Unaudited condensed consolidated interim financial statements for the first half-year 2023

Eurogrid GmbH Berlin



Consolidated statement of profit and loss

EUR m	1 Jan to 30 June 2023	1 Jan to 30 June 2022
Revenue	5,576.7	3,571.6
Cost-matching income	(4,426.4)	(2,373.7)
Revenue from contracts with customers	1,150.3	1,197.9
Other income	71.7	51.2
Total turnover	1,222.0	1,249.1
Cost of materials and purchased services	(5,200.1)	(3,248.7)
Income-matching cost	4,426.4	2,373.7
Cost of materials and purchased services, grid business	(773.7)	(875.0)
Personnel expenses	(93.7)	(78.5)
Amortization, depreciation and impairment	(158.9)	(142.4)
Other expenses	(1.9)	(1.8)
Result from equity investments accounted for using the equity method	0.1	0.1
Earnings before interest and taxes	193.9	151.5
Financial result	(30.2)	(7.8)
Finance income	9.8	0.2
Finance expenses	(40.0)	(8.0)
Earnings before taxes	163.7	143.7
Income taxes	(51.0)	(44.9)
Group profit	112.7	98.8

The owners of the company	90.2	79.0
Non-controlling interests	22.5	19.8

Consolidated statement of comprehensive income

EUR m	1 Jan to 30 June 2023	1 Jan to 30 June 2022
Group profit	112.7	98.8
Other comprehensive income (OCI):		
Items that will not be reclassified to the statement of profit or loss in the future:	0.0	32.7
Actuarial gains and losses	-	-
Deferred taxes on changes recognised directly in equity	0.0	0.0
Changes in fair value of other financial assets designated at fair value through OCI	-	32.7
Items that may be reclassified to the statement of profit or loss in the future:	(165.3)	190.4
Cash-flow hedge - effective portion of fair value changes	(236.0)	272.8
Deferred taxes on changes recognised directly in equity	70.7	(82.4)
Other comprehensive income after taxes	(165.3)	223.1
Total comprehensive income	(52.6)	321.9

Total comprehensive income attributable to

The owners of the company	(42.1)	257.5
Non-controlling interests	(10.5)	64.4

Consolidated statement of financial position

EUR m	30 June 2023	31 Dec 2022
NON-CURRENT ASSETS	7,621.1	7,246.3
Property, plant and equipment	7,416.4	7,058.5
Intangible assets	125.1	108.2
Trade and other receivables	-	0.5
Other financial assets	76.7	76.2
Investments accounted for using the equity method	2.9	2.9
CURRENT ASSETS	5,300.8	4,594.7
Inventories	7.0	6.4
Trade and other receivables	1,812.1	1,033.2
Receivables from income taxes	25.7	14.0
Other financial assets	-	154.4
Cash and cash equivalents	3,424.5	3,368.3
Prepayments	31.5	18.4
Total assets	12,921.9	11,841.0
EUR m	30 June 2023	31 Dec 2022
EQUITY	2,000.4	2,183.5
Issued capital	0.0	0.0
Capital reserve	714.6	714.6
Hedging Reserve	(74.4)	90.8
Other reserves	60.5	60.5
Retained earnings	1,299.7	1,317.6
Equity attributable to the owners of the company	<u>1,600.3</u>	<u>1,746.8</u>
Non-controlling interests	<u>400.1</u>	<u>436.7</u>
NON-CURRENT LIABILITIES	5,100.9	4,328.1
Loans and borrowings	4,601.1	3,834.4
Provisions for employee benefits	18.7	23.1
Derivative liabilities	87.7	24.7
Other provisions	117.5	115.6
Deferred tax liabilities	106.0	156.2
Other liabilities	169.9	174.1
CURRENT LIABILITIES	5,393.1	5,198.1
Loans and borrowings	799.1	789.2
Other provisions	9.1	7.3
Trade payables and other liabilities	4,536.9	4,373.5
Liabilities from income taxes	23.6	23.9
Anticipatory equity and liabilities	5.8	4.2
Derivative liabilities	18.6	-
REGULATORY ITEMS	427.5	131.3
Total equity and liabilities	12,921.9	11,841.0

 * Eurogrid GmbH's issued capital remains unchanged at EUR 25,000.

Consolidated statement of changes in equity

EUR m	Issued capital	Capital reserve	Hedging reserve	Other reserves	Retained earnings	<u>Equity attributable to the</u> owners of the company	Non-controlling interests	Total
As of 1 January 2022	0.0	464.6	249.9	15.7	1,201.5	<u>1,545.4</u>	<u>386.3</u>	1,931.7
Group profit	-	-	-	-	98.8	<u>79.0</u>	<u>19.8</u>	98.8
Other comprehensive income (OCI)	-	-	190.4	32.7	0.0	<u>178.5</u>	<u>44.6</u>	223.1
Total comprehensive income	-	-	190.4	32.7	98.8	<u>257.4</u>	<u>64.4</u>	321.9
Distribution	-	-	-	-	(120.0)	<u>(96.0)</u>	<u>(24.0)</u>	(120.0)
As of 30 June 2022	0.0	464.6	440.3	48.4	1,180.3	<u>1,706.9</u>	<u>426.7</u>	2,133.6

EUR m	Issued capital	Capital reserve		Hedging reserve	Other reserves		Retained earnings	<u>Equity attributable to the</u> owners of the company	Non-controlling interests	Total
As of 1 January 2023	0	.0	714.6	90.8		60.5	1,317.6	<u>1,746.8</u>	<u>436.7</u>	2,183.5
Retrospective correction of lease contracts		-	-	-		-	(0.6)	(0.5)	(0.1)	(0.6)
Group profit		-	-	-		-	112.7	<u>90.2</u>	<u>22.5</u>	112.7
Other comprehensive income (OCI)		-	-	(165.3)		-	-	<u>(132.2)</u>	<u>(33.1)</u>	(165.3)
Total comprehensive income		-	-	(165.3)		-	112.1	<u>(42.6)</u>	<u>(10.7)</u>	(53.2)
Distribution	-	-	-	-		-	(130.0)	<u>(104.0)</u>	<u>(26.0)</u>	(130.0)
As of 30 June 2023	0	.0	714.6	(74.4)		60.5	1,299.7	<u>1,600.4</u>	<u>400.0</u>	2,000.4

Consolidated statement of cash flows

EUR m	1 Jan to 30 June 2023	1 Jan to 30 June 2022
Cash flow from operating activities		
Group profit	112.7	98.8
Adjusted for:		
Net finance expenses	30.2	7.8
Non-cash items	0.9	0.8
Income tax expenses	30.5	0.4
Depreciation of property, plant and equipment and amortization of intangible assets	158.9	142.4
Loss on the disposal of intangible assets and property, plant and equipment	0.1	0.2
Impairment of current assets	(0.1)	0.4
Change in provisions	(4.0)	(2.0)
Change in deferred taxes	20.4	44.5
Share of profit of associates accounted for using the equity method, after tax	(0.1)	(0.1)
Cash flow from operating activities without changes in working capital	349.5	293.2
Change in inventories	(0.7)	0.0
Changes in trade receivables and other receivables	(787.9)	(242.3)
Change in trade payables and other liabilities	155.2	1,511.4
Change in regulatory items	295.2	(206.8)
Change in working capital	(338.2)	1,062.3
Interest paid	(34.5)	(33.8)
Interest received	5.2	0.2
Income taxes paid	(60.4)	(37.5)
Cash flow from operating activities	(78.4)	1,284.4
Cash flow from investing activities		
Cash paid for the procurement of property, plant and equipment and intangible assets	(501.7)	(492.9)
Net cash flow from disposals of property, plant and equipment	0.3	8.7
Cash flow from investing activities	(501.4)	(484.2)
Cash flow from financing activities		
Distribution	(130.0)	(120.0)
Repayment of borrowings	(2.4)	(3.5)
Proceeds from withdrawal of borrowings	768.4	0.0
Cash flow from financing activities	636.0	(123.5)
Change in cash and cash equivalents	56.2	676.7
Cash and cash equivalents as of 1 January	3,368.3	2,857.2
Cash and cash equivalents as of 30 June	3,424.5	3,533.9
Change in cash and cash equivalents	56.2	676.7

Notes to the condensed consolidated interim financial statements for the first half-year 2023

Unaudited condensed consolidated interim financial statements of Eurogrid GmbH Berlin



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1. Basic information

Eurogrid GmbH, Berlin ("Eurogrid" or the "Company"), is a limited liability company founded in accordance with the law of the Federal Republic of Germany. Elia Group NV/SA (Elia Group), Brussels/Belgium, holds 100% of the shares in Eurogrid International NV/SA (Eurogrid International) and this company in turn holds 80% of the shares in Eurogrid. The remaining 20% of the shares in Eurogrid are held by KfW indirectly via its 100% subsidiary Selent Netzbetreiber GmbH (Selent), Frankfurt am Main. Eurogrid is part of the consolidated financial statements of Elia Group. We refer to the Eurogrid Group's Annual Report 2022 for a detailed description of the Group structure.

Eurogrid GmbH is a Public Interest Entity (PIE) under Article 2 No. 13 of the EU Statutory Audit Directive. As a parent company domiciled in Germany, Eurogrid GmbH is required to prepare consolidated financial statements within the meaning of Sec. 315e HGB ["Handelsgesetzbuch": German Commercial Code]. Eurogrid has its registered office at 10557 Berlin, Heidestrasse 2, and is filed in the commercial register of the Berlin-Charlottenburg district court under HRB 130427 B.

Eurogrid invests in electric grid infrastructure and holds 100% of the shares in 50Hertz Transmission GmbH.

The Group consists of Eurogrid, 50Hertz Transmission GmbH (50Hertz Transmission) and 50Hertz Offshore GmbH (50Hertz Offshore) – a 100% subsidiary of 50Hertz Transmission – as well as the participations (in particular European Energy Exchange EEX) and equity-accounted investee of 50Hertz Transmission Elia Grid International NV/SA.

The Group is responsible for the operation, maintenance, planning and expansion of the 380/220 kilovolt transmission grid in eastern Germany and Hamburg.

2. Summary of significant accounting policies

2.1. Basis of presentation

The condensed consolidated interim financial statements for the first half-year of 2023 have been prepared in accordance with International Financial Reporting Standards (IFRS) on interim financial reporting (IAS 34), as endorsed by the European Commission for application within the EU. In line with IAS 34.10, the Company decided to publish a set of condensed financial statements. However, as of June 2023, a pronouncement on the treatment of regulatory receivables and liabilities for IFRS has not yet been made.

All figures - unless otherwise stated - are expressed in million euros (EUR m).

The accounting policies applied in these condensed consolidated interim financial statements are the same as those described in the consolidated financial statements of the Company as of and for the year ended December 31, 2022.

2.2. Changes in accounting policies

There were no changes in accounting policies in the first half-year 2023.

3. Seasonal fluctuations

The Group's revenues are affected by the seasonality of its operations as its main activity is the transmission of electricity and the operations regarding renewable energies which can be highly affected by weather conditions and thus have a material impact on the intra-year cash flows. On an annual basis, the Group's revenues are not cyclical.

4. Selected explanations on the consolidated statement of financial position

The increase in property, plant and equipment is mainly driven by the ongoing investment activities.

On reporting date other financial assets classified as fair-value changes in other comprehensive income (FVOCI) had a fair value of in total EUR 76.7m and falls into level 3 in the fair value hierarchy. During the first half-year 2022, the value of the shares in the European Energy Exchange has been reevaluated based on a valuation report of an external expert. The change in fair value amounted to EUR 32.7m and was booked within OCI. No re-evaluation has taken place in the first half-year 2023.

The Group recognizes derivatives from price hedge of grid losses for an amount of EUR 106.3m. These derivatives are accounted at fair value in other comprehensive income.

In March, Eurogrid has secured a syndicated contract for a loan of EUR 600.0 m with a term of ten years with seven banks. Until end of June, EUR 120.0 have been drawn.

After updating the prospectus and tapping the Debt Issuance Programme to EUR 15b, Eurogrid issued a Bond on the Luxembourg Stock Exchange with a nominal amount of EUR 650m on 18th April 2023. The coupon is 3.722% with seven years maturity. The recently issued bond is measured at amortized cost using the effective interest method. The bond is repayable at maturity date.

The loans contain bonds, liabilities to banks and deferred interest. The bonds had a fair value of in total EUR 4,361.4m on the reporting date. Fair value was determined by reference to published price quotations in an active market (classified as level 1 in the fair value hierarchy). Interest on 5 of the 8 bonds is paid in the first half-year and accrued for during the rest of the year. This leads to a lower amount of accrued interests during the first half-year than at year-end.

Due to the downward trend in energy prices on the electricity market, electricity costs declined sharply compared with the same period of the previous year.

In order to stabilize the grid fees of the German transmission system operators, 50Hertz Transmission received contractually agreed payments from the Federal Republic of Germany (so called "electricity price brake") in the amount of \in 541.1 million as revenue in the first six months as a compensation for otherwise increased grid tariffs. Tariffs and revenue cap for 2023 were influenced of the massive market developments in 2022, therefore revenues exceeded the necessary amounts during the years in various areas. In this context, the regulatory obligations increased sharply, particularly on the regulatory account.

Due to the nature and location of its operations and the fact that the Group does not currently have activities in Russia nor in Ukraine or with Russian companies, the Group does not foresee a direct impact of the Ukrainian conflict on its business. However, there is a strong push at the European level to become less dependent from Russian gas and fossil fuels. Accordingly, the Group observes a willingness among the authorities to accelerate the energy transition. This could lead to an increase of the Group's investment program over the mid-term.

5. Segment reporting

Segment reporting is performed in line with the Group's reporting and organizational structure underlying its internal management reporting system. The Segment reporting comprises the reportable segments "Non-profit business" and "Grid business".

The supervision of the German Group activities is the responsibility of the Supervisory Board of Eurogrid. The operational management of the Group is carried out by the management of 50Hertz Transmission as the leading company in the Group.

The segment "Non-profit business" comprises all compensation mechanisms as the electricity price brake mechanism. For a detailed description, please refer to the 2022 Group's Annual Report.

The segment "Grid business" primarily comprises grid provision and grid management as well as balancing group management.

The segment figures have been determined in accordance with the Group's accounting policies. Net profit (group profit) was chosen as the segment result.

Segment reporting by business segment for the period from 01 January 2022 to 30 June 2022

EUR m	Non-profit business	Grid business	Total
Revenue	2,373.7	1,197.9	3,571.6
Other income	-	51.2	51.2
Total turnover	2,373.7	1,249.1	3,622.8
Cost of materials and purchased services	(2,373.7)	(875.0)	(3,248.7)
Personnel expenses	-	(78.5)	(78.5)
Depreciation	-	(142.4)	(142.4)
Other expenses	-	(1.8)	(1.8)
Result from equity investments accounted for using the equity method	-	0.1	0.1
Net finance expenses	-	(7.8)	(7.8)
Finance income	-	0.2	0.2
Finance expenses	-	(8.0)	(8.0)
Profit before tax	-	143.7	143.7
Income taxes	-	(44.9)	(44.9)
Profit for the year from continuing operations	-	98.8	98.8
Group profit	-	98.8	98.8

At a point in time	2,373.7	1,197.2	3,570.9
Over time	-	0.7	0.7

Segment reporting by business segment for the period from 01 January 2023 to 30 June 2023

EUR m	Non-profit business	Grid business	Total
Revenue	4,426.4	1,150.3	5,576.7
Other income	-	71.7	71.7
Total turnover	4,426.4	1,222.0	5,648.4
Cost of materials and purchased services	(4,426.4)	(773.7)	(5,200.1)
Personnel expenses	-	(93.7)	(93.7)
Amortization	-	(158.9)	(158.9)
Other expenses	-	(1.9)	(1.9)
Result from equity investments accounted for using the equity method	-	0.1	0.1
Net finance expenses	-	(30.2)	(30.2)
Finance income	-	9.8	9.8
Finance expenses	-	(40.0)	(40.0)
Profit before tax	-	163.7	163.7
Income taxes	-	(51.0)	(51.0)
Profit for the year from continuing operations	-	112.7	112.7
Group profit	-	112.7	112.7

Timing of revenue recognition

At a point in time	4,426.4	1,149.6	5,576.0
Over time	-	0.7	0.7

Segment reporting by business segment 31 December 2022

EUR m	Non-profit business	Grid business	Total
Non-current assets	-	7,246.3	7,246.3
Current assets	275.2	4,319.5	4,594.7
Non-current liabilities	-	4,328.2	4,328.2
Current liabilities	3,159.8	2,038.2	5,198.0
Equity and regulatory items	-	2,314.8	2,314.8

Segment reporting by business segment 30 June 2023

EUR m	Non-profit business	Grid business	Total
Non-current assets	-	7,621.1	7,621.1
Current assets	1,184.3	4,116.5	5,300.8
Non-current liabilities	-	5,100.9	5,100.9
Current liabilities	3,608.3	1,784.8	5,393.1
Equity and regulatory items	-	2,427.9	2,427.9

6. Distribution of profit

A dividend of EUR 130.0m relating to the fiscal year 2022 was paid.

7. Other financial obligations

On 30 June 2023, the purchase obligation for investments measures amounts to EUR 3,768.9m (31 December 2022: EUR 3,321.5m).

Furthermore, purchase commitments for maintenance measures of EUR 16.5m have been made as of 30 June 2023 (31 December 2022: EUR 15.2m).

8. Related party disclosures

Elia Group NV/SA holds via its 100% subsidiary Eurogrid International a stake of 80% in Eurogrid. The remaining 20% are held by Selent, a 100% subsidiary to KfW.

Based on its shareholding a dividend to Selent was paid for an amount of EUR 26.0m. No other material business transactions were settled with KfW/Selent in the first half-year 2023. KfW is one of the parties involved in the syndicated loan of 2016 for 16.7% of the total amount. This syndicated loan was concluded on arms length terms. KfW also acts as a bookrunner and facility agent in the new syndicated contract concluded in March 2023.

A dividend of EUR 104.0m was paid in the first half-year 2023 to Eurogrid International. No other transactions took place with Eurogrid International that had material effects on the Group's financial position and result.

Various service agreements have been in place between Elia Transmission Belgium and 50Hertz Transmission GmbH. Costs for consulting projects and other services are also cross-charged. In the first half-year 2023 expenses were incurred in the amount of EUR 15.0m (prior half-year: EUR 4.3m). This also generated revenue in the amount of EUR 13.2m (prior half-year: EUR 14.6m). On the reporting date under this item, receivables were recognised for an amount of EUR 4.9m (31 December 2022: EUR 6.5m) and liabilities for an amount of EUR 5.9m (31 December 2022: EUR 8.7m).

<u>Associates</u>: 50Hertz Transmission holds 49.99% of the shares in EGI and consolidates this entity at equity. Assets under construction based on service agreements with EGI for consulting and engineering services in the area of grids and system services have been recognized in the amount of EUR 14.9m

as of the end of the first half-year 2022 (31 December 2022: EUR 14.9m). Furthermore various service agreements have been in place between EGI and 50Hertz.

<u>Key management personal</u> includes Eurogrid Supervisory Board members, who are responsible for monitoring the activities of Eurogrid. Key management personal also includes the Board of management of 50Hertz Transmission and the supervisory board. Key management personnel did not receive stock options, loans or other advances from the Eurogrid Group during the year. There were transactions with entities in which the members of Eurogrid Supervisory board, Eurogrid management board, the Board of management of 50Hertz Transmission or the Supervisory board of 50Hertz exercise a significant influence in the amount of EUR 3.8m (expenses) in the first half of 2023. No other material transactions took place.

9. Subsequent events

Up to the date of preparing the consolidated financial statements, no significant events were performed that had an effect on the Group's net assets, financial position and results of operations in the reporting period.

Berlin, 13 July 2023

The management of Eurogrid GmbH

Kapferer

Dekoninck

Appendix to the Notes

Financial terms or Alternative Performance Measures

The consolidated financial statements contain certain financial performance measures that are not defined by IFRSs and are used by management to assess the financial and operational performance of the Group. The most important alternative performance measures used by the Group are explained below.

The following APMs are explained in this document:

- Capex (capital expenditures)
- EBIT
- EBITDA
- Free cash flow
- Net finance costs
- Net financial debt

CAPEX (capital expenditures)

CAPEX (capital expenditures) = Acquisitions of property, plant and equipment and intangible assets. Capital expenditures, or CAPEX, are investments realised by the Group to acquire, upgrade, and maintain physical assets (such as property, buildings, an industrial plant, technology, or equipment) and intangible assets.

<u>EBIT</u>

EBIT (Earnings Before Interest and Taxes) = Earnings from operating activities used for the operational performance of the Group. The EBIT is calculated as total revenue less costs of raw materials, consumables and supplies and of purchased goods, of purchased services and other goods, of personnel and pensions expenses, of amortization, depreciation and impairments, of changes in provisions and other operating expenses and plus the share of the equity investments accounted for using the equity method.

EUR m	1 Jan to 30 June 2023	1 Jan to 30 June 2022
Result from operating activities	193.8	151.3
Result from equity investments accounted for using the equity method	0.1	0.1
EBIT	193.9	151.4

<u>EBITDA</u>

EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization) = Earnings from operating activities plus amortization, depreciation and impairment, changes in provisions as well as the share of the equity investments accounted for using the equity method. EBITDA is used as a measure for the

operational performance of the Group, thereby extracting the effect of amortization, depreciation and impairment and changes in provisions of the Group.

EUR m	1 Jan to 30 June 2023	1 Jan to 30 June 2022
Result from operating activities	193.8	151.3
Add:		
Amortisation, depreciation and impairment	158.9	142.4
Changes in provisions	0.1	(0.1)
Result from equity investments accounted for using the equity method	0.1	0.1
EBITDA	352.9	293.7

Free cash flow

Cash flow from operating activities minus cash flows from investing activities. Free cash flow gives an indication of the cash flows generated by the Group.

EUR m	1 Jan to 30 June 2023	1 Jan to 30 June 2022
Net cash flow from operating activities	(78.4)	1,284.4
Deduct:		
Net cash used in investing activities	(501.4)	(484.2)
Free cash flow	(579.8)	800.2

Net finance costs

Net finance costs represent the net financial result (finance costs minus finance income) of the Company.

Net financial debt

Net Financial Debt = Non-current and current interest-bearing loans and borrowings (incl. lease liabilities under IFRS 16) minus cash and cash equivalents. Net financial debt is an indicator of the amount of interest-bearing debt of the Group that would remain if readily available cash or cash instruments were used to repay existing debt.

EUR m	30 June 2023	31 Dec 2022
Non-current loans and borrowings	4,601.1	3,838.6
Add:		
Current loans and borrowings	799.1	33.5
Deduct:		
Cash and cash equivalents	3,424.5	2,857.2
Net financial debt	1,975.7	1,014.9