6.2
Receivables and other current assets	3.4
Other current assets	7.1
Current assets	**16.7**
Deferred tax liabilities	0.1
Other non-current liabilities	3.4
Non-current liabilities	**3.4**
Current liabilities	**10.6**
Net assets	**18.7**
Bargain purchase	**18.7**
Consideration	**0.0**

The fair value of the acquired receivables based on the gross receivable amount of EUR 3.5 million amounted to EUR 3.4 million at the acquisition date. Accordingly, the best estimate made at the acquisition date for contractual cash flows that are not expected to be collected is EUR 0.1 million.

The Interim Consolidated Financial Statements include revenues from the acquired company for the reporting period of EUR 22.4 million and earnings after taxes of EUR –2.0 million. If the company had already been acquired as of January 1, 2024, it would have generated sales of EUR 22.4 million and earnings after income taxes of EUR –2.0 million to the Group's result in the reporting period.

The purchase price allocation for the acquisition mentioned above has not yet been finalized. Mutares does not yet have all relevant information – namely the information on the assets and liabilities of the company to be measured – in a final version. The disclosure of hidden reserves and liabilities is therefore currently still preliminary, as is the final assessment of all components of the consideration.

Acquisition of Temakinho

On March 1, 2024, Mutares successfully completed the acquisition of Temakinho S.r.l. from Cigierre – Compagnia Generale Ristorazione S.p.A. The portfolio company strengthens the Retail & Food segment as a new platform investment and operates a restaurant chain that offers Japanese-Brazilian sushi, meat dishes and beverages.

The fair value of the consideration transferred amounts to EUR 6.5 million. This is made up of a fixed amount of EUR 4.9 million, which was paid at the time of closing. An additional EUR 1.0 million is to be paid in two equal installments twelve and 24 months after completion of the transaction. The remaining EUR 0.7 million is to be paid in nine equal installments by March 2026. The present value of the deferred purchase price components totals EUR 1.6 million. Acquisition-related ancillary costs for the transaction were incurred in the mid six-figure range. These are included in other expenses in the Consolidated Statement of Comprehensive Income. The net assets acquired were measured at a fair value of EUR 7.9 million, resulting in a bargain purchase gain of EUR 1.4 million.

The following table shows the results of the purchase price allocation and the derivation of the bargain purchase gain recognized in other income:

EUR million	Fair value
Intangible assets	4.2
Property, plant and equipment	7.3
Right of use assets	5.2
Other non-current assets	0.2
Non-current assets	**16.9**
Inventories	0.4
Receivables and other current assets	0.3
Other current assets	0.4
Current assets	**1.0**
Deferred tax liabilities	1.4
Other non-current liabilities	4.5
Non-current liabilities	**5.9**
Current liabilities	**4.2**
Net assets	**7.9**
Bargain purchase	**1.4**
Consideration	**6.5**

The fair value of the acquired receivables based on the gross receivable amount of EUR 0.3 million amounted to EUR 0.3 million at the acquisition date. Accordingly, the best estimate made at the acquisition date for contractual cash flows that are not expected to be collected is EUR 0.0 million.

The Interim Consolidated Financial Statements include revenues from the acquired company for the reporting period of EUR 4.4 million and earnings after taxes of EUR –2.6 million. If the company had already been acquired as of January 1, 2024, it would have generated sales of EUR 6.9 million and earnings after income taxes of EUR –5.8 million to the Group's earnings in the reporting period.

The purchase price allocation for the acquisition described above has not yet been finalized. Mutares does not yet have all relevant information – namely the information on the assets and liabilities of the company to be measured – in a final version. The disclosure of hidden reserves and liabilities is therefore currently still preliminary.

Acquisition of the Greenview Group

Effective April 19, 2024, Mutares completed the acquisition of Greenview Group Holdings Ltd. from several private individuals and Cordovan Capital Partners. Greenview is based in the United Kingdom and is a provider of mechanical and electrical installations, heating installation and maintenance, property maintenance and improvement and a range of sustainable energy solutions, including energy efficiency services for homes. As a platform investment, Greenview strengthens the Goods & Services segment and its presence in the UK.

The consideration for the acquisition of the company amounted to GBP 1.00 (EUR 1.20) and was paid at the time of acquisition. Furthermore, an earn-out clause was agreed in the purchase agreement, which is aimed at the proceeds of a future sale less a hurdle agreed in the contract and which is measured at a fair value of EUR 0 at the time of acquisition. Acquisition-related incidental costs for the transaction were incurred only to an insignificant extent. These are included in other expenses in the Consolidated Statement of Comprehensive Income. The net assets acquired were measured at a fair value of EUR –0.7 million, resulting in goodwill of EUR 0.7 million, which reflects the expected positive future prospects of the company. The transaction did not result in any goodwill that is deductible for tax purposes.

The following table shows the results of the purchase price allocation and the derivation of goodwill recognized in intangible assets:

EUR million	Fair value
Intangible assets	8.0
Property, plant and equipment	0.1
Right of use assets	0.6
Other non-current assets	0.5
Non-current assets	**9.2**
Inventories	0.2
Receivables and other current assets	1.2
Other current assets	5.7
Current assets	**7.2**
Deferred tax liabilities	2.0
Other non-current liabilities	2.4
Non-current liabilities	**4.4**
Current liabilities	**12.7**
Net assets	**–0.7**
Goodwill	**0.7**
Consideration	**0.0**

The fair value of the acquired receivables based on the gross receivable amount of EUR 1.3 million amounted to EUR 1.2 million at the acquisition date. Accordingly, the best estimate made at the acquisition date for contractual cash flows that are not expected to be collected is EUR 0.1 million.

The Interim Consolidated Financial Statements include revenues from the acquired company for the reporting period of EUR 4.3 million and earnings after taxes of EUR –1.3 million. If the company had already been acquired as of January 1, 2024, it would have generated sales revenues of EUR 12.0 million and earnings after income taxes of EUR –2.3 million to the Group's result in the reporting period.

The purchase price allocation for the acquisition mentioned above has not yet been finalized. Mutares does not yet have all relevant information – namely the information on the assets and liabilities of the company to be measured – in a final version. The disclosure of hidden reserves and liabilities is therefore currently still preliminary, as is the valuation of the earn-out.

Acquisition of Sofinter

On April 22, 2024, the acquisition of Sofinter S.p.a and its subsidiaries ("Sofinter") from Gammon and other minority shareholders was completed. The company based in Italy has four plants in Romania and Italy and specializes in the development and manufacture of industrial and utility steam boilers. The acquisition strengthens the Engineering & Technology segment.

The consideration for the acquisition of 90% of the shares in Sofinter S.p.a amounted to EUR 12.3 million and was paid at the time of acquisition. Acquisition-related incidental costs for the transaction were incurred only to an insignificant extent. These are included in other expenses in the Consolidated Statement of Comprehensive Income. The net assets acquired were measured at a fair value of EUR –71.3 million, resulting in goodwill of EUR 85.0 million, which reflects the expected positive future prospects of the company. The transaction did not result in any goodwill that is deductible for tax purposes.

The following table shows the results of the purchase price allocation and the derivation of the bargain purchase gain recognized in other income:

EUR million	Fair value
Intangible assets	12.4
Property, plant and equipment	37.6
Right of use assets	3.9
Other non-current assets	3.0
Non-current assets	**56.9**
Inventories	13.5
Receivables and other current assets	57.3
Other current assets	84.3
Current assets	**155.0**
Deferred tax liabilities	3.0
Other non-current liabilities	44.1
Non-current liabilities	**47.2**
Current liabilities	**236.0**
Net assets	**–71.3**
Minority interests	**–1.4**
Goodwill	**85.0**
Consideration	**12.3**

The shares in non-controlling interests were measured at fair value; the general valuation methods used to determine the fair value of the assets were applied.

The fair value of the acquired receivables based on the gross receivable amount of EUR 62.6 million amounted to EUR 58.8 million at the acquisition date. Accordingly, the best estimate made at the acquisition date for contractual cash flows that are not expected to be collected is EUR 3.8 million.

The Interim Consolidated Financial Statements include revenues from the acquired company for the reporting period of EUR 1.7 million and earnings after taxes of EUR –3.0 million. If the company had already been acquired as of January 1, 2024, it would have generated sales revenues of EUR 57.5 million and earnings after income taxes of EUR –0.2 million to the Group's earnings in the reporting period.

The purchase price allocation for the acquisition mentioned above has not yet been finalized. Mutares does not yet have a final version of all relevant information – namely the information on the company's assets and liabilities to be valued – in particular due to the high complexity of the acquired company. The disclosure of hidden reserves and liabilities is therefore currently still largely preliminary.

Acquisition of FSL Ladenbau GmbH

Ganter Interior GmbH, an indirect subsidiary of Mutares from the Goods & Services segment, acquired FSL Ladenbau GmbH ("FSL Ladenbau") and its subsidiary from private owners on May 31, 2024. With this acquisition, Ganter intends to expand its geographical coverage in northern Germany and expand its customer portfolio.

The consideration for the acquisition of the company amounted to EUR 1.00 and was paid at the time of acquisition. Acquisition-related incidental costs for the transaction were incurred only to an insignificant extent. The net assets acquired were measured at a fair value of EUR –0.2 million, resulting in goodwill of EUR 0.2 million, which reflects the expected positive future prospects of the acquisition. The transaction did not result in any goodwill that is deductible for tax purposes.

The following table shows the results of the purchase price allocation and the derivation of goodwill recognized in intangible assets:

EUR million	Fair value
Intangible assets	0.0
Property, plant and equipment	0.4
Right of use assets	1.6
Other non-current assets	0.4
Non-current assets	**2.4**
Inventories	2.1
Receivables and other current assets	1.7
Other current assets	0.7
Current assets	**4.5**
Deferred tax liabilities	0.0
Other non-current liabilities	3.0
Non-current liabilities	**3.0**
Current liabilities	**4.0**
Net assets	**–0.2**
Goodwill	**0.2**
Consideration	**0.0**

The fair value of the acquired receivables based on the gross receivable amount of EUR 1.7 million amounted to EUR 1.7 million at the acquisition date. Accordingly, the best estimate made at the acquisition date for contractual cash flows that are not expected to be collected is EUR 0.0 million.

The Interim Consolidated Financial Statements include revenues from the acquired company for the reporting period of EUR 0.9 million and earnings after taxes of EUR 0.0 million. If the company had already been acquired as of January 1, 2024, it would have generated sales revenues of EUR 5.4 million and earnings after income taxes of EUR 0.2 million to the Group's earnings in the reporting period.

The purchase price allocation for the acquisition mentioned above has not yet been finalized. Mutares does not yet have all relevant information – namely the information on the assets and liabilities of the company to be measured – in a final version. The disclosure of hidden reserves and liabilities is therefore currently still preliminary.

Acquisition of Eltel Networks

To strengthen the Goods & Services segment and its presence in Poland, Mutares completed the acquisition of all shares and voting rights in Eltel Networks Energetyka S.A. and Eltel Networks Engineering S.A. (together "Eltel") on June 6, 2024. The portfolio company provides engineering and construction services for electrical energy in Poland, including high-voltage projects with planning, construction, commissioning and maintenance services.

The consideration for the acquisition of the companies amounted to EUR 1 each and was paid at the time of completion. Acquisition-related incidental costs for the transaction were incurred only to an insignificant extent. These are included in other expenses in the Consolidated Statement of Comprehensive Income. The net assets acquired were measured at a fair value of EUR 15.6 million, resulting in a bargain purchase gain of EUR 15.6 million.

The following table shows the results of the purchase price allocation and the derivation of the bargain purchase gain recognized in other income:

EUR million	Fair value
Intangible assets	0.0
Property, plant and equipment	7.5
Right of use assets	1.3
Other non-current assets	0.2
Non-current assets	**9.0**
Inventories	3.7
Receivables and other current assets	4.7
Other current assets	8.7
Current assets	**17.1**
Deferred tax liabilities	0.9
Other non-current liabilities	1.5
Non-current liabilities	**2.4**
Current liabilities	**8.1**
Net assets	**15.6**
Bargain purchase	**15.6**
Consideration	**0.0**

The fair value of the acquired receivables based on the gross receivable amount of EUR 4.7 million amounted to EUR 4.7 million at the acquisition date. Accordingly, the best estimate made at the acquisition date for contractual cash flows that are not expected to be collected is EUR 0.0 million.

The Interim Consolidated Financial Statements include revenues from the acquired company for the reporting period of EUR 3.0 million and earnings after taxes of EUR –0.5 million. If the company had already been acquired as of January 1, 2024, it would have generated sales revenues of EUR 17.5 million and earnings after income taxes of EUR –0.9 million to the Group's result in the reporting period.

The purchase price allocation for the acquisition mentioned above has not yet been finalized. Mutares does not yet have all relevant information – namely the information on the assets and liabilities of the company to be measured – in a final version. The disclosure of hidden reserves and liabilities is therefore currently still preliminary.

Acquisition of Cikautxo

To strengthen the market presence of SFC Solutions as a global partner for plastic-ased systems for the automotive industry, the acquisition of Cikautxo Rubber & Plastic Components (Kunshan) Co., Ltd. was completed on June 14, 2024. Cikautxo specializes in the development and production of rubber and plastic components for the automotive and household appliance industries. The add-on acquisition gives SFC Solutions a site that can be used directly for the production of orders already placed in the past. The goal is to further expand SFC Solutions' production presence in Asia, to better support current customers and to open up new market opportunities.

The consideration for the acquisition of the company amounted to EUR 6.7 million, of which EUR 4.0 million was paid at the time of completion. The remaining amount of EUR 2.7 million is due for payment at the end of fiscal year 2024. Acquisition-related incidental costs for the transaction were incurred only to an insignificant extent. These are included in other expenses in the Consolidated Statement of Comprehensive Income. The net assets acquired were measured at a fair value of EUR 14.5 million, resulting in a bargain purchase gain of EUR 7.8 million.

The following table shows the results of the purchase price allocation and the derivation of the bargain purchase gain recognized in other income:

EUR million	Fair value
Intangible assets	0.0
Property, plant and equipment	12.1
Right of use assets	0.0
Other non-current assets	0.0
Non-current assets	**12.1**
Inventories	2.6
Receivables and other current assets	3.6
Other current assets	3.6
Current assets	**9.8**
Deferred tax liabilities	0.7
Other non-current liabilities	0.0
Non-current liabilities	**0.7**
Current liabilities	**6.7**
Net assets	**14.5**
Bargain purchase	**7.8**
Consideration	**6.7**

The fair value of the acquired receivables based on the gross receivable amount of EUR 3.6 million amounted to EUR 3.6 million at the acquisition date. Accordingly, the best estimate made at the acquisition date for contractual cash flows that are not expected to be collected is EUR 0.0 million.

The Interim Consolidated Financial Statements include revenues from the acquired company for the reporting period of EUR 0.0 million and earnings after taxes of EUR 0.0 million. If the company had already been acquired as of January 1, 2024, it would have generated sales revenues of EUR 6.4 million and earnings after income taxes of EUR –0.1 million to the Group's result in the reporting period.

The purchase price allocation for the acquisition mentioned above has not yet been finalized. Mutares does not yet have all relevant information – namely the information on the assets and liabilities of the company to be measured – in a final version. The disclosure of hidden reserves and liabilities is therefore currently still preliminary.

With the exception of the acquisitions of Sofinter, Greenview and FSL Ladenbau, each of which resulted in goodwill, all acquisitions resulted in a bargain purchase gain from the comparison of the consideration for the acquisitions and the respective revalued net assets, which is reported under other income in the Consolidated Statement of Comprehensive Income. The favorable purchase price for Mutares may be due to the seller's efforts to realign its business activities and focus on its core activities. While the acquired market segments appear unattractive to other investors, the acquisition is lucrative for Mutares, as companies in transitional situations fit into the Group's strategic orientation. Mutares sees an opportunity in the extensive operational industrial and restructuring experience, which should help to guide the acquired portfolio companies onto a stable path of profitable growth. In addition, there may be a certain amount of pressure to sell on the seller side, due to upcoming (major) investments or costs resulting from the closure of activities, among other factors.

For the subsidiaries consolidated for the first time in the prior-year period from January 1, 2023, to June 30, 2023, please refer to the 2023 Consolidated Financial Statements (Note 5.1 "Acquisitions of subsidiaries").

2 Deconsolidation of subsidiaries

The following subsidiaries were deconsolidated in the period from January 1 to June 30, 2024:

Sale of VALTI

The sale of 100% of the shares in VALTI S.A.S to the company's management was completed effective January 2024. The company – a portfolio company that was allocated to the Engineering & Technology segment until its sale – is a manufacturer of seamless precision steel tubes and was acquired by Vallourec Tubes in fiscal year 2022. As the sale was already highly probable as of December 31, 2023, the assets and liabilities were measured and reported as held for sale in the Consolidated Financial Statements for fiscal year 2023 in accordance with the provisions of IFRS 5. The deconsolidation loss recognized in the reporting period amounts to EUR 3.1 million and is included in other expenses.

Sale of the Frigoscandia Group

The portfolio company Frigoscandia from the Goods & Services segment was sold to Dachser in March 2024. The company, headquartered in Helsingborg, Sweden, is a provider of temperature-controlled logistics on the Nordic market. Frigoscandia was acquired by Posten Norge in 2021 and successfully realigned until its sale. The deconsolidation gain amounted to EUR 56.6 million and is included in other income.

Sale of the iinovis Group

On May 7, 2024, Mutares completed the sale of all shares in iinovis Group, a portfolio company in the Automotive & Mobility segment, to Accursia Capital. The Munich-based company is a service provider for automotive and industrial engineering with core competencies in the areas of simulation, testing, electrical/electronic and vehicle development for passenger cars and motorcycles. The acquisition took place in 2020 through the carve-out from the Velmet Automotive Group. The deconsolidation gain amounted to EUR 5.2 million and is included in other income.

Sale of Balcke-Dürr Nuklearservice

The sale of 100% of the shares in Balcke-Dürr Nuklearservice GmbH to Cyclife Germany GmbH was completed with effect from June 7, 2024. Until the sale, Balcke-Dürr Nuklearservice GmbH was part of the NEM Energy Group from the Engineering & Technology segment and is a service provider for the decommissioning and dismantling of nuclear facilities in Germany. The company offers a wide range of nuclear decommissioning and engineering services. The deconsolidation gain amounted to EUR 4.5 million and is included in other income.

The disposal of net assets, the consideration less costs to sell and the gains from deconsolidation are shown below:[1]

EUR million	Fair value
Intangible assets	0.1
Property, plant and equipment	3.5
Right of use assets	9.6
Other non-current assets	0.7
Non-current assets	**13.9**
Inventories	3.3
Receivables and other current assets	2.2
Other current assets	134.3
Current assets	**139.9**
Deferred tax liabilities	1.2
Other non-current liabilities	15.5
Non-current liabilities	**16.7**
Current liabilities	**135.6**
Exit net assets	**1.4**
Gains from deconsolidation	**64.2**
Consideration less exit costs	**65.6**

[1] The table also includes the net assets of an Italian operating facility of Guascor Energy sold in January 2024 and the consideration received in return.

C NOTES TO THE CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

3 Revenues

The development of revenues by segment is shown in the selected segment information in accordance with IFRS 8.

4 Other income

Other income breaks down as follows:

EUR million	H1 2024	H1 2023
Gains from deconsolidation	67.2	14.7
Bargain purchase income	42.5	345.7
Other capitalized self-produced assets	14.0	2.7
Income from other services	11.4	11.8
Income from currency translation	8.9	1.8
Income from the disposal of fixed assets	7.4	5.4
Income from non-current assets	7.3	25.0
Income from renting and leasing	1.3	2.3
Income from risk allowance	1.1	1.2
Income from the disposal of fixed assets	0.0	3.7
Miscellaneous other income	19.8	13.5
Other operating income	**180.6**	**427.8**

Gains on favorable acquisitions are presented in detail in Note 1 “Acquisitions of subsidiaries”, and gains on deconsolidation are presented in detail in Note 2 “Deconsolidation of subsidiaries”. Miscellaneous other income results from a large number of different items in various units of the Group. In particular, this includes income of EUR 5.0 million from compensation from the seller of the portfolio company MMT-B acquired in fiscal year 2023 for expenses in connection with restructuring and transformation measures.

5 Other expenses

The breakdown of other expenses is as follows:

EUR million	H1 2024	H1 2023
Selling expenses	88.5	86.3
Administration	57.6	41.2
Legal and consulting expenses	43.0	29.4
Maintenance and servicing	41.8	28.7
Rent, leases and license fees	41.8	39.5
Advertising and travel expenses	32.8	22.2
Insurance premiums	17.2	12.9
Damage claims, guarantee and warranty	12.8	8.2
Basic levies and other taxes	11.2	9.3
Vehicle fleet	10.2	7.9
Expenses from foreign currency translation	10.0	2.0
Losses from deconsolidation	3.1	0.0
Expenses from expected credit losses	1.9	2.0
Expenses for general partners	0.9	1.1
Miscellaneous expenses	12.3	19.0
Other expenses	**385.3**	**309.7**

The General Partner is Mutares Management SE as a related party of the company.

6 Selected segment information

In accordance with IFRS 8, operating segments are defined on the basis of internal reporting on the Group’s operations, which is regularly reviewed by the Company’s chief operating decision maker to make decisions about resources to be allocated to the segments and assess their performance. Information reported to the Management Board as the chief operating decision maker for the purpose of allocating resources to the Group’s operating segments and assessing their performance relates to the products and services that are manufactured or provided. The Management Board has decided to structure the reporting accordingly. No operating segment has been aggregated to arrive at the level of the Group’s reportable segments.

As of June 30, 2024, the portfolio of Mutares SE & Co. KGaA contained 31 operating investments or investment groups (December 31, 2023: 30), which are classified into four segments:

Automotive & Mobility

1 Amaneos
2 FerrAl United Group
3 HILO Group
4 Peugeot Motocycles Group

Engineering & Technology

5 Byldis
6 Clecim
7 Donges Group
8 Efacec
9 Gemini Rail Group and ADComms Group
10 Guascor Energy
11 La Rochette Cartonboard
12 NEM Energy Group
13 Sofinter
14 Steyr Motors

Goods & Services

15 Asteri Facility Solutions and Palmia Group
16 Conexus
17 Eltel
18 Ganter Group
19 GoCollective, ReloBus and MobiLitas
20 Greenview
21 REDO
22 Repartim Group
23 Stuart (SRT Group)
24 Terranor Group

Retail & Food

25 FASANA
26 Gläserne Molkerei
27 keeeper Group
28 Lapeyre Group
29 Prénatal
30 TeamTex
31 Temakinho

Regarding the change in the segments due to acquisitions and disposals, we refer to the comments in Note 1 “Acquisitions of subsidiaries” and Note 2 “Deconsolidation of subsidiaries”.

The investments or groups of investments in the segments each comprise one or more legal entities. The allocation of the legal entities to the segments is clear, therefore there are no so-called zebra companies. All four segments generate income and expenses within the meaning of IFRS 8.5.

The individual segments are reported and managed in accordance with IFRS. The accounting policies of the reportable segments generally also apply to transactions between the reportable segments and are consistent with the Group accounting policies described in the Consolidated Financial Statements for fiscal year 2023. Intersegment revenues are accounted for at arm's length prices.

As the chief operating decision maker, the Management Board also measures the performance of the segments on the basis of a performance indicator adjusted for special effects that is referred to as adjusted EBITDA in internal management and reporting. This alternative performance indicator is calculated on the basis of reported Group EBITDA (earnings before interest, taxes, depreciation and amortization) adjusted for gains on bargain purchases, restructuring and other non-recurring charges and deconsolidation effects. This alternative performance measure is intended to make the operating developments within the segments transparent and to enable the chief operating decision maker to assess the operating earnings power of the individual segments.

The reconciliation from reported EBITDA to the performance indicator of adjusted EBITDA is as follows:

EUR million	H1 2024	H1 2023
EBITDA	**71.6**	**405.4**
Income from bargain purchases	-42.5	-345.7
Restructuring and other non-recurring income/expenses	50.8	-3.7
Deconsolidation effects	-64.1	-14.7
Adjusted EBITDA	**15.7**	**41.2**

For information on bargain purchase gains, please refer to the comments in Note 1 “Acquisitions of subsidiaries”, with regard to deconsolidation effects (deconsolidation gains/losses), please refer to Note 2 “Deconsolidation of subsidiaries”. Restructuring and other one-time expenses and income in the reporting period include expenses for severance payments and redundancy plans of EUR 28.6 million (H1 2023: EUR 5.0 million), which are largely attributable to the restructuring programs at HILO Group, FerrAl United Group, SRT Group (Stuart), Lapeyre Group and Efacec Group. Expenses for carve-out activities (particularly in the area of IT) amounted to EUR 6.4 million in the reporting period (H1 2023: EUR 5.5 million) and were incurred at GoCollective and Lapeyre in particular. Consulting expenses in connection with restructuring, M&A activities and legal advice of a non-recurring nature amounted to EUR 4.4 million in the reporting period (H1 2023: EUR 3.1 million). The sale of real estate at a purchase price above the carrying amount resulted in other income of EUR 23.8 million in the same period of the previous year, which was also adjusted for the purpose of deriving adjusted EBITDA due to its non-recurring nature.

The following table shows selected items of the Consolidated Statement of Comprehensive Income for the individual segments:

	Segments											
	Automotive & Mobility		Engineering & Technology		Goods & Services		Retail & Food		Corporate / Consolidation		Mutares Group	
EUR million	**H1 2024**	**H1 2023**	**H1 2024**	**H1 2023**	**H1 2024**	**H1 2023**	**H1 2024**	**H1 2023**	**H1 2024**	**H1 2023**	**H1 2024**	**H1 2023**
Revenues	1,139.7	932.0	460.0	494.4	552.0	430.1	459.5	418.6	-0.7	-1.4	2,610.4	2,273.6
Cost of materials	-670.2	-591.3	-315.9	-369.6	-263.3	-236.8	-257.6	-229.9	0.0	0.1	-1,506.9	-1,427.5
Personnel expenses	-328.4	-237.7	-140.0	-103.8	-237.0	-140.5	-110.2	-98.9	-30.9	-25.6	-846.5	-606.5
Other expenses	-153.4	-121.9	-74.8	-65.1	-73.7	-45.3	-131.2	-119.3	47.6	41.9	-385.3	-309.7
EBITDA	40.7	128.7	-24.3	6.6	67.1	237.9	-28.6	16.5	16.5	15.6	71.6	405.4
Adjusted EBITDA	21.1	11.5	-6.8	0.8	6.8	14.4	-22.1	-1.9	16.7	16.3	15.7	41.2
Timing of revenue recognition												
Transferred at a point in time	1,127.4	920.8	214.3	336.8	352.3	270.4	459.5	418.6	-0.7	-1.4	2,152.9	1,945.1
Over period	12.2	11.2	245.7	157.6	199.6	159.7	0.0	0.0	0.0	0.0	457.5	328.5

The reconciliation of earnings before taxes to total reported segment EBITDA is as follows:

EUR million	H1 2024	H1 2023
Profit before taxes	**-164.7**	**267.5**
Corporate/consolidation	-16.5	-15.6
Depreciation	187.4	112.9
Financial result	48.8	25.0
Total segment EBITDA	**54.8**	**389.8**

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D NOTES TO THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

7 Intangible assets

The development of intangible assets is as follows:

ACQUISITION OR PRODUCTION COST

EUR million	Self-created	Software	Patents, concessions, etc.	Prepayments and such under development	Goodwill	Total
As at 01/01/2024	**36.1**	**34.1**	**201.0**	**24.3**	**8.6**	**304.1**
Additions	7.2	2.2	3.0	7.5	0.0	**19.8**
Disposals	-1.2	-5.4	0.0	-0.1	-0.4	**-7.0**
Change in the scope of consolidation	0.0	0.1	19.0	5.7	85.8	**110.7**
Currency translation effects	0.1	0.0	0.2	0.0	0.0	**0.2**
Reclassification IFRS 5	0.0	0.0	-2.1	0.0	-0.1	**-2.1**
As at 06/30/2024	**42.1**	**30.9**	**221.1**	**37.3**	**94.0**	**425.4**

ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES

EUR million	Self-created	Software	Patents, concessions, etc.	Prepayments and such under development	Goodwill	Total
As at 01/01/2024	**-0.1**	**-12.4**	**-45.7**	**-0.6**	**0.0**	**-58.8**
Amortization	-6.6	-4.1	-14.2	0.0	0.0	**-24.9**
Impairment	-0.4	-0.3	-3.6	0.0	0.0	**-4.3**
Disposals	0.0	4.8	0.0	0.0	0.4	**5.2**
Reclassification IFRS 5	0.0	0.0	1.2	0.0	0.0	**1.2**
As at 06/30/2024	**-7.0**	**-12.0**	**-62.4**	**-0.5**	**0.4**	**-81.6**
Nett carrying amounts						
01/01/2024	36.0	21.7	155.3	23.7	8.6	**245.3**
06/30/2024	**35.1**	**18.9**	**158.7**	**36.8**	**94.4**	**343.9**

For information on additions and disposals resulting from changes in the scope of consolidation, please refer to the comments in Note 1 “Acquisitions of subsidiaries” and Note 2 “Deconsolidations of subsidiaries”.

Impairment of intangible assets

In the reporting period, the comparison of the recoverable amount with the carrying amounts of individual assets or cash-generating units led to impairment losses of EUR 4.2 million for one cash-generating unit in the Automotive & Mobility segment and one cash-generating unit in the Retail & Food segment. In both cases, the recoverable amount equates to the value in use of the asset or cash-generating unit.

For the two cash-generating units, the comparison of the value in use with the carrying amounts in the context of the negative impact on profitability and thus reduced expected cash inflows led to an impairment loss, which is recognized in the Consolidated Statement of Comprehensive Income under depreciation and amortization. The impairment loss is mainly attributable to acquired trademark rights (EUR 3.6 million) and internally generated intangible assets (EUR 0.4 million).

The acquisition of a subsidiary in the Engineering & Technology segment in the reporting period resulted in provisional goodwill of EUR 85.0 million. Details of the acquisition can be found in Note 1. Mutares tests goodwill for impairment annually and if there are indications that goodwill may be impaired. The impairment test will be carried out at the end of fiscal year 2024.

With regard to assets held for sale, we refer to the explanations in Note 11 “Assets and liabilities held for sale”.

8 Property, plant and equipment

The development of property, plant and equipment is as follows:

ACQUISITION OR PRODUCTION COST

EUR million	Land and buildings	Technical equipment and machinery	Operating and business equipment	Advance payments and assets under construction	Total
As at 01/01/2024	**519.7**	**586.8**	**258.2**	**74.0**	**1,438.7**
Additions	3.9	12.3	13.0	34.8	**63.9**
Disposals	-17.4	-10.6	-23.6	-9.3	**-60.9**
Change in the scope of consolidation	45.8	21.9	4.2	2.3	**74.3**
Currency translation effects	0.4	0.8	-0.4	0.1	**0.8**
Reclassification IFRS 5	-0.1	-0.7	-0.1	-0.1	**-1.1**
As at 06/30/2024	**552.1**	**610.4**	**251.3**	**101.9**	**1,515.7**

ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES

EUR million	Land and buildings	Technical equipment and machinery	Operating and business equipment	Advance payments and assets under construction	Total
As at 01/01/2024	**-61.2**	**-183.0**	**-26.2**	**-1.6**	**-272.0**
Amortization	-15.3	-47.3	-23.3	0.0	**-86.0**
Impairment	-0.3	-17.6	-2.5	-0.3	**-20.6**
Disposals	5.3	0.6	25.4	0.0	**30.7**
Currency translation effects	-0.2	-0.4	-0.3	-0.6	**-0.8**
Reclassification IFRS 5	0.0	0.1	0.1	0.0	**0.3**
As at 06/30/2024	**-71.7**	**-247.6**	**-26.7**	**-2.5**	**-348.5**
Nett carrying amounts					
01/01/2024	458.5	403.8	232.0	72.4	**1,166.8**
06/30/2024	**480.4**	**362.8**	**224.6**	**99.4**	**1,167.3**

For information on additions and disposals resulting from changes in the scope of consolidation, please refer to the comments in Note 1 “Acquisitions of subsidiaries” and Note 2 “Deconsolidations of subsidiaries”.

Impairment of property, plant and equipment

The impairment losses on property, plant and equipment in the reporting period mainly relate to two cash-generating units from the Automotive & Mobility and Retail & Food segments. The comparison of the recoverable amount with the carrying amounts of the cash-generating units led to impairment losses on property, plant and equipment. In all cases, the recoverable amount corresponds to the value in use of the cash-generating unit.

For the cash-generating units of the Automotive & Mobility and Retail & Food segments, the comparison of the value in use with the carrying amounts in the context of the negative impact on profitability and thus reduced cash inflows led to an impairment loss of EUR 20.8 million, which is recognized in the Consolidated Statement of Comprehensive Income under depreciation and amortization. The impairment loss is mainly attributable to technical equipment and machinery (EUR 18.9 million) and buildings (EUR 0.3 million).

With regard to assets held for sale, we refer to the explanations in Note 11 “Assets and liabilities held for sale”.

9 Right-of-use Assets

Mutares has leases for buildings, office space, technical equipment and machinery as well as other equipment, furniture and fixtures, vehicles and, to an insignificant extent, software.

The development of rights of use is as follows:

CHANGE IN RIGHTS OF USE RECOGNIZED IN THE BALANCE SHEET

EUR million	Intangible assets	Land and buildings	Vehicle fleet	Technical equipment and machinery	Total
As at 01/01/2024	**0.5**	**521.9**	**47.5**	**65.9**	**635.8**
Additions	0.0	31.6	5.6	19.8	**57.1**
Disposals	-0.2	-15.3	-3.1	-2.9	**-21.5**
Change in the scope of consolidation	0.0	-2.6	0.6	2.1	**0.1**
Currency translation effects	0.0	0.4	-0.1	-0.1	**0.2**
Reclassification IFRS 5	0.0	-1.6	-0.2	0.0	**-1.8**
Change due to revaluation or contract adjustment	0.0	0.2	-0.4	0.1	**-0.2**
As at 06/30/2024	**0.3**	**534.6**	**50.1**	**84.9**	**669.9**

ACCUMULATED DEPRECIATION AND IMPAIRMENT

EUR million	Intangible assets	Land and buildings	Vehicle fleet	Technical equipment and machinery	Total
As at 01/01/2024	**-0.2**	**-127.1**	**-18.8**	**-23.6**	**-169.7**
Amortization	0.0	-36.3	-6.9	-8.5	**-51.7**
Impairment	0.1	0.0	0.0	0.0	**0.1**
Change in the scope of consolidation	0.0	5.6	0.2	0.2	**6.1**
Currency translation effects	0.0	-0.2	0.0	0.0	**-0.1**
Change due to revaluation or contract adjustment	0.1	4.9	2.9	4.0	**11.9**
As at 06/30/2024	**0.0**	**-153.2**	**-22.7**	**-27.7**	**-203.4**
Net carrying amounts					
01/01/2024	0.3	394.8	28.7	42.3	**466.1**
06/30/2024	**0.3**	**381.4**	**27.4**	**57.2**	**466.3**

For information on additions and disposals resulting from changes in the scope of consolidation, please refer to the comments in Note 1 “Acquisitions of subsidiaries” and Note 2 “Deconsolidations of subsidiaries”.

The leases entered into by the Group are generally subject to restrictions. These arise from termination or sublease restrictions. Some leases also contain an option to purchase the underlying asset outright at the end of the lease or to extend the lease for a further term. In some cases, the lease includes corresponding maintenance, servicing and/or insurance obligations.

10 Inventories

The impairment of inventories to the lower net realizable value recognized in the Consolidated Statement of Comprehensive Income for the first half of 2024 amounted to EUR 2.2 million (H1 2023: EUR 1.4 million).

11 Assets and liabilities held for sale

The disposals of Frigoscandia and VALTI, which were completed in the first quarter of fiscal year 2024, were already highly probable as of the reporting date of December 31, 2023. Accordingly, the assets and liabilities of these portfolio companies were reported and measured as held for sale in the Consolidated Financial Statements as of December 31, 2023, in accordance with IFRS 5. The fair values of the disposal groups were measured as part of the determination of their fair values less costs to sell based on the cash flows expected in the first quarter of 2024. This was a Level 2 measurement in the fair value hierarchy.

In May 2024, Mutares announced that it had entered into exclusive negotiations with an institutional investor regarding the sale of the Repartim Group. The closing of the transaction took place in July 2024. As the sale was already highly probable as of the reporting date of June 30, 2024, the assets and liabilities of Repartim were recognized and measured as held for sale.

12 Total equity

The individual components of equity and their development in the reporting period and the same period of the previous year are presented in the Consolidated Statement of Changes in Equity.

Other equity components include the revaluation reserve for the recognition of actuarial gains and losses in connection with pension obligations, the foreign currency translation reserve and the reserve for changes in the fair value of financial assets and liabilities. Other comprehensive income of EUR –3.8 million (H1 2023: EUR –10.9 million) includes effects from the change in the fair value of the bond (in particular for the Company) of EUR –3.7 million (H1 2023: EUR –5.7 million) and exchange rate differences of EUR –1.7 million (H1 2023: EUR –0.1 million). This was offset by actuarial gains of EUR 1.6 million (H1 2023: actuarial losses of EUR 5.1 million) in connection with the measurement of provisions for pensions at portfolio companies in connection with the changes in interest rates.

As of the reporting date, Mutares had **non-controlling interests** in Efacec, PMTC, TeamTex and Sofinter, as well as – due to management participation programs – in the acquisition companies of various operating portfolio companies.

In accordance with the resolution of this year’s Annual General Meeting on June 4, 2024, a **dividend** of EUR 2.25 per share (previous year: EUR 1.75 per share) was paid out; according to the company’s breakdown, the dividend consists of a minimum dividend of EUR 2.00 per dividend-bearing share and a bonus dividend of EUR 0.25 per dividend-bearing share. In June 2024, a total of around EUR 47.4 million of the company’s net retained profits was distributed; the remaining part of the net retained profits of EUR 136.8 million was carried forward to new account.

Subscribed capital was increased by EUR 0.3 million and the capital reserve by EUR 1.5 million in the reporting period in connection with the **exercise of share options** in connection with share-based payment (289,500 shares) by means of fulfillment from Conditional Capital 2019/II.

13 Disclosures on financial instruments

A breakdown of financial assets and liabilities by IFRS 9 measurement category is as follows:

FINANCIAL ASSETS BY CLASS

EUR million	Categories according to IFRS 9	Carrying amount 06/30/2024	Measurement in accordance with IFRS 9: Amortized costs	Fair value OCI	Fair value PL	Fair value 06/30/2024	Fair value Hierarchy
Non-current financial assets							
Trade accounts receivable and other receivables	AC	3.4	3.4			3.4	Level 2
Other non-current financial assets		**168.6**					
Deposits	AC	40.6	40.6			40.6	Level 2
Securities	FVPL	0.9			0.9	0.9	Level 3
Other non-current financial assets	FVPL	0.0			0.0	0.0	Level 3
Other non-current financial assets	AC	99.0	99.0			99.0	Level 2
Derivatives	FVPL	0.1			0.1	0.1	Level 2
Current financial assets							
Trade accounts receivable and other receivables	AC	553.5	553.5			553.5	Level 2
Other current financial assets		**186.1**					
Deposits	AC	14.8	14.8			14.8	Level 2
Loans	AC	3.6	3.6			3.6	Level 2
Other non-current financial assets	AC	158.8	158.8			158.8	Level 2
Other non-current financial assets	FVPL	8.0			8.0	8.0	Level 1
Other non-current financial assets	FVPL	0.0			0.0	0.0	Level 3
Derivatives	FVPL	0.9			0.9	0.9	Level 2
Cash and cash equivalents	AC	422.2	422.2			422.2	Level 2

FINANCIAL LIABILITIES BY CLASS

EUR million	Categories according to IFRS 9	Carrying amount 06/30/2024	Measurement in accordance with IFRS 9: Amortized costs	Fair value OCI	Fair value PL	Fair value 06/30/2024	Hierarchy
Non-current financial liabilities							
Trade payables and other liabilities	FLAC	5.4	5.4			5.4	Level 2
Other financial liabilities		**558.3**					
Liabilities to banks	FLAC	85.0	85.0			84.7	Level 3
Third party loans	FLAC	81.4	81.4			81.5	Level 3
Bonds	FLAC	36.5				39.5	Level 3
Bonds	FLFVO	308.9		308.9		308.9	Level 1
Other non-current financial liabilities							
Other non-current financial liabilities	FLAC	43.0	43.0			42.8	Level 3
Other non-current financial liabilities	FLFVPL	3.4			3.4	3.4	Level 3
Derivatives	FLFVPL	0.1			0.1	0.1	Level 2
Current financial liabilities							
Trade payables and other liabilities	FLAC	665.4	665.4			665.4	Level 2
Other financial liabilities		**355.2**					
Outstanding invoices	FLAC	148.6	148.6			148.6	Level 2
Liabilities to banks	FLAC	90.6	90.6			90.6	Level 3
Liabilities from factoring	FLAC	50.1	50.1			50.1	Level 2
Third party loans	FLAC	22.4	22.4			22.4	Level 3
Other current financial liabilities						0.0	
Other current financial liabilities	FLAC	40.1	40.1			40.1	Level 3
Other current financial liabilities	FLFVPL	2.4			2.4	2.4	Level 3
Derivatives	FLFVPL	0.9			0.9	0.9	Level 2

FINANCIAL ASSETS BY CLASS

EUR million	Categories according to IFRS 9	Carrying amount	Measurement in accordance with IFRS 9			Fair value	
		12/31/2023	Amortized costs	Fair value OCI	Fair value PL	12/31/2023	Hierarchy
Non-current financial assets							
Trade accounts receivable and other receivables	AC	0.7	0.7			0.7	Level 2
Other non-current financial assets		**128.7**					
Deposits	AC	27.4	27.4			27.4	Level 2
Securities	FVPL	0.9			0.9	0.9	Level 3
Other non-current financial assets	FVPL	0.0			0.0	0.0	Level 3
Other non-current financial assets	AC	100.3	100.3			100.3	Level 2
Derivatives	FVPL	0.1			0.1	0.1	Level 2
Current financial assets							
Trade accounts receivable and other receivables	AC	491.0	491.0			491.0	Level 2
Other current financial assets		**225.5**					
Deposits	AC	25.4	25.4			25.4	Level 2
Loan	AC	1.4	1.4			1.4	Level 2
Other non-current financial assets	AC	194.5	194.5			194.5	Level 2
Other non-current financial assets	FVPL	3.3			3.3	3.3	Level 1
Other non-current financial assets	FVPL	0.0			0.0	0.0	Level 3
Derivatives	FVPL	0.9			0.9	0.9	Level 2
Cash and cash equivalents	AC	520.2	520.2			520.2	Level 2

FINANCIAL LIABILITIES BY CLASS

EUR million	Categories according to IFRS 9	Carrying amount 12/31/2023	Measurement in accordance with IFRS 9: Amortized costs	Fair value OCI	Fair value PL	Fair value 12/31/2023	Hierarchy
Non-current financial liabilities							
Trade payables and other liabilities	FLAC	5.6	5.6			5.6	Level 2
Other financial liabilities		**350.8**					
Liabilities to banks	FLAC	41.7	41.7			40.9	Level 3
Third party loans	FLAC	65.6	65.6			65.6	Level 3
Bonds	FLAC	35.5				38.8	Level 3
Bonds	FLFVO	160.6		160.6		160.6	Level 1
Other non-current financial liabilities							
Other non-current financial liabilities	FLAC	44.0	44.0			43.8	Level 3
Other non-current financial liabilities	FLFVPL	3.4			3.4	3.4	Level 3
Derivatives	FLFVPL	0.0			0.0	0.0	Level 2
Current financial liabilities							
Trade payables and other liabilities	FLAC	674.6	674.6			674.6	Level 2
Other financial liabilities		**342.4**					
Outstanding invoices	FLAC	123.1	123.1			123.1	Level 2
Liabilities to banks	FLAC	92.0	92.0			91.7	Level 3
Liabilities from factoring	FLAC	36.2	36.2			36.2	Level 2
Third party loans	FLAC	30.7	30.7			30.7	Level 3
Other current financial liabilities						0.0	
Other current financial liabilities	FLAC	59.5	59.5			59.4	Level 3
Other current financial liabilities	FLFVPL	0.7			0.7	0.7	Level 3
Derivatives	FLFVPL	0.2			0.2	0.2	Level 2

SUMMARY BY CATEGORY

EUR million		Carrying amounts 06/30/2024	Carrying amounts 12/31/2023
Financial assets measured at amortized cost	AC	1,295.9	1,360.9
Financial assets measured at fair value through profit or loss	FVPL	9.9	5.3
Financial liabilities measured at amortized cost	FLAC	1,268.7	1,208.4
Financial liabilities measured at fair value through profit or loss	FLFVO	308.9	160.6
Financial assets measured at amortized cost	FLFVPL	6.8	4.3

The bonds item comprises the senior secured bond issued by the company in March 2023 with a term until March 31, 2027, which was increased by a volume of EUR 100 million to the nominal volume of EUR 250 million with a value date of January 29, 2024 as part of an existing increase option. The proceeds of the issue will be used for general Company financing. The bond is listed on the OTC market of the Frankfurt Stock Exchange and on the Nordic ABM of the Oslo Stock Exchange. The bond bears interest quarterly at the 3-month EURIBOR (EURIBOR floor of 0.00%) plus a margin of 8.50%. The bond is secured by the pledge of 100% of the shares in certain affiliated companies held by Mutares SE & Co. KGaA and by the assignment of existing and any future loan receivables of Mutares SE & Co. KGaA from these affiliated companies.

In April 2024, GoCollective A/S issued a senior secured bond with a nominal volume of EUR 40 million and a term until April 12, 2027. The proceeds from the issue will be used to refinance liabilities and for general Company financing. The bond was issued at an issue price of 100.00%. The bond bears interest on a quarterly basis, for the first time on July 12, 2027, at the 3-month EURIBOR (EURIBOR floor of 0.00%) plus a margin of 8.50% and can be increased to a nominal volume of up to EUR 60 million during the term if certain covenants are met. The bond is secured by the pledge of 100% of the shares in certain affiliated companies, the assignment of existing and any future loan receivables from these affiliated companies and the pledge of certain assets.

Both bonds were designated at fair value through profit or loss by exercising the fair value option (FLFVO). In connection with the bond issued in April 2024, the Company does not believe that there are any items in the Consolidated Statement of Financial Position or the Consolidated Statement of Income that could give rise to accounting mismatches from the recognition of the default risk in other comprehensive income. As of the reporting date, there was a difference of EUR 1.5 million between the carrying amount (i.e. the fair value) of this bond and the repayment amount at maturity. The cumulative change in the fair value of the bond attributable to changes in its default risk amounted to EUR 0.4 million as of the reporting date. There was a difference of EUR 17.4 million as of the reporting date between the carrying amount (i.e. the fair value) of the bond issued in March 2023 and the redemption amount at maturity. The cumulative change in the fair value of this bond attributable to changes in its default risk amounted to EUR 13.7 million as of the reporting date. No reclassifications of accumulated profit or loss have been made in equity since the issue of the two bonds and up to the balance sheet date. Furthermore, no (partial) derecognition of the bonds took place during this period.

In connection with the outstanding bonds and individual financing transactions, the companies have obligated themselves to comply with standard market financial covenants and non-financial covenants.

E OTHER INFORMATION

14 Contingent liabilities, contingencies and litigation

For a comprehensive presentation of contingent liabilities, contingencies and litigation, please refer to the comments in the Notes to the Consolidated Financial Statements as part of the Consolidated Financial Statements for the year ended December 31, 2023. The comments below are limited to new contingent liabilities, contingencies and litigation or changed circumstances or a change in our assessment with respect to contingent liabilities, contingencies and litigation already existing as of December 31, 2023.

Contingent liabilities / liabilities

A direct subsidiary of Mutares acquired all shares in Temakinho S.r.l. in March 2024. As part of the acquisition, Mutares has guaranteed to assume obligations from guarantees of the seller to third parties until April 30, 2028, and up to a maximum amount of EUR 0.5 million. In addition, Mutares has guaranteed to assume the liabilities of the buyer if the buyer is unable to pay the deferred purchase price. The guarantee is limited to an amount of EUR 1.0 million and a term until March 2026.

In April 2024, an indirect subsidiary of Mutares acquired 90% of the shares in Sofinter S.p.A. As part of the acquisition, Mutares has guaranteed to illimity Bank S.p.A. that it will guarantee Sofinter S.p.A.'s obligations up to a maximum amount of EUR 10.0 million if the company is unable to meet its contractual obligations.

In June 2024, a direct subsidiary of Mutares acquired all shares in Eltel Networks Energetyka S.A. and Eltel Networks Engineering S.A. As part of the acquisition, Mutares has agreed to provide guarantees of the seller to third parties. Accordingly, Mutares has guaranteed to Atradius Crédito y Caución S.A. that it will guarantee the obligations of Eltel Networks Energetyka S.A. up to a maximum amount of EUR 1.6 million if the company is unable to meet its contractual obligations. The guarantee is expected to apply through September 13, 2025. Mutares has also guaranteed Credendo – Guarantees & Speciality Risk SAINV that it will cover the contractual obligations of Eltel Networks Engineering S.A. up to a maximum amount of EUR 15.0 million if the Company is unable to meet its contractual obligations. In addition, Mutares has undertaken to InterRisk Towarzystwo Ubezpieczeń Spółka Akcyjna Vienna Insurance Group to guarantee the contractual obligations of Eltel Networks Energetyka S.A. and Eltel Networks Engineering S.A. in the maximum amount of PLN 20.0 million (approx. EUR 5.1 million) if the companies are unable to meet their contractual obligations. This guarantee is expected to run until August 31, 2033.

In principle, the Management Board does not expect any obligations arising from acquisitions to be utilized. However, depending on future economic developments and the absence of or delayed progress in restructuring, the probability of utilization could increase and it cannot be ruled out that the obligations entered into could be utilized.

At the time of the acquisition, Mutares had undertaken to indemnify the seller of keeeper GmbH in the event of a claim in connection with an earlier financing commitment and earlier guarantees, whereby this obligation was limited to an amount of EUR 3.5 million and expired on June 20, 2024. This guarantee thus expired without being called in the reporting period.

Litigation

The liquidator of the former investment Grosbill is bringing an action based on Mutares' alleged responsibility under company law. At the same time, this liquidator is also suing the former seller of Grosbill for breach of contract against the company sold. Mutares defended itself in full against this claim, which it considered to be unfounded. The lawsuit was initially removed from the list of pending proceedings by the court due to a lack of grounds; shortly before the limitation period for potential claims expired at the end of 2022, the plaintiff filed a new statement of claim with the court in Paris, France, which contains a statement of grounds. Furthermore, in August 2023, the liquidator filed another statement of claim, which is essentially directed against the former seller. Mutares will defend itself against this, as the claims are considered unfounded and legally absurd due to the lack of legal provisions. The court in Paris has since declared that it does not have jurisdiction.

With regard to the acquisition of the business now trading as MoldTecs Group, there are still differences of opinion between the acquiring company, a direct subsidiary of Mutares, and the former owner regarding the final purchase price and a possible purchase price adjustment. As no agreement has been reached to date, the former owner filed an arbitration claim with the German Institute of Arbitration (DIS) in January 2024 to clarify preliminary legal issues. On this basis, an arbitrator will then decide on the final purchase price calculation and adjustment in a second step. The plaintiff is also claiming damages. Mutares' direct subsidiary, together with its legal advisors, submitted pleadings to the DIS in April 2024 in response and counterclaim. The arbitration tribunal is currently being constituted and a written statement and hearing are expected in the third quarter of fiscal year 2024. It is still not possible to provide any reliable information about the possible outcome of the proceedings and any prospects of success of the claim.

15 Events after the balance sheet date

The following events of particular significance occurred after the end of the reporting period:

Add-on acquisitions for the FerrAl United Group

With the completion of the acquisition on July 3, 2024, Mutares acquired 100% of the shares in KmB Technologie GmbH from EMAG Industrial GmbH and Scherer Holding GmbH. The company, a manufacturer of workpieces for the automotive and mechanical engineering sector based in Zerbst, Germany, serves as an add-on acquisition for the FerrAl United Group and to strengthen the Automotive & Mobility segment. The consideration for the acquisition of the company amounted to EUR 5.5 million, EUR 3.0 million of which was paid at the time of closing. The remaining amount of EUR 2.5 million is due for payment one year after completion of the transaction.

To underscore the strategic expansion into the United States and as an add-on acquisition to strengthen the FerrAl United Group from the Automotive & Mobility segment, Mutares has successfully completed the acquisition of Hirschvogel Incorporated from von der Hirschvogel Holding GmbH with effect from July 7, 2024. The company, based in Columbus, Ohio, USA, specializes in the forging and machining of steel parts for OEMs and Tier 1 suppliers. The consideration for the acquisition of the company amounted to EUR 1 and was paid at the time of closing. At the same time, a loan receivable from Hirschvogel Incoporated with a nominal amount of USD 10.8 million (approximately EUR 10.0 million) was taken over from the previous shareholder for EUR 1.

Acquisition-related incidental costs for the transactions were incurred only to an insignificant extent. These are included in other expenses in the Consolidated Statement of Comprehensive Income. The purchase price allocations have not yet been finalized. Mutares does not yet have all relevant information – namely the information on the assets and liabilities of the companies to be measured. The determination of the present value of the deferred purchase price payment is also still preliminary.

Add-on acquisition for the Terranor Group

Mutares completed the acquisition of Wilda Transport och Entreprenad AB and NU Entreprenad AB from Wilton Invest AB on July 3, 2024. The companies will strengthen the Terranor Group as an add-on acquisition and thus the Goods & Services segment of Mutares. The acquired truck companies specialize in the transport of construction materials and equipment, winter and summer services as well as road safety services and primarily serve general contractors for road operations as customers.

The consideration for the acquisition of the companies amounted to SEK 5.0 million (approximately EUR 0.4 million) and was paid in full at the time of completion. Furthermore, an earn-out clause was agreed in the purchase agreement, which is aimed at generating future income by the acquired companies. The valuation of the earn-out had not yet been completed by the time the financial statements were prepared.

Acquisition-related incidental costs for the transaction were incurred only to an insignificant extent. These are included in other expenses in the Consolidated Statement of Comprehensive Income. The purchase price allocation has not yet been finalized. Mutares does not yet have all relevant information – namely the information on the assets and liabilities of the company to be measured and information on the valuation of the earn-out.

Exit of Repartim

In May 2024, Mutares announced that it had entered into exclusive negotiations with an institutional investor regarding the sale of the Repartim Group. The transaction was finally closed in July 2024. The portfolio company, which is allocated to the Goods & Services segment and is based in Tours, France, specializes in home repairs and emergencies. As the sale was already highly probable as of the reporting date of June 30, 2024, the assets and liabilities of Repartim were reported and measured as held for sale in these Condensed Interim Consolidated Financial Statements.

Situation with TeamTex

Together with the local management, a Mutares team began repositioning TeamTex in the relevant markets immediately after the acquisition of the majority stake in TeamTex in December 2023. In parallel, the cost structures were analyzed and measures to reduce them were implemented, and the challenges in the production process were addressed. A recent change in European requirements for car seats has led to additional challenges on the sales side due to competition from Asian imports. At the same time, TeamTex's situation was significantly worse than the sellers had portrayed before the acquisition. Accordingly, despite visible successes in restructuring, the measures introduced in the months following the acquisition were unable to offset the negative business development. As a result, the management of TeamTex initiated insolvency proceedings after the reporting date of June 30, 2024. At the same time, Mutares and the management of TeamTex have initiated legal action against the sellers of TeamTex. In the coming months, court-appointed representatives, supported by the management of TeamTex, will evaluate possible prospects for the company.

Acquisition of fischer automotive

With effect from July 31, 2024, Mutares acquired 100% of the shares in fischer automotive systems GmbH & Co. KG ("fischer automotive") and its subsidiaries from fischerwerke GmbH & Co. KG. The company will strengthen the Automotive & Mobility segment as a new platform investment. Fischer Automotive develops, manufactures and distributes kinematic components for vehicle interiors and exteriors, such as air vents, storage compartments, cup holders and electrically operated tailgates. The company manufactures and develops its products at its headquarters in Germany and at other plants in the Czech Republic, Serbia, China and the United States.

The preliminary consideration for the acquisition of the companies amounted to EUR 10.9 million and was paid in full at the time of completion. Acquisition-related incidental costs for the transaction were incurred only to an insignificant extent. These are included in other expenses in the Consolidated Statement of Comprehensive Income. The purchase price allocation and the final assessment of all components of the consideration have not yet been finalized. Mutares does not yet have all relevant information – namely the information on the assets and liabilities of the company to be measured.

F ACCOUNTING POLICIES

With the exception of those listed in the table below, the accounting policies applied in the past fiscal year 2023 were continued unchanged for these Interim Consolidated Financial Statements for the reporting period of the first half of 2024.

New and amended IFRS		Date of publication	Date of inclusion in EU law
Amendments to IFRS 16	Lease liability in a sale and leaseback transaction	09/22/2022	11/20/2023
Amendments to IAS 1	Classification of debt as current or non-current	10/31/2022	12/19/2023
Amendments to IAS 7 and IFRS 7	Supplier financing agreements	05/25/2023	05/15/2024

These changes had no material impact on these Interim Consolidated Financial Statements.

Munich, August 13, 2024

Mutares Management SE,
General Partner of Mutares SE & Co. KGaA

The Management Board

Robin Laik | Mark Friedrich | Johannes Laumann | Dr. Lennart Schley

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ASSURANCE OF THE LEGAL REPRESENTATIVES

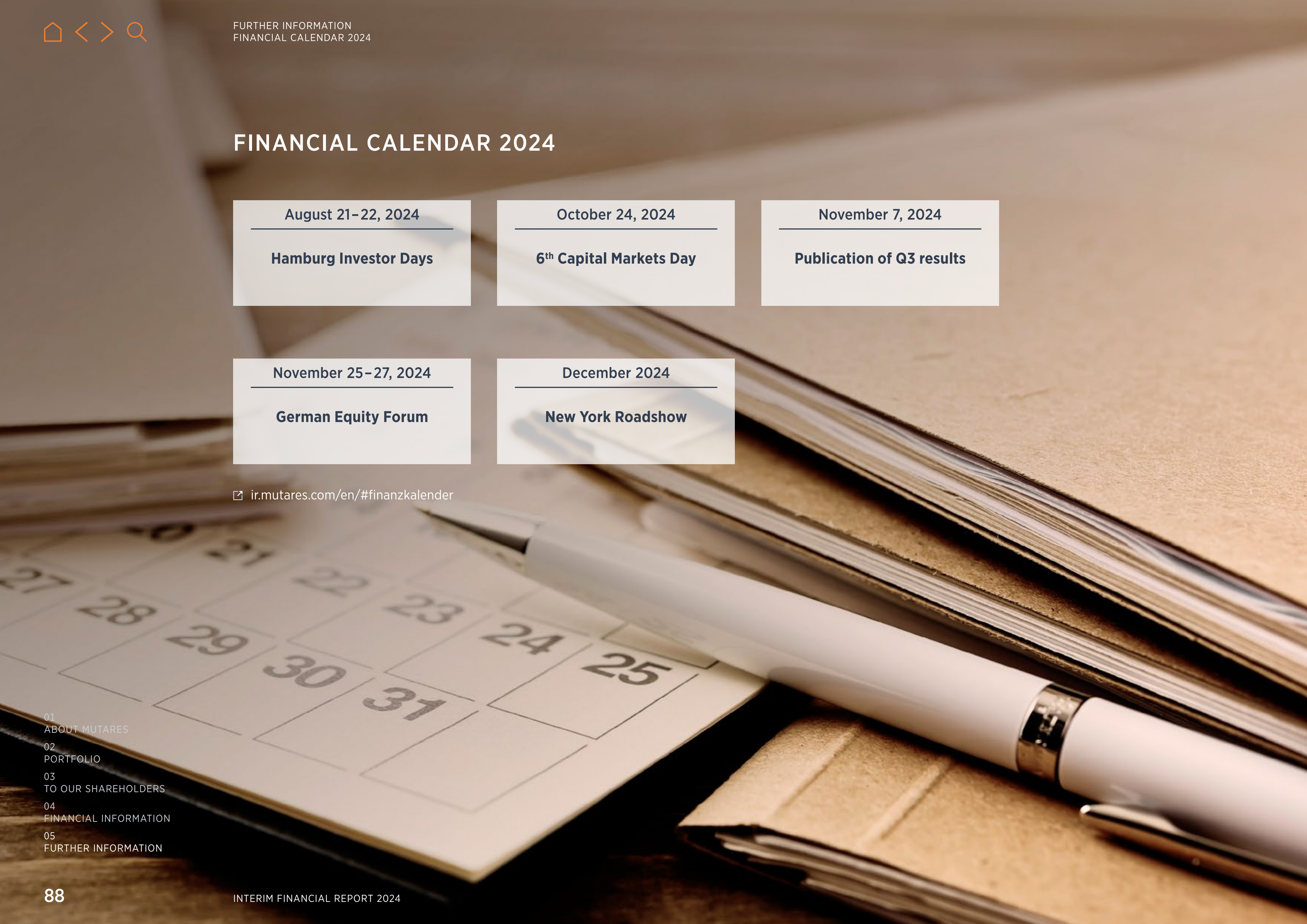
To the best of our knowledge, and in accordance with the applicable reporting principles for interim financial reporting, the Condensed Interim Consolidated Financial Statements give a true and fair view of the asset, financial and earnings position of the Group, and the Interim Group Management Report includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal opportunities and risks associated with the expected development of the Group.

Munich, August 13, 2024

Mutares Management SE,
General Partner of Mutares SE & Co. KGaA

The Management Board

Robin Laik | Mark Friedrich | Johannes Laumann | Dr. Lennart Schley



FINANCIAL CALENDAR 2024

August 21–22, 2024	**Hamburg Investor Days**
October 24, 2024	**6th Capital Markets Day**
November 7, 2024	**Publication of Q3 results**
November 25–27, 2024	**German Equity Forum**
December 2024	**New York Roadshow**

ir.mutares.com/en/#finanzkalender

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Disclaimer

For this publication the German wording shall be decisive. In case of any discrepancies between the English and the German version of this publication, the German version shall therefore prevail.

MUTARES