MKB NEDSENSE

Annual report 2024

MKB NEDSENSE

Content

Dear shareholder,

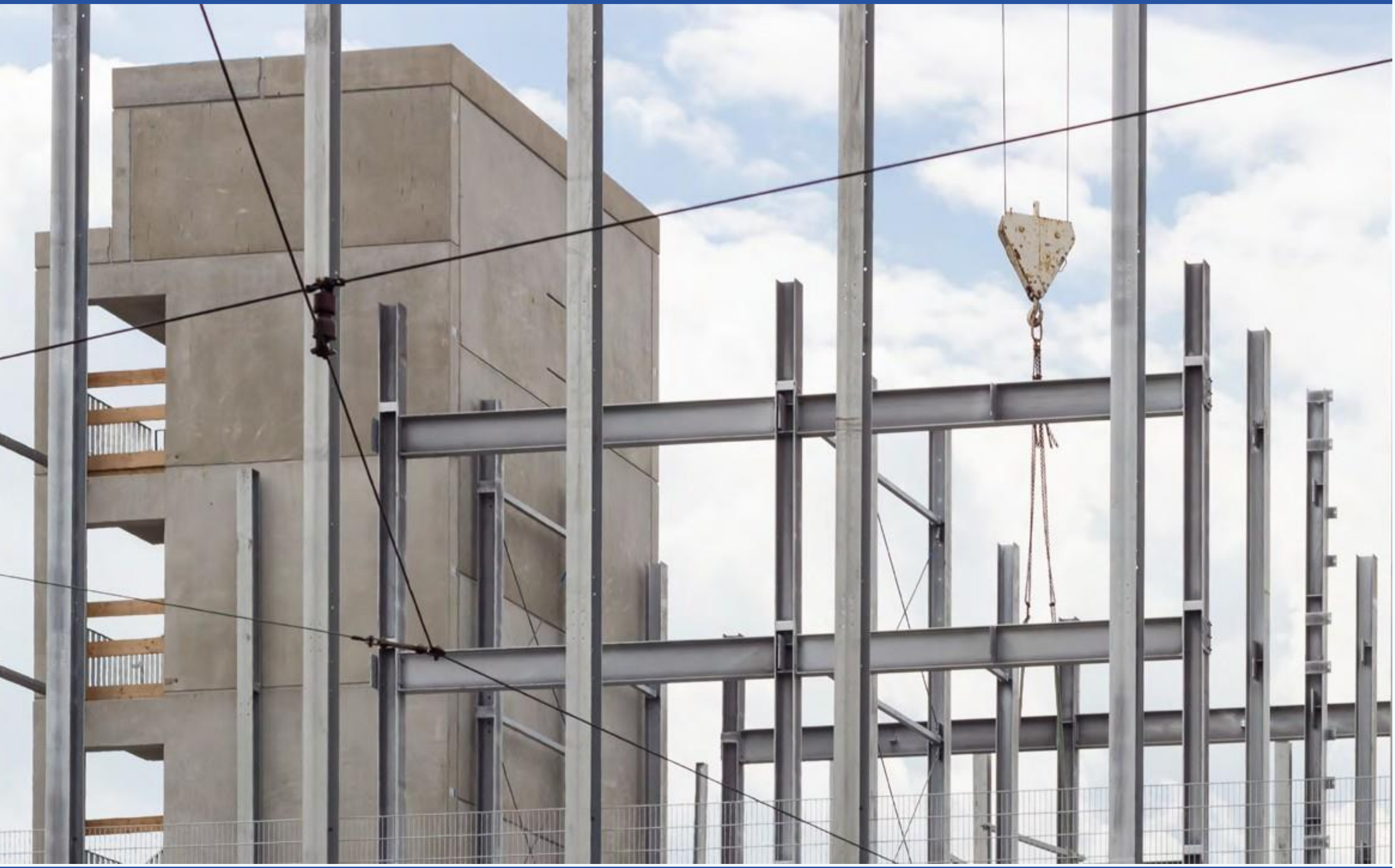
We are pleased to present MKB Nedsense's Annual Report . This annual report covers MKB Nedsense's developments during the 2024 financial year.

Our investments made further developments during 2024 and are well positioned for a long term value creation in the coming years.

We are convinced that good opportunities will arise in the MKB Nedsense segment - MKBs with enterprise value between €1m and €10m.

We will endeavour to grow further in 2025.

Peter Paul de Vries



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Chamber of Commerce Number: 23092326
www.mkbnedsense.nl

Board of Directors
P.P.F. de Vries

Supervisory Board
G.P. Hettinga

1. The profile of MKB Nedsense

MKB Nedsense is a Bussum-based listed investment company.
The management report covers the 2024 financial year. MKB Nedsense reports as an investment entity and uses the consolidation exemption in accordance with IFRS-10.

As an investment company, MKB Nedsense is dedicated to investing in SMEs and supporting their growth ambitions. MKB Nedsense focuses on investing and participating in companies with a value of up to approximately €10 million. This will, in principle, be based on a lower limit of €1 million.

When assessing potential investments in a company, MKB Nedsense uses the following criteria:

- the company has a strong position in its market or niche;
- the company has an enterprise value in the range of €1-10 million;
- the company operates in a growing market and/or has sufficient potential for growth and/or margin improvement;
- the company has stable and/or growing cash flows;
- the company has its main operations in the Benelux;
- the company has a strong track record;
- the company has strong management;
- the company has the potential to pay dividends (over time);
- the company operates a sound risk management system;
- the company and its management are able to meet the obligations related to the listing of investor MKB Nedsense;
- the enterprise is sustainable and diverse in nature;

Whether a company meets the above-described criteria is assessed by the management and—in its supervisory function—the Supervisory Board. This includes consideration of the sector in which the company operates.

Report

MKB Nedsense has been reporting as an 'investment entity' in accordance with the IFRS 10 'consolidation exemption' since 2017. This means that the results of the various majority interests are not consolidated. The investments and majority interests are valued and presented at fair value.

There is also an exit strategy for the investments. In the explanatory report, figures of the controlling interests are presented. The figures of the relevant entities have not been fully audited in the context of these financial statements.

Sources of funding

MKB Nedsense has various funding sources available to make investments, acquire companies or take stakes:

a) cash
b) use of cash flows of MKB Nedsense (interest, dividends and repayments
c) divestments
d) issue of shares
e) (whether or not) partial financing of the purchase price or investment
f) raising debt capital at the level of MKB Nedsense

Dividend policy

MKB Nedsense will consider paying a dividend if the results allow it to do so. This decision and the amount of any proposed dividend will depend, among other things, on the financial and operational results, cash flow, MKB Nedsense's balance sheet position, and whether the available funds should be used for repayment or investments.

2. Board report 2024

Development of portfolio companies

This report provides an overview of the 100% owned companies that are part of MKB Nedsense's portfolio: GNS Brinkman and Axess. At the end of 2024, these two companies employed around 40 employees on an FTE basis. The total turnover for 2024 of these two companies is €8.0 million (2023: €7.4 million) with an operating profit (EBITDA) of €0.8 million (2023: 0.4 million). In addition, MKB Nedsense owns smaller stakes in Almunda Professionals and TIB-TEC. During 2024, no new investments in SME companies were made.

GNS Brinkman: product innovation

GNS Brinkman, based in Zaandam, is active in the development and production of burglar and fire-resistant solutions, such as roll-up grilles, roll-up doors and fire doors. GNS Brinkman also provides service, repair and maintenance (SRO) on these products.

GNS Brinkman was formed from a merger of the companies GNS and Brinkman. GNS was formed in 2007 from a merger between Gorter Branddeuren (1837), NRF (the Nederlandse Rolluiken Fabriek, 1967) and Slaets (1850). Brinkman was formed in 1920.

GNS Brinkman's main sales markets are non-residential construction, the industrial sector, supermarkets and other chain stores, particularly in the Randstad region and North Brabant. About 10% of turnover comes from exports to Belgium, Germany and Denmark. There are also modest exports to other European countries. The market is characterised by production and installation orders on a project basis. GNS Brinkman distinguishes itself from the competition through its innovative and customised solutions. In addition, GNS Brinkman focuses on increasing its presence in the SRO market to create a more stable revenue base.

In 2024, GNS Brinkman achieved a positive operating result (EBITDA) of €0.5 million on a turnover of €5.3 million. This is a significant improvement from last year. GNS Brinkman's key growth opportunities are: accelerating product innovations, expanding the SRO department, and active offering of fire safety consultancy.

Axess: growth opportunities due to the ageing population

Axess is an international manufacturer based in Zaandam, specialising in five types of lifts. The company outsources the installation of these lifts at customers' premises and also provides repairs, maintenance, and periodic checks for around 450 lifts that have been installed. Axess is a specialist in platform lifts, which, unlike conventional lifts, do not require a lift shaft, making them relatively easy and cheap to install. Axess installs lifts mainly in the market segments of education (schools and BSOs), healthcare (GPs and care homes), housing (apartment buildings and private homes) and retail (supermarkets and other shops).

Axess also offers professional lifts for the industry and responds to the ageing trend with various products. Besides residential lifts, Axess also offers so-called disabled lifts, designed to bridge small heights in locations where the construction of platforms or standard lifts is unnecessary or impossible. Axess generates part of its sales abroad. For 2024, Axess posted a slightly higher turnover of €2.7 million and achieved a better operating profit of €0.26 million.

Almunda Professionals

MKB Nedsense acquired a minority stake in Almunda Professionals NV in July 2021. Almunda Professionals is a listed holding company focusing on deploying professionals for consultancy and support of companies and organisations in specific sectors. Almunda Professionals N.V. aims to achieve a combination of organic growth and acquisitions. Almunda Professionals has three activities:

- PIDZ, a platform for professionals in the healthcare sector
- Novisource, providing interim consultancy in the financial sector
- ICE, offering interim consultancy in the utility sector

Almunda Professionals is listed on Euronext Amsterdam. The share price rose slightly in 2024.

TIB-TEC

In 2021, MKB Nedsense invested TIB-TEC, a Swiss-based hydrogen start-up commercialising a proprietary technology that enables the production and use of green hydrogen. During 2024, TIB-TEC did not achieve a listing on the Swiss stock exchange (BX Swiss stock exchange). The investment, €1.8 million, has been paid partly (one-third) in cash and partly (two-thirds) in new MKB Nedsense shares.

MKB Nedsense has certain guarantees from the company and major shareholders, among which are the unfolding of the initial transaction. In 2024, efforts were made to unwind the transaction and lower the exposure. In 2025, MKB Nedsense plans to intensify its activities regarding TIB-TEC. At this moment, MKB Nedsense is not certain that the investment in TIB-TEC will yield a positive return in the future. There is a risk that formal actions may be necessary to unwind the transaction, despite the guarantees. The valuation of the stake in TIB-TEC has been reduced to €900k (-50%) in 2024.

Results 2024: small positive result

MKB Nedsense achieved a net profit of €0.1 million positive in the 2024 financial year (2023: €0.2 million). The fair value of its investments in GNS and Axess increased in 2024. This was offset by the devaluation of the investment in TIB-TEC, the slight decrease of the Almunda share price and (low) holding company costs.

MKB Nedsense's equity increased from €9.2m (2023) to €9.3m in 2024. MKB Nedsense's net asset value increased from 9.2 to 9.3 euro cents per share in the past financial year. Earnings per share for 2024 were 0.1 euro cents (2023: 0.2 euro cents).

No major transactions took place during the financial year. In the current situation, the Management Board and Supervisory Board propose to pass the 2024 dividend.

Outlook

Despite challenges related to the local Dutch construction market or slower economic development due to global trade tensions, we remain positive about the development of Axess and GNS Brinkman in 2025. Meanwhile, we will seek to maximise the value of our other investments (Tib-tec and Almunda). MKB Nedsense will continue to actively seek good investment opportunities to create shareholder value, including transactions with possible external financing. We do not plan to expand the investment team next year, so costs will be in line with previous years. For 2025, it's too early to make a quantified forward-looking statement.

3. Report of the Supervisory Board

The Supervisory Board's report covers the 2024 financial year.

The Supervisory Board supervised the management conducted by the Board both in and outside meetings. The Management Board prepared and submitted to the Supervisory Board the Financial Statements for the 2024 financial year.

Focus areas for the Supervisory Board in the past financial year included the operational improvement of the existing activities, the implementation of the strategy, acquisition opportunities, compliance with laws and regulations, as well as keeping cost levels low. The Supervisory Board discusses the long-term value-creating strategy and associated risks regularly. In addition, the special market conditions and the consequences of high inflation were discussed.

With respect to the investment strategy, attention was paid to, among other things, its implementation and feasibility, as well as the opportunities and risks for the company. In that context, investments and divestments were discussed, as well as the exit strategy and the financing structure. The further professionalisation of the organisation was also discussed, as well as the management appointment. Attention was also paid to filling the vacant auditor position.

Due to the capacity problem in the Dutch PIE audit market, MKB Nedsense did not contract an audit firm to audit the 2023 accounts. For the 2024 accounts, the Supervisory Board welcomed the availability of GCP Auditors and appointed them for the audit. Approval for this appointment was requested from the shareholders' meeting.

MKB Nedsense discussed the Corporate Governance Code in 2024. The company largely complied with the best practice provisions of the Corporate Governance Code. More information on this subject is provided in Chapter 6, 'Corporate Governance'.

The Supervisory Board met once in 2024 in the absence of the Management Board. This meeting included a discussion of the Executive Board's and the Board's own performance.

Supervisory Board,

G.P. Hettinga

4. Events after 31 December 2024

There are no significant events after the balance sheet date.

5. Risk factors

The Executive Board and Supervisory Board of MKB Nedsense take their responsibilities for risk management and the risk management and control systems implemented within the organisation seriously.
MKB Nedsense attaches great importance to effective risk management and control, ensuring further development and optimisation.

The internal risk management and control systems are believed to provide a reasonable degree of certainty that the financial reporting does not contain any material misstatements and functioned properly during the year under review. There are no indications that these systems will not work properly in the current year.

Specifically, the following risks are identified for MKB Nedsense:

5.1 Risk factors in general

Strategic risks

The strategy adopted by MKB Nedsense is inextricably linked to risk-taking. The main risks are cyclical conditions, consumer spending and the labour market. Investing to create value growth for share holders is an essential part of MKB Nedsense's strategy. Adverse economic conditions may result in MKB Nedsense or its portfolio companies performing less than expected. MKB Nedsense will regularly review its portfolio for strategic risks. This involves testing activities against the return and growth criteria set for them and their impact on MKB Nedsense's risk profile. Spreading risk is not an end in itself. In addition, any downturn in the financial markets and any resurgence of the debt crisis may have repercussions on the economic climate in the Netherlands and abroad, which may affect MKB Nedsense's activities or limit its access to external capital.

Operating risks

The results from the operations of the companies in which MKB Nedsense invests may be disappointing, partly due to increasing operating costs or other unforeseen circumstances. The operations of GNS Brinkman and Axess, for example, are partly dependent on the construction industry, the presence of technical staff and the necessary approvals to operate. The companies have relatively high fixed costs in the form of labour costs. Therefore, an unforeseen increase in the labour costs of one of the companies or participation, for example, as a result of new collective bargaining agreements or a drop in turnover, could have a negative effect on the results of the companies in which MKB Nedsense invests.

Market value risk

MKB Nedsense may also invest in listed companies. These investments are cautioned on the basis of fair value, which usually follows the share price. A fall in the share price may, therefore, negatively affect the value of these investments. If the value of these investments decreases, this will have a direct impact on the result and/or equity. There is a risk that investments will consequently not achieve the desired result.

Risk associated with listing

MKB Nedsense is listed on the official market of Euronext Amsterdam and therefore has to comply with the applicable laws and regulations. If these regulations change, this may result in additional costs for MKB Nedsense. The lack of PIE-auditors can also be identified as a risk.

Organisational risk

The organisation relies heavily on a few key people, including at least the director. Furthermore, business operations are partly carried out by individuals of major shareholder Value8.

Acquisition risk

In the process of an acquisition, MKB Nedsense makes hypotheses, assumptions and considerations regarding possible future events. Actual developments may differ significantly from these. Also, errors of judgment in the due diligence process and contract negotiations may lead to losses and/or reputational damage for MKB Nedsense. MKB Nedsense tries to minimise this risk by conducting acquisitions as carefully as possible. Where necessary, MKB Nedsense enlists the help of external advisors, who support the company in identifying the risks and advise MKB Nedsense on how to minimise them by (among other things) contractual means.

Legal risk

MKB Nedsense may be held liable for its actions. Although MKB Nedsense is not aware of any material or imminent litigation at the time of publication of this Annual Report, MKB Nedsense may be held liable for any failure of service or other potential damages. Such liability proceedings can generally involve high costs.

When companies are sold, guarantees are given to a greater or lesser extent regarding the accuracy of the information provided. In addition, legal and compliance risks include the recording, protection, and enforcement of relevant intellectual property rights, such as trademark registrations, patents, and domain names.

Liquidity risk

Liquidity risk is the risk of having insufficient funds to meet immediate obligations. If MKB Nedsense takes on new obligations, this could lead to higher liquidity risk. Regarding future liquidity demands, MKB Nedsense may depend on the willingness of major shareholders (including, to a significant extent, Value8) to provide funds. The available liquidity is held with a Dutch major bank with an A rating.

Tax risk

A change in tax laws or regulations, case law or positions of the tax authorities in the Netherlands may negatively affect MKB Nedsense's (future) results.

Currency risk

Most of MKB Nedsense's activities are conducted in euros. MKB Nedsense does not currently use financial instruments to hedge currency risks.

5.2 Risk appetite

Pursuing the objectives is inextricably linked to taking (controlled) risks. The willingness to take risks is proportional to the size and life stage of the (future) activities, as well as the expected return. MKB Nedsense has a very low-risk appetite in the context of compliance and reputation. MKB Nedsense has set itself the goal of designing the organisation in such a way that decisive entrepreneurship goes hand in hand with effective risk management.

5.3 Control and management systems

During the financial year, the Executive Board and Supervisory Board continuously analysed and assessed the effective operation of existing risk management and control systems, using the formal processes, reports and evaluations available. It was concluded that the internal risk management system functioned properly in the year under review and that no irresponsible risks were taken.


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6. Corporate governance

MKB Nedsense has an Executive Board and a Supervisory Board, the so-called two-tier management structure. Below are the outlines of the current structure.

6.1 Executive Board and Supervisory Board

The Executive Board manages the company in consultation with the Supervisory Board. The Executive Board accounts for its actions to the Supervisory Board and the General Meeting of Shareholders. The Executive Board is conducted by Mr De Vries. The Supervisory Board supervises the general affairs of MKB Nedsense and the policy of the Executive Board. In discharging their duties, the com- missionaries are guided by the company's interests. The Management Board shall provide the Supervisory Board in good time with the information and documents necessary for the performance of its duties. The Supervisory Board members are appointed by the General Meeting of Shareholders.
The Supervisory Board will continuously review whether the changing activities of MKB Nedsense should affect the composition of the Executive Board and the Supervisory Board. In doing so, if a vacancy arises, preference will be given to a female candidate in case of equal suitability. Currently, there are no female members on the Executive Board or the Supervisory Board. At present, MKB Nedsense does not yet comply with the requirement in the Act on Management & Supervision of a balanced distribution of seats between men and women. In the future, MKB Nedsense will expressly consider the importance of a balanced composition.

6.2 Social aspects of business

The company considers relevant social aspects of business. When acquiring new portfolio companies, the company will include social aspects, such as sustainability and social aspects, in the decision-making process to achieve shareholder value growth.

6.3 Legal structure

MKB Nedsense is a public limited liability company listed on Euronext Amsterdam. MKB Nedsense has 40,600,000 ordinary shares and 59,400,000 A shares outstanding at 31 December 2024 as well as at the date of the financial statements. A shares have the same rights as ordinary shares and are convertible into ordinary shares at the holder's request.

No shares have been issued to which special profit rights are attached. In respect of none of the issued shares, there is a restriction on voting rights, a time limit for exercising voting rights and/or issue of depositary receipts for shares with the cooperation of MKB Nedsense. According to the AFM's register and company register, as of the date of the financial statements, there are four shareholders with a real interest greater than 3%). Actual interests may differ within the range:

• Value8 N.V.	62.69%
• J.P. Visser	15,19%
• P.P.F. de Vries (3L Capital Holding)	4,94%
• St. Admin TI Holdings	8,70%

There are no significant agreements involving the company that are created, amended or dissolved based on a change of control following a public offer. The company also has no agreements with any director or employee that provide for a payment on termination of employment following a public offer for the company's shares.

6.4 Articles of association, appointment and dismissal of directors and supervisory directors

The following are the relevant provisions of the Articles of Association, to the extent they are not mentioned elsewhere in these Financial Statements.

Article 17.1 of MKB Nedsense's articles of association states that MKB Nedsense is managed by a board consisting of one or more directors. Under Article 25.1, a Supervisory Board consists of one or more persons. Furthermore, Article 18.1 states that the General Meeting of Shareholders (AGM) appoints the Directors from a nomination to be made by the Supervisory Board. Pursuant to Article 19.1, the AGM may suspend or dismiss a Director at any time. Pursuant to Article 27.1, the AGM may suspend or dismiss any member of the Supervisory Board at any time.

Changing the rights of MKB Nedsense shareholders requires an amendment to the articles of association. A Board resolution on a proposal to amend the Articles of Association is subject to the approval of the Supervisory Board pursuant to Article 23.2.

6.5 Issue and acquisition of shares

Shares are issued in accordance with Article 7 of the Articles of Association pursuant to a resolution of the Management Board if and insofar as the AGM designates the Management Board for that purpose. The Management Board resolution is subject to the approval of the Supervisory Board.

When shares are issued, each shareholder has a pre-emptive right in proportion to the aggregate amount of his shares, subject to the provisions of the law. The pre-emptive right may, each time for a single issue, be limited or excluded by the body authorised to issue. Acquisition other than for no consideration can only take place if and insofar as the General Meeting has authorised the Management Board to do so.

Pursuant to Article 7.2, the following applies: The designation of the Executive Board as the issuing body may be determined by resolution of the AGM for not more than two years at a time.

The resolution of the AGM to that effect can only be taken on a proposal of the Executive Board that is subject to the approval of the Supervisory Board. Such designation shall determine the number of shares that may be issued. A designation made by resolution of the AGM cannot be withdrawn unless stipulated otherwise in the designation.

Pursuant to Article 12.5, the following applies. Acquisition of own shares other than for no consideration can only occur if the AGM has authorised the Executive Board.

This authorisation is valid for a maximum of 18 months. The AGM must specify in the authorisation how many shares or depositary receipts, therefore, may be acquired, how they may be acquired and between which limits the price must lie. The resolution to repurchase shares requires the prior approval of the Supervisory Board.
At the AGM held on 29 June 2024 the shareholders' meeting authorised the board to issue 20% of the issued shares for a period of 18 months and to limit or exclude the pre-emptive right thereof.

The board is also authorised to repurchase shares during the statutory maximum period of 18 months from 29 June 2024, subject to the law and the articles of association. The maximum number of shares that can be repurchased is 20% of the issued share capital.

6.6 Takeover directive

Pursuant to Article 1 of Decision Article 10 of the Takeover Directive, MKB Nedsense explains below:

Capital structure
The capital structure is listed in Chapter 6.3, 'Legal structure'.

Restrictions
MKB Nedsense has restrictions on the transfer of shares, voting rights, deadlines for exercising voting rights and issuance. Furthermore, MKB Nedsense is not aware of any agreement between shareholders regarding the restriction of transfer or voting rights.

Notification of control
The substantial holdings, to the extent known to MKB Nedsense, are listed in Section 6.3.

Special control rights and control mechanisms
There are no special control rights attached to shares. There are no mechanisms for controlling a scheme that grants rights to employees.

Appointment and dismissal of members of the Supervisory Board and Executive Board

With regard to the appointment and dismissal of members of the Supervisory Board and the Executive Board, reference is made to Section 6.1 of the financial statements. With regard to the amendment of the Articles of Association, reference is made to Section 6.4 of the financial statements.

Powers of the Board of Directors

Section 6.1 of the financial statements explains the powers of the Executive Board, including the powers to issue and acquire shares.

Protective measures

The company has no general protective measures against a takeover of control of the company, such as certification of shares, priority shares or protective preference shares. There are no significant agreements to which the company is a party that are created, amended or dissolved under the condition of a change of control of the company after a public offer is made. The company also has no agreements with any director or employee that provide for a payment on termination of employment following a public offer for the company's shares.

6.7 Corporate Governance Code

MBK Nedsense attaches great importance to sound and transparent corporate governance and strives for clear communication about this with all stakeholders. The relevant social aspects of doing business are taken into account. MBK Nedsense has implemented the Dutch Corporate Governance Code. MBK Nedsense endorses the principles of this Code. Any substantial change in the company's corporate governance structure and compliance with the Code will be submitted to the General Meeting of Shareholders for discussion under a separate agenda item. For the detailed application of the revised Code, please refer to the corporate governance document on the website.

MBK Nedsense has chosen to deviate from the best practice provisions on a very limited number of points, as these are not (yet) desirable due to MBK Nedsense's size or cost considerations. The best practice provisions with which MBK Nedsense does not yet (fully) comply are listed below. The deviations are related to the current phase of the company.

Best practice provision 1.3.6

Given the size of the company, MBK Nedsense does not currently have an internal audit department. MKB Nedsense has made alternative safeguards to enhance the control systems.

Best practice provision 2.17/2.19

The Code states that the number of supervisory board members who are not independent in accordance should collectively amount to less than half of the total number of supervisory directors, including the chairman. Given the characteristics of MKB Nedsense, the chairman—as one of the two board members—is currently considered not independent as he also serves as a board member of the majority shareholder.

Best practice provision 2.3.10

Given the size of the company, MBK Nedsense does not currently have a 'company secretary'.

Best practice provision 4.3.2

Given the size of the company, not all presentations to (institutional) investors or analysts will yet be available simultaneously via webcast.

6.8 Corporate Governance Statement

This statement is included pursuant to Article 2a of the 'Decree on additional requirements for annual reports dated 1 January 2010' (hereinafter the 'Decree'). For the statements contained in this declaration as referred to in Articles 3, 3a and 3b of the Decree, reference is made to the relevant references in these Financial Statements (more specifically: Chapter 5 and Chapter 6 of the Financial Statements). The following communications should be considered to be inserted and repeated here:
Compliance with principles and best practice provisions of the Code are listed in Section 6.7, 'Corporate Governance Code'.

The main features of MKB Nedsense's management and control system are listed in Chapter 5 'Risk factors'.

The functioning of the shareholders' meeting and the main powers and rights of MKB Nedsense shareholders and how they can be exercised are set out in Section 6.6 'Takeover directive'.

The composition and functioning of the Executive Board and Supervisory Board are reported in Section 6.1, 'Executive Board and Supervisory Board'.
The information referred to in the Article 10 Takeover Directive Decree (Article 3b Adoption Decree) is listed in Section 6.6 'Takeover Directive'.

7. Remuneration policy

The basic principle of the company's remuneration policy is that remuneration should be in line with the market. The remuneration policy for the board of MKB Nedsense is adopted by the General Meeting of Shareholders. Following the sale of the operational activities, the remuneration policy has been simplified. The actual remuneration for the Management Board is set by the Supervisory Board, and the remuneration of the Supervisory Board is set by the General Meeting of Shareholders. The remuneration of the Supervisory Board is independent of the result achieved by the company.

A new remuneration policy was approved at the shareholders' meeting on 6 April 2016. As the company is engaged in operational activities, it was appropriate to change the remuneration policy. In this context, the remuneration for members of the Executive Board was set at €15,000 on an annual basis. It is expected that remuneration will be adjusted when new directors are appointed.

The Supervisory Board considers the current remuneration policy appropriate to the identity, mission and values of MKB Nedsense, with the remuneration ratios within the company and its subsidiary being appropriate to the content and responsibility of the various activities performed. The remuneration policy contributes to social support and the creation of sustainable value for its shareholders.

7.1 Board of Directors

Also, given the company's limited size, the Executive Board received very limited remuneration. From 6 April 2016, a remuneration of €15,000 per member of the Executive Board applied. There is no result-dependent remuneration or remuneration in shares or share options for members of the Executive Board. Any severance payments will comply with the Code and therefore not exceed once the annual salary.

7.2 Supervisory Board

On 6 April 2016, the shareholders' meeting set a remuneration of €10,000 per Supervisory Board member and €12,000 for the chairman. In 2024, D. van Dam’s term ended without extension or replacement after the Supervisory Board consisted of one member. There is no result-dependent remuneration or remuneration in shares or share options for the Supervisory Board members.

8. Personal details

8.1 Board of Directors

Mr P.P.F. de Vries (CEO)

Drs P.P.F. de Vries (1967, Dutch nationality) is also a major shareholder and chairman of the board of Value8 and has extensive experience in the field of listed companies. Before founding Value8, Mr De Vries was - for eighteen years (October 1989-October 2007) associated with the Dutch Investors' Association (VEB). For the last twelve years, he has been the managing director of VEB. During 2002-2003, he was a core member of the Tabaksblat Committee. Mr De Vries studied Business Economics at Erasmus University Rotterdam (1985-1991). He was further chairman of the pan-European organisation of shareholders' associations Euroshareholders (2005- 2010) and a member of the Market Participants Panel of the pan-European stock market supervisory organisation CESR (2003-2010). Mr De Vries is a member of the Committee of Recommendation of the Juliana Children's Hospital Foundation. In addition to his position as CEO of Value8 and MKB Nedsense, Mr De Vries is a director of Cumulex NV and Hawick Data NV and a supervisory board member of Almunda Professionals N.V. and Morefield Group N.V

8.2 Supervisory Board

Mr G.P. Hettinga (chairman)

Mr G.P. Hettinga (1977, Dutch nationality) is also a director of Value8. Mr Hettinga completed his studies in Business Administration of the Financial Sector at VU University Amsterdam in 2001. From June 2001 to September 2008, he worked as an economist at the Dutch Investors' Association (VEB). In 2007, he was appointed chief economist at the VEB. Mr Hettinga gained extensive and relevant experience and knowledge, including in the field of analysing listed companies, corporate governance, investor relations, internet and takeover bids. Mr Hettinga was a supervisory director at EDCC N.V. (2009-2011), Lavide Holding N.V. (2013-2014), Novisource N.V. (2013-2014) and N.V. Dico International (2011-2015). In addition to his position at Value8, Mr Hettinga is a supervisory director of Hawick Data N.V. and Portan N.V. and a member of the board of Cumulex N.V.

8.3 Retirement schedule

Organ	Person	Appointment	Appointed for
Board of Directors	P.P.F de Vries	2024	4 years
Supervisory Board	G.P. Hettinga	2024	4 years

9. Board statement

The annual figures, as included in this report, give a true and fair view of MKB Nedsense's assets, liabilities, financial position, and results for the financial year.

The financial statements give a true and fair view of the situation on the balance sheet date and the course of business during the financial year of MKB Nedsense and its affiliated companies, the details of which are included in the financial statements. The financial statements describe the material risks faced by MKB Nedsense.

Bussum, 6 May 2025

P.P.F. de Vries

MKB NEDSENSE

Annual report 2024

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1. Statement of Financial Position
(x €1.000)

		31-12-2024	31-12-2023
ASSETS			
Fixed assets			
Private equity investments	6.1	2,322	1,320
Loans to private equity investments	6.1	2,973	3,997
TOTAL FIXED ASSETS		**5,295**	**5,317**
Current assets			
Listed investments	6.2	2,012	2,175
Loans to related parties	6.3	2,333	2,238
Receivables and accruals	6.4	3	–
Cash and cash equivalents	6.5	3	17
TOTAL CURRENT ASSETS		**4,351**	**4,430**
TOTAL ASSETS		**9,646**	**9,747**

		31-12-2024	31-12-2023
LIABILITIES			
Equity			
Share capital	6.6	1,000	1,000
Share premium		46,823	46,823
Other reserves		- 38,620	- 38,778
Result for the year		64	158
Total equity attributable to shareholders of the company		**9,267**	**9,203**
Current liabilities			
Loans from private equity investments	6.3	–	162
Trade and other payables	6.7	379	382
Total current liabilities		**379**	**544**
Total liabilities		**379**	**544**
Total equity and liabilities		**9,646**	**9,747**

2. Income Statement

(x € 1.000)

		2024	2023
OPERATING INCOME			
Fair value changes private equity investments	6.13	- 29	- 110
Fair value changes listed investments	6.2	- 262	62
Interest loans to private equity investments	6.14	170	168
Credit loss loans granted	6.14	–	- 189
Dividends listed investments	6.2	99	93
Total operating income		**- 22**	**25**
OPERATIONAL COSTS			
Wages, salaries and social charges	6.15	32	37
Other operating expenses (income)	6.16	24	- 37
Total operating expenses		56	–
OPERATIONAL RESULT		**- 78**	**25**
FINANCE INCOME (EXPENSE)			
Financial benefits	6.17	143	134
Financial charges	6.17	- 1	- 1
Net finance income (expense)		**142**	**133**
Result before tax		**64**	**158**
Income taxes	6.18	–	–
Result after tax		**64**	**158**
Attributable to:			
Shareholders of the company		64	158
Result for the year		**64**	**158**
Earnings per share attributable to shareholders	6.6	0.00	0.00
Earnings per share attributable to shareholders		0.00	0.00
Statement of comprehensive income			
Result for the year		64	158
Total realised and unrealised net results for the period under review		**64**	**158**
Attributable to:			
Shareholders of the company		64	158
Total result for the year		**64**	**158**

3. Statement of changes in equity
(x € 1.000)

	Share capital	Share Premium	Other reserves	Result	Total
Position as at 1 Jan 2023	**1,000**	**46,823**	**- 38,871**	**93**	**9,045**
MUTATIONS					
Profit allocation 2022	–	–	93	- 93	–
Realised result 2023	–	–	–	158	158
Position as at 31 December 2023	**1,000**	**46,823**	**- 38,778**	**158**	**9,203**
MUTATIONS					
Profit allocation 2023	–	–	158	- 158	–
Realised result 2024	–	–	–	64	64
Position as at 31 December 2024	**1,000**	**46,823**	**- 38,620**	**64**	**9,267**

4. Cash flow statement
(x € 1.000)

		2024	2023
Net profit	2	64	158
Depreciation and amortisation		–	–
		64	**158**
Adjustments for:			
Net finance income (expense)	6.17	–	–
Interest loans receivable	6.17	- 143	- 134
Income taxes	6.18	–	–
Dividends		- 98	- 94
Selling private equity investments		–	–
Fair value changes private equity investments	6.1/6.13	29	110
Fair value changes listed investments	6.2	262	- 62
Interest loans to private equity investments	6.1/6.14	- 170	- 168
Private equity investments	6.1	–	–
Credit loss loans receivable	6.3	–	189
Movements in receivables and prepayments and accrued income	6.4	- 3	–
Changes in trade and other payables	6.7	- 3	- 42
Cash flow from operating activities		**- 62**	**- 43**
CASH FLOW FROM FINANCING ACTIVITIES			
Loans provided		–	- 16
Repayment of loans receivable		48	75
Repayment of loans		–	–
Cash flow from financing activities		**48**	**59**
Net change in cash and cash equivalents		**- 14**	**16**
Cash and cash equivalents at 1 January 2024 / 2023	1	17	1
Cash and cash equivalents on 31 December 2024 / 2023	1	3	17
Presented in the Statement of Financial Position:			
Cash and cash equivalents	**1**	**- 14**	**17**

5. Accounting policies of MKB Nedsense N.V.

5.1 General

MKB Nedsense N.V. (MKB Nedsense) has its registered office in Amsterdam, the Netherlands, and offices in Bussum at Brediusweg 33. MKB Nedsense is registered at the Chamber of Commerce with registration number 23092326. MKB Nedsense qualifies as an investment company under IFRS, with its investments valued at fair value. The board prepared the annual report for 6 May 2025, which will be submitted to the Annual General Meeting for information.

The company's main activities are participating in, financing, and lending funds to natural persons and/or legal entities and providing guarantees and/or other securities to third parties for its own obligations and/or for obligations for companies in its investment portfolio. The shares of MKB Nedsense N.V. are listed on the official Euronext Amsterdam market.

Business objective

MKB Nedsense supports MKBs in achieving their growth objectives and provides venture capital to finance that growth. As a listed investment company, MKB Nedsense makes diversified investing in the MKB segment accessible to private and institutional investors. Investments are made on the basis of clear investment criteria, with an emphasis on a positive contribution (directly or indirectly) to social and economic prosperity.

The objective is to create long-term shareholder value. Thanks to diversification of activities and a conservative financing structure, this objective is pursued with a mitigated risk profile.

MKB Nedsense expects to have a greater chance of organic growth and value creation in sectors with the prospect of higher-than-GDP growth.

5.2 Significant accounting policies

International Financial Reporting Standards

The annual report of MKB Nedsense N.V. for the period 1 January 2024 up to and including 31 December 2024 has been prepared in accordance with International Financial Reporting Standards as accepted for use within the European Union (EU-IFRS) and with Title 9 Book 2 of the Dutch Civil Code. The accounting policies applied by MKB Nedsense N.V. are in accordance with IFRS effective as of 1 January 2024 and pronouncements of the International Financial Reporting Interpretation Committee (IFRIC).

New accounting standards

MKB Nedsense has applied the following new and amended IFRS standards and IFRIC interpretations relevant to the Company in 2024, where applicable.
Application of these amended standards, 'IAS 1 – Presentation of Financial Statements: - Classification of Liabilities as Current or Non-current; - Classification of Liabilities as Current or Non-current, Deferral of Effective Date); - Non-current Liabilities with Convenants', 'IFRS 16 - Lease Liability in a Sale and Leaseback', 'IAS 7 Statement of Cash Flows' and 'IFRS 7 Financial Instruments: Disclosures: Supplier Finance Arrangements' and interpretations do not have a material effect on Value8's equity and results of operations and disclosures in the financial statements.

The following standards and interpretations were issued on the date of publication of the financial statements but are not yet effective on the financial statements for 2024. Listed below are only those standards for which Value8 reasonably expects that, when amended in the future, will impact Value8's disclosures, financial position, or results. Value8 will apply these standards and interpretations as soon as they are effective:

- Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability.
- Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7).
- IFRS 18 includes requirements for all entities applying IFRS for the presentation and disclosure of information in financial statements.
- IFRS 19 Subsidiaries without Public Accountability: Disclosures.

In addition to those mentioned above, standards/amendments and interpretations have been proposed by the IASB but are not expected to have a material impact on MKB Nedsense's financial position and results of operations.

There are no other IFRSs or IFRIC changes effective as of 1 January 2024 that have a material impact on MKB Nedsense.

Accounting policies used in the preparation of financial statements

The financial statements are in euros, and all amounts are rounded to the nearest thousand, except per share amounts, unless otherwise stated. The financial statements have been prepared on a historical cost basis, except for investments in private equity (unlisted interests), investments in listed companies, and financial instruments, which are measured at fair value. Value adjustments are recognised through the income statement.

Loans receivable are measured at amortised cost in accordance with IFRS 9.

The preparation of financial statements in conformity with EU-IFRS requires management to make judgements, estimates and assumptions that affect the reported values of assets and liabilities and income and expenses. The estimates and underlying assumptions are based on experience and other factors, which are considered reasonable. The outcomes of the estimates form the basis for the carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual outcomes may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised in the period in which the estimate is revised if the revision affects only that period. Revisions in the reporting period and future periods are made if the revision also affects future periods. More specifically, for MKB Nedsense, estimates and assumptions affect, in particular, the valuation of private equity investments (investments in unlisted companies) and financial instruments (loans and options).

The accounting policies set out below have been applied consistently. The financial statements have been prepared on a going-concern basis.

5.3 Qualifying as an investment company

MKB Nedsense qualifies as an investment company. Based on this qualification, MKB Nedsense uses the consolidation exemption for

investment companies (IFRS 10-31).

Within the MKB Nedsense group, there are no group companies that are not themselves investment companies but engage in investment-related activities (IFRS 10-32). This means that MKB Nedsense does not consolidate group companies. There is a single balance sheet, income statement, and cash flow statement. Also, MKB Nedsense has defined and laid down its exit policy. Based on its qualification as an investment company, MKB Nedsense values all participations at fair value through profit or loss.

5.4 Foreign currency

MKB Nedsense's presentation currency is the euro. It is equal to the functional currency. Transactions in foreign currencies are recognised at the exchange rates prevailing on the transaction date. Monetary assets and liabilities in foreign currencies are translated at the closing rate on the balance sheet date. Gains and losses arising from foreign currency transactions and the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement. Non-monetary items measured at fair value in a foreign currency are translated at the exchange rate prevailing at the date the fair value is determined.

5.5 Financial assets

MKB Nedsense recognises the following financial asset categories:

- private equity investments
- loans to private equity investments
- other long-term receivables

MKB Nedsense follows the International Private Equity and Venture Capital Valuation Guidelines (IPEV Guidelines), which are explained below. Private equity investments are measured at fair value, and fair value movements are recognised through profit or loss. These are equity

instruments that belong to the group's investment portfolio. After initial recognition, the unrealised changes in value resulting from periodic revaluation are recognised in the income statement. Loans to portfolio companies (loans to private equity investments) are classified under non-current or current assets depending on the loan's maturity. Presentation is made under non-current assets, except when the maturity date is less than 12 months from the balance sheet date, in which case classification as current assets is made.
Loans to portfolio companies are financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, these financial fixed assets are measured at amortised cost using the effective interest method and less any impairment for uncollectibility.

Other non-current receivables are recognised initially at fair value and subsequently at amortised cost, using the effective interest method and net of a provision for uncollectability where appropriate.
Realised gains or losses on investments are calculated as the difference between the purchase price and the carrying amount at the beginning of the reporting period plus investments of interest at the time of sale. All purchases and sales of financial assets according to standard market conventions are recognised at the settlement date.
Purchases or sales of financial assets under standard market conventions are purchases and sales of an asset under a contract whose terms require delivery of the asset within the time limits generally prescribed or agreed in the relevant market.

Determination of fair value
Regarding methods to be used to determine fair values, MKB Nedsense follows the International Private Equity and Ventures Capital Valuation Guidelines.

Private equity investments
Private equity investments in the company's investment portfolio include majority stakes in unlisted companies or minority stakes where the company has significant influence. In these investments, there is an intention to dispose of the stake in a period of between three and five years.
As these investments relate to unlisted companies (therefore not liquid), these interests are classified as non-current assets. Private equity investments are recognised on a fair value basis, with recognition of fair value changes through income. Given the underlying characteristics of the private equity investments in the investment portfolio (unlisted large, medium-sized and small MKBs), fair value is determined based on the price of a recent transaction or using a DCF calculation (IFRS Level 3).

In exceptional cases, the multiplier method (IFRS Level 3) is used; otherwise, only if the underlying characteristic of the investment justifies applying a multiplier method. For investments in which no future cash flows are expected anymore, except for the settlement of the company to be liquidated, the fair value is determined using the net assets method (IFRS Level 3).

Valuation methods
Selecting the appropriate valuation method for the investments

The price of a recent transaction
When initially accounting for a private equity investment, the transaction price, including transaction costs, is used as the fair value of the investment. Specific factors related to the transaction are considered to assess whether the transaction price is representative of fair value:

- various rights linked to the new and already existing investments (shares)
- disproportionate dilution to existing shareholders when new shareholders join
- the involvement of a new strategic investor rather than a financial investor
- whether a transaction qualifies as a 'forced sale' or 'rescue package'

The length of the period during which the most recent transaction price is still representative of the fair value measurement depends on the specific circumstances of the underlying private equity investment. In stable market conditions with few changes within the company and/or external market conditions, the length of the period in which the recent transaction price can be used is longer than in a period of rapid change. MKB Nedsense applies the price of a recent transaction for up to one year after that transaction.

Discounted cash flow method (valuation of private equity investments)

Under the DCF method, the current fair value is determined by calculating the net present value of the future cash flows of the underlying business (enterprise value). The cash flows and terminal value relate to the underlying business of the company being valued.

A fair value measurement using an IFRS Level 3 DCF analysis is prepared under the condition that there is uncertainty about cash flows arising from working with estimates rather than known amounts. Cash flow projections are based on reasonable and supportable assumptions representative of management's best estimates of economic conditions over the remaining useful life of the asset and cash flow projections, as well as the most current and authorised budgets of (local) management.

In the DCF analysis, projected cash flows and terminal value are discounted made at the weighted average cost rate. Where possible, MKB Nedsense uses external input variables for the components determining the weighted average cost rate (risk-free interest rate, equity to debt ratio in the sector and cyclical sensitivity).

The market risk premium and enterprise risk premium are determined using benchmark information, which is common in the market in relation to the specific characteristics of the equity investment being valued. More specifically for the enterprise risk premium, elements such as customer dependency, supplier dependency, management dependency, spread of activities, entry barriers, track record and flexibility are considered.

The enterprise value derived from the DCF is adjusted for the following elements to arrive at the equity value (base valuation):

- adjustment net debt (debt and excess cash)
- adjustment of other equity claims (preference shares, option packages and minority third-party share)
- adjustment creditor equivalents (pension provisions, claims, dividends payable)
- VAT deferred tax assets on account of offsettable losses under the condition that post-tax cash flows based on the nominal tax rate have been calculated in the DCF
- adjustment of non-operating assets (associates and joint ventures)

Multiples

The multiple valuation technique is appropriate in exceptional cases for the primary valuation of a private equity investment in the investment portfolio. The multiple method is applied if a mature company has an identifiable stream of recurring revenue and relatively stable cash flows. In addition, it must be possible to compile a representative peer group. Given the composition of the private equity investment portfolio (large companies, medium-sized companies and small MKBs), compiling a representative peer group is complex. For that reason, the multiple method is only used in exceptional cases for the primary valuation. However, the multiple method is used within MKB Nedsense as an additional check on the values resulting from the DCF calculations. Depending on a company's stage of development, sector and geographical location, MKB Nedsense uses an EBITDA/EBITA multiplier or a revenue multiplier. In the multiple valuation technique, the following elements are considered:

- application of an appropriate multiple, taking into account the size, risk and growth expectations of the underlying equity investment to determine enterprise value
- adjustment for net debt (debt and excess cash)
- adjustment for other equity claims (preference shares, option packages and minority third-party shares)
- adjustment for creditor equivalents (pension provisions and claims)
- adjustment for non-operating assets (associates and joint ventures)
- inclusion of tax-related adjustments in the multipliers based on pre-tax ratios (Sales, EBITDA and EBIT)

For companies with mature recurring revenue and relatively stable cash flows, using an EBITDA multiple is most appropriate. For companies that already generate mature business but do not yet generate stable, consistent profits, a revenue multiple is appropriate for determining enterprise value. The turnover multiple method is based on the assumption that a normalised level of profit can be generated based on the level of turnover. This valuation technique is applicable to companies that are running losses, with the assumption that these losses are temporary and that a normalised level of 'recurring' profit can be established. A valuation based on a turnover multiple can be achieved by using adjusted historical turnover figures combined with a forecast of turnover based on which a sustainable profit margin can be realised.

The validity of multiples used by MKB Nedsense is increased by:

- objective selection of peers
- consistent definition of multiples
- multiples to correct for differences in tax payments
- use of the right multiple (the one used in the specific market)

MKB Nedsense uses multiples derived from current market multiples that reflect the fair value of comparable listed companies or are based on comparable current market transactions. Generally, the fair value of MKB Nedsense's private equity investments will be based on multiples of comparable listed companies.

The fair value measurement takes into account the impact of the liquidity of the interest held. Unlisted private equity interests are less liquid than listed companies. MKB Nedsense applies a liquidity discount with regard to the valuation of unlisted interests derived from multiples of listed interests. The final discount percentage also depends on the size and specific risk of the underlying company.

Net assets

Under the Net assets method, the private equity investment is valued at visible net asset value, where the assets and liabilities of the equity investment are valued at fair value. This valuation technique is suitable for private equity investments where the value is particularly dependent on the underlying assets rather than income. In specific cases, MKB Nedsense also uses the net assets method for equity investments that make a loss and or realise only a marginal profit where, from an investment perspective, a higher value can be realised by liquidating the underlying business or when there is a certain guarantee on a liquidation value.

Specific considerations Indicative bids

Indicative bids are not used separately but as supporting information for valuation based on another valuation method.

5.6 Listed investments

Listed investments include listed group companies and listed non-controlling interests (associates and investments). Listed group companies are not consolidated under IFRS 10-31 and are measured at fair value with fair value changes recognised through profit or loss. Associates classified under listed investments are measured at fair value with fair value changes recognised through profit or loss on the basis of IAS 28-18.

Investments classified under listed investments are classified as held for trading and are measured at fair value with fair value changes recognised through profit or loss under IFRS 9.

Initially, listed investments are accounted for at cost. After initial recognition, unrealised changes in value resulting from periodic revaluation are recognised in the income statement.

Realised gains or losses on investments are calculated as the difference between the sale price and the carrying amount of the investment at the time of sale.

Determination of fair value
With regard to methods to be used to determine fair values, Value8 follows the International Private Equity and Ventures Capital Valuation Guidelines.

a | Listed investments
The listed investments in MKB Nedsense's portfolio are traded on the regulated market. A feature of a regulated market is that the closing prices of the listed investments are both available and representative of the fair value of the listed investments. In accordance with IFRS 13-B34, listed investments in an active market are valued at the closing price on the valuation date. In principle, for investments in listed companies in an inactive market, the closing price on the balance sheet date is initially used if there are frequent transactions during the reporting year. If there are no frequent transactions during the year under review in an inactive market, a discount is applied to the share price on the balance sheet date.

The discount applied is verified by a DCF calculation or multiple analyses used as supporting information. If shares are held in a listed investment that are not exchangeable (letter shares), a discount is applied to the share price on the balance sheet date for illiquidity reasons.

Active and inactive market
An active market is one that meets the following criteria:

- the financial instruments traded in a market are homogeneous
- there can normally be found buyers and sellers at any time (there are frequent market transactions)
- the prices are available to the public

An inactive market is one where the market is not well developed. A market is not well-developed if there are no frequent transactions during the reporting period.

b | Private equity investments
Private equity investments in the company's portfolio include unlisted associates and unlisted investments ('available for sale'). With these investments, there is an intention to dispose of the interest in due course. These investments relate to unlisted companies (therefore not liquid), so these interests are classified as non-current assets. Private equity investments are recognised on a fair value basis, with recognition of fair value changes through income. Given the underlying characteristics of the private equity investments in the investment portfolio (unlisted large, medium and small enterprises), fair value is determined based on the price of a recent transaction (IFRS Level 1) or using a DCF calculation (IFRS Level 3). In exceptional cases, the multiplier method (IFRS Level 1) is used, incidentally, only if the underlying characteristic of the investment justifies applying a multiplier method. For investments in which no future cash flows are expected, except for the settlement of the company to be liquidated, the fair value is determined using the Net assets method (IFRS Level 3).

Valuation methods
The price of a recent transaction (valuation of private equity investments). When initially accounting for a private equity investment, the transaction price, excluding transaction costs, is used as the fair value of the investment (IFRS 9 - 5.1.1). Specific factors related to the transaction are considered to assess whether the transaction price is representative of fair value:

- different rights linked to the new and already existing investments (shares)
- disproportionate dilution to existing shareholders when new shareholders join
- a new strategic investor rather than a financial investor
- a transaction that qualifies as a 'forced sale' or 'rescue package'

The length of the period during which the most recent transaction price is still representative of the fair value measurement depends on the specific circumstances of the underlying private equity investment. In stable market conditions with few changes within the company and/or external market conditions, the length of the period in which the recent transaction price can be used is longer than in a period of rapid change. Value8 applies the price of a recent transaction for up to one year after that transaction.

Available market prices (valuation of listed investments)
For listed interests, the closing price on the valuation date is used to determine the fair value of the investment. A precondition is that there is an active market.

The specific elements MKB Nedsense considers in the analysis to determine whether there is an active market are:

- analysis of the frequency of market transactions: are there sequential transactions in the market every month throughout the year?
- analysis of the volume of transactions sequentially throughout the year
- proximity of transactions in relation to the valuation date: are there any recent transactions?
- is there a provision of current market information by the company being valued, and is there a correlation between the

market information provided and the development of the share price?
- is sufficient public information about the company to be valued available?

If MKB Nedsense concludes that there is an inactive market, MKB Nedsense uses the share price as an indication of fair value, using an additional valuation method (supporting valuation by means of a DCF calculation) to determine the discount at which an acceptable fair value is determined.

Regarding a possible discount to the share price (IFRS Level 2 valuation or IFRS Level 3 valuation derived from share price), the relevance of the objectively observable input variable (de facto closing price of the identical or comparable share) is first evaluated. If relatively low volumes in relation to outstanding shares (potentially) lead to the conclusion that there is an inactive market, MKB Nedsense determines whether frequent transactions take place during the reporting period. If this is the case, the share price is qualified as a reliable indicator for a fair value valuation of identical financial instruments.

With respect to non-identical but comparable financial instruments (lettered unlisted shares of listed investments), the closing price of the comparable financial instrument is used as the basic input variable for fair value measurement. A markdown is applied to this basic input variable depending on the following:

- Liquidity restriction because the financial instrument cannot be traded on the stock exchange (also applies to non-convertible listed letter shares in listed companies): 20%;

- Liquidity restriction for financial instruments not tradable on the stock exchange (applicable to non-listed letter shares of listed companies) where there is a conversion right to convert the shares into listed shares. Deduction percentage to be applied on account of possible delay period for prospectus obligation: 20%;

- Liquidity restriction because the listed financial instrument is subject to a 'lock-up' period: 5% - 20%, whereby the discount percentage becomes lower as the lock-up period becomes shorter;

- Non-controlling interest or controlled interest: 20%;

- In exceptional cases, the discount bandwidth to be applied can be deviated from if there is a demonstrable other indicator for the fair value.

Within the defined bandwidth, the actual exit percentage is used on an estimation basis. The starting point here is a representative exit price between market participants in the current market.

5.7 Trade receivables and accruals

Trade and other receivables are recognised initially at fair value and subsequently at amortised cost using the effective interest method and net of the provision for bad debts. A provision for bad debts is recognised when it is assumed that a receivable or part of a receivable will not be collected. The amount of the provision is determined as the difference between the carrying amount of the receivable and the present value of estimated future cash flows. The addition to the provision is recognised in other operating expenses in the income statement.

5.8 Cash and cash equivalents

Cash and cash equivalents consist of cash and bank balances and other demand deposits. Bank overdrafts are included in current liabilities. Cash is measured at face value.

5.9 Equity of MKB Nedsense

MKB Nedsense's ordinary shares are classified as equity. The purchase price of repurchased shares is deducted from other reserves until these shares are cancelled or reissued. The dividend payable to holders of ordinary shares is recognised as a liability when the Annual General Meeting approves the dividend proposal.

5.10 Provisions

Provisions are determined based on estimates of future cash outflows from legally enforceable or constructive obligations as a result of a past event of uncertain size or timing of settlement, which are related to the business activities and for which a reliable estimate can be made.

5.11 Other non-current liabilities

Other non-current liabilities are measured on initial recognition at fair value, net of directly attributable transaction costs. After initial recognition, these liabilities are measured at amortised cost using the effective interest method.

5.12 Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently at amortised cost.

5.13 Employee benefits

MKB Nedsense has no long-term employee benefits.

5.14 General overview of comprehensive income

Revenues and expenses are recognised in the year to which they relate.

5.15 Operating income

Operating income consists mainly of fair value changes in private equity investments and listed investments and realised transaction results on private equity investments and listed investments.

5.16 Leases

Lease contracts where a major part of the advantages and disadvantages associated with ownership do not lie with the company are accounted for as operating leases. Operating lease obligations are recognised in profit or loss on a straight-line basis over the term of the contract. Lease contracts whereby the company acts as lessee, and the advantages and disadvantages associated with ownership lie with the company are accounted for as financial leases. Benefits from financial leases are recognised in the income statement on a straight-line basis in proportion to the term of the contract. MKB Nedsense has no contracts that classify as financial leases.

5.17 Finance income and expense

Finance income and costs are allocated to the period to which they relate. Interest income is recognised on a time-proportion basis using the effective interest method.

5.18 Corporate tax

Income tax comprises current and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in the consolidated statement of comprehensive income. In the latter case, the related tax is also recognised directly in the consolidated statement of comprehensive income. Tax due and recoverable for the reporting period consists of income tax on taxable profit, which is calculated using the applicable tax rates. This takes into account exempt profit components and non-deductible amounts, as well as adjustments to tax for previous financial years.

Deferred taxes are recognised for temporary differences between the tax values of assets and liabilities and their carrying amounts in the financial statements. If a deferral would arise on initial recognition in the financial statements of an asset or liability arising from a transaction that affects neither the commercial nor the taxable result, it is not recognised.

Deferred taxes are calculated based on enacted tax rates and laws that apply or have been enacted materially by the balance sheet date and are expected to apply when the related deferred tax asset is realised, or the deferred tax liability is paid. Deferred tax assets for tax loss carryforwards are capitalised only to the extent that it is probable that offsetting can take place against future taxable profits. Deferred tax assets and liabilities with the same term and with the same tax entity are netted on the balance sheet to the extent that a legal right to offset exists.

5.19 Earnings per share

Earnings per share are calculated by dividing net income by the weighted average number of shares outstanding during the year. To arrive at diluted earnings per share, ordinary shares that would have been outstanding if the financial equity instruments—convertible bonds or stock options— had been converted into ordinary shares are also included.

5.20 Cash flow statement

The cash flow statement is prepared using the indirect method. Receipts and payments relating to taxes are included under net cash flow from operating activities. Dividends paid are included under cash flow from financing activities.

6. Notes to the financial statements

6.1 Private equity investments

MKB Nedsense finances companies in the investment portfolio with a loan where appropriate. MKB Nedsense monitors the fair value of private equity investments based on the total asset value of the underlying private equity investment.

	31-12-2024			IFRS Level	31-12-2023			IFRS level
Private equity investments	Equity investment	Loans	Total	Equity investment	Equity investment	Loans	Total	Equity investment
Axess Group	257	1,313	1,570	3	61	1,823	1,884	3
GNS Brinkman	2,512	1,116	3,628	3	343	1,650	1,993	3
Other private equity investments	- 447	544	97	3	916	524	1,440	3
	2,322	**2,973**	**5,295**		**1,320**	**3,997**	**5,317**	

Loans granted have been valued based on IFRS Level 1 systematics. Other private equity investments consist of the investments in Value8 Tech Services, Value8 Tech Group and TIB-TEC.

The movements in private equity investments are as follows:

Private equity investments	Balance 31-12-2023	Investments	Other changes	Revaluation	Balance 31-12-2024
Axess Group	61	-	600	- 404	257
GNS Brinkman	343	-	600	1,569	2,512
Other private equity investments	916	-	- 169	- 1,194	- 447
	1,320	**-**	**1,031**	**- 29**	**2,322**

The movements in loans to private equity investments are as follows:

Loans to private equity	Balance 31-12-2023	Investments	Divestments	Other changes	Interest	Balance 31-12-2024
Axess Group	1,823	-	-	- 600	90	1,313
GNS Brinkman	1,650	-	-	- 600	66	1,116
Other private equity investments	524	-	-	6	14	544
	3,997	**-**	**-**	**- 1,194**	**170**	**2,973**

The loans have an indefinite maturity; however, they can be changed by the borrower without any penalty.

Based on the characteristics, the loans have a semi-permanent financing character. Accordingly, the loans are classified under fixed assets. The average interest rate is 4%. In accordance with IFRS 9, provisions are formed on loans granted on the basis of the individually assessed risk profile and collateral provided. There are no assets classified as credit-impaired.

The loan from Value8 Tech Group N.V. (31 Dec 2024: € - | 31 Dec 2023: € 162) is presented in current liabilities.

6.1.1 Assumptions used in determining the fair value of equity interests

The valuations of the private equity investments are almost all based on a DCF calculation (Level 3 valuation). The DCF calculations are based on a general MKB Nedsense DCF valuation model. The assumptions from the MKB Nedsense DCF valuation model used in the DCF calculations are shown below.

The risk-free interest rate (equity cost rate) is 3.0% and is based on an average forward rate used by Dutch companies following an annual survey by Fernandez and Acin (survey March 2024: 2.9%). Also, in the last financial year, a risk-free interest rate of 3.0% was applied. The market risk premium used is 5.4% and is also based on the annual survey by Fernandez and Acin (2023: 5.6%).

The firm-specific risk (cost of equity) was determined using an analysis of weighted identified risk factors (in the range between 0% and 9.19%)) and an illiquidity premium of 2%). Firm-specific risk (alpha) was treated as a component of the 'unlevered' cost of equity. The 'unlevered' cost of equity has been 'delivered' using the capital ratios and the cost of debt (cost of equity 'levered').

The cost of debt after tax is determined on the basis of the financing capacity of the respective company and on observations of comparable companies within the investment portfolio. In addition, the tax deductibility of interest expenses based on the nominal tax rate ('tax shield') is taken into account.

Regarding capital ratios, for the purpose of determining the discount rate, the average capital ratio was determined based on a weighted average capital structure of comparable companies in a selected industry (Damodaran database).

The WACC resulting from the previous method is used in the calculation of the fair value of the specific company.

All DCF valuations distinguish between a forecast period and a 'residual value'. The residual value is calculated based on the 'perpetuity approach'. The cash flow from the last forecast year is treated with a 'terminal growth rate' of 2.0%. The enterprise value is calculated by summing the present value of the free cash flows in the forecast period with the present value of the residual value.

Shareholder value is calculated by reducing the enterprise value by net debt items, such as loans from shareholders and financial institutions, provisions, deferred tax liability and MKB Nedsense financing. This amount is then settled with the value of any non-operating assets and cash-like items, such as excess cash.

6.1.2 Axess Group

Fair value measurement as at 31 December 2024

The valuation at 31 December 2024 is based on a DCF (IFRS Level 3) analysis performed.

Cash flow forecasts are based on reasonable and substantiated assumptions made by local management. In preparing the forecasts, numerical analyses of realised margins and sales trends have been used. Forecast 2025 assumes 13% higher sales than realised sales in 2024. The budgeted growth is based on the well-filled order book, taking into account the effects of nitrogen issues in the construction sector. The forecast period is five years. With regard to revenue projections over the forecast years up to and including 2029, an average revenue growth of 3.9% per year (CAGR) from realised sales in 2024 has been assumed. The forecasted gross margin of 44% is based on the realised 2024 gross margin of 44%. The forecast for 2025 to 2029 assumes an average increase of 5.8% per year in staff costs. From 2025 to 2029, operating expenses increase on average yearly by 4.0% compared to 2024.

The fair value of Axess Group was determined using the general MKB Nedsense DCF valuation methodology. The Axess Group-specific valuation used the following determinants: Debt/Equity ratio of 69.7%, company-specific risk (alpha) of 6.2% and a cost of debt of 5.8%. Based on the general MKB Nedsense DCF valuation methodology, a WACC of 14.62% was used as a resultant in the valuation.

6.1.3 GNS Brinkman

Fair value measurement as of 31 December 2024

Cash flow projections are based on reasonable and substantiated assumptions made by local management. In preparing the forecasts, numerical analyses of realised margins and sales trends have been used.

Forecast 2025 assumes more or less equal sales compared to 2024 realised sales, based on the well-filled order book. The forecast period is five years. With regard to sales projections for the forecast years 2025 to 2029, an average sales increase of 2.2% (CAGR) annually compared to the 2024 realisation has been assumed. The forecast gross margin is assumed to change from 49% realised in 2024 to 50% in the years thereafter. The forecast through 2029 assumes an average increase in staff costs of 3.8% per year compared to 2024. Regarding operational costs, an average cost increase of 3.6% per year compared to 2024 has been assumed.

The fair value of GNS Brinkman was determined using the general MKB Nedsense DCF valuation methodology. The GNS Brinkman specific valuation used the following determinants: Debt/Equity ratio of 69.7%, company-specific risk (alpha) of 6.2% and a cost of debt of 5.8%. Based on the general MKB Nedsense DCF valuation methodology, a WACC of 14.09% was used as the resultant in the valuation.

6.1.4 Sensitivity analysis

The DCF valuation models include certain input variables relating to revenue growth and WACC. Sensitivities related to these input variables are shown below.

If the models had used an annual one percentage point lower/higher revenue growth or a one percentage point higher/ lower WACC, assuming an unchanged cost structure and unchanged investment level, the calculations would have led to the following possible additional value changes:

31 December 2024

	Sales growth -1%	WACC +1%
Axess Group	- 227	- 86
GNS Brinkman	- 448	- 167

	Sales growth +1%	WACC -1%
Axess Group	214	101
GNS Brinkman	461	197

31 December 2023

	Sales growth -1%	WACC +1%
Axess Group	- 156	- 130
GNS Brinkman	- 470	- 77

	Sales growth +1%	WACC -1%
Axess Group	160	155
GNS Brinkman	450	90

6.1.5 Fair value principles for other private equity valuations

Other private equity investments consist of investments in Value8 Tech Services, Value8 Tech Group and TIB-TEC. Both Value8 Tech entities are valued according to the Net Asset Method.

During 2024, TIB-TEC did not achieve a listing on the Swiss stock exchange: BX Swiss stock exchange (again). The €1.8 million investment has been paid partly (one-third) in cash and partly (two-thirds) in new MKB Nedsense shares.

MKB Nedsense has certain guarantees from the company and major shareholders, among which are the unfolding of the initial transaction. In 2024, MKB Nedsense has pursued the possibility of maximising the value for MKB Nedsense while lowering the exposure. In 2025, MKB Nedsense will intensify its activities, including possible legal actions to safeguard the investment and guarantees. At this moment, MKB Nedsense is not certain that the investment in TIB-TEC will have a positive return in the future. There is a risk that legal actions may be necessary to unwind the transaction. Despite having guarantees from the company and the major shareholder, the value of the investment was devalued by 50% or €900k in 2024.

6.1.6 Overview of private equity investments

Private equity investments	City/country	Shareholding in %	
		31-12-2024	31-12-2023
GNS Brinkman B.V.	Amsterdam, the Netherlands	100%	100%
Get Up Group B.V.	Bussum, the Netherlands	100%	100%
GNS Group B.V.	Amsterdam, the Netherlands	100%	100%
Other private equity investment			
Value8 Tech Group N.V.	Amsterdam, the Netherlands	100%	100%
Value8 Tech Services B.V.	Amsterdam, the Netherlands	100%	100%

The statement, in accordance with Article 2:379 of the Dutch Civil Code, has been filed with the Chamber of Commerce.

6.2 Listed investments

Listed investments	Balance 31-12-2023	Investments	Divestments	Fair value Changes	Balance 31-12-2024
Almunda Professionals N.V.	2,175	99	–	- 262	2,012
	2,175	**99**	**–**	**- 262**	**2,012**

6.3 Loans to related parties

Loans to related parties	Balance 31-12-2023	Investments	Divestments	Interest	Balance 31-12-2024
Value8 N.V.	2,238	-	- 48	143	2,333
	2,238	**-**	**- 48**	**143**	**2,333**

For further explanation, please refer to note 6.11

6.4 Receivables and accruals

All receivables and accruals have a maturity of less than one year. The maximum credit risk consists of the carrying amount of receivables and accruals recognised as of the reporting date.

6.5 Cash and cash equivalents

The balance of cash and cash equivalents is at free disposal. The maximum credit risk is the carrying amount of cash and cash equivalents recognised as the reporting date.

6.6 Share capital

The authorised share capital is 100 million ordinary (listed) shares with a par value of €0.01 and 69 million A shares (unlisted shares) with a par value of €0.01.

At the end of 2024, the issued capital was €1,000 consisting of 59.4 million A-shares and 40.6 B-shares, both of €0.01 par value.

Capital management

Equity, the capital managed by the board, is maintained as much as possible by pursuing the most efficient cost structure. The board also actively seeks activities that contribute to the company's capital growth.

Earnings per share

The calculation of earnings per share for 2024 is based on the profit attributable to shareholders of €64 (2023: €158) and an average number of outstanding shares of 100 million shares (2023: 100 million shares).

Earnings per share for 2024 is €0.00 (2023: €0.00). Diluted earnings per share equals earnings per share, as there are no exercisable rights to MKB Nedsense's shares.

6.7 Trade and other payables

Other liabilities	31-12-2024	31-12-2023
Creditors	21	14
Accrued liabilities	358	368
	379	**382**

Other payables and accruals have a maturity of less than one year.

6.8 Financial instruments measured at fair value

Fair value determination for private equity investments has been done on the basis of a so-called DCF analysis (Level 3 valuation). In exceptional cases, for non-material holdings and entities without operating cash flow, the net-asset value is considered representative of fair value (Level 3 valuation).

Loans receivable are non-current financial assets with fixed or determinable market payments that are not valued in an active market. After initial recognition at cost (fair value at initial recognition), the loans are measured at amortised cost less any impairment losses where there are doubts about the collectability of the loan. Due to fixed or determinable market-based loan terms, the amortised cost of the loans equals fair value.

For a further specification of the valuation of the private equity investments and the loans receivable, please refer to the relevant balance sheet item.

6.9 Contingent liabilities

MKB Nedsense has no contingent liabilities besides the above warrants as of 31 December 2024.

6.10 Risks

MKB Nedsense—like any business—is exposed to risk. The increasing complexity of society and the investment projects in which MKB Nedsense is involved, as well as changing laws and regulations, compel significant risk awareness. Risk management is the process of identifying, evaluating, controlling and communicating risks from an integrated and organisation-wide perspective. It is a continuous process because timeliness and taking action in changing circumstances demand it.

This chapter describes the risks faced by MKB Nedsense as an investment company as well as the operational and financial risks associated with MKB Nedsense's investment activities.

The company is convinced that risk management is a necessary part of sound management and sustainable business development. Through its risk management and an appropriate balance between risks and returns, the company aims to maximise business success and shareholder value. Optimal risk management should also contribute to achieving strategic objectives, optimising operational business processes in terms of effectiveness and efficiency, increasing the reliability of financial reporting, and monitoring operations in accordance with regulations, laws and codes of conduct.

The following describes the risk factors considered most important to which the company is subject. The order of the risks described below is arbitrary.

Economic risk

The fluctuations in the economic cycle, as well as all other risks to which MKB Nedsense's portfolio companies are subject, have a potential impact on the results of the private equity investments and, therefore, also on the valuation of the private equity investments on MKB Nedsense's balance sheet. As MKB Nedsense has a highly differentiated portfolio spread across various investments with activities in various sectors, the impact of fluctuations in the economic cycle tends to be very different.

Difficult economic conditions may adversely affect not only the valuation of MKB Nedsense's existing portfolio but also the quantity and quality of available new investment opportunities, exit opportunities for existing investments and, as a result, cash generation. It follows that MKB Nedsense's revenues, earnings and cash flow are subject to a variety of elements and may also fluctuate significantly. As a result, MKB Nedsense cannot guarantee that it can implement its dividend policy under all circumstances.

Market risk
In addition, the valuation of unlisted private equity valuations under IFRS may also depend on several market-related elements (including via comparison with a listed peer group). However, the volatility of these market developments does not necessarily reflect the performance of the investment in question. This means that the unrealised revaluations on the non-listed MKB Nedsense portfolio and, as such, MKB Nedsense's result may also be determined significantly by market developments.

Competitive risk
MKB Nedsense operates in a competitive market characterised by both local and

international private equity players and by a rapidly changing competitive landscape. MKB Nedsense's success is largely determined by its ability to hold its own in a highly competitive and differentiating position.

Liquidity risk
MKB Nedsense's portfolio consists of unlisted private equity investments and, as a result, less liquid. The realisation of unrealised revaluations on private investments is uncertain, can take quite some time and is sometimes legally or contractually restricted during certain periods (lock-up, standstill, closed period). It also depends, among other things, on the development of the results of the investment in question, on the business cycle in general, and on the availability of buyers and financing. As such, the illiquidity of its assets poses a risk to MKB Nedsense's results and cash flow generation. The focus in managing liquidity risk is on the net financing headroom, consisting of free available cash and available credit facilities, in relation to financial liabilities.

MKB Nedsense has a number of funding sources at its disposal for this purpose, including dividend payments by companies from the investment portfolio, repayment of debts by companies from the investment portfolio to MKB Nedsense, interest payments on loans granted by MKB Nedsense to private equity investments, full or partial sale of investments, issuance of ordinary shares or preference shares, raising (re)financing by MKB Nedsense and/or (re)financing of companies in the investment portfolio. As a result, the Executive Board considers the liquidity risk to be limited.

Credit risk
Credit risk is the risk of financial loss to MKB Nedsense if a customer or counterparty to a financial instrument fails to meet the contractual obligations entered into. The exposure to credit risk of MKB Nedsense is mainly determined by the individual characteristics of individual debtors. In respect of financial instruments measured at fair value, credit risk is discounted in the fair value measurement.

Loans granted are granted to parties with initial creditworthiness checks. Write-downs were made on the loans in the past. Adequate provisions are expected to be recognised on the loans recognised as of the reporting date.

Cash and cash equivalents are held with credit institutions with at least a credit rating of A.

The other asset items under loans and receivables are recognised at amortised cost, which, given the short maturity, are almost equal to the nominal value.

Personnel risk
MKB Nedsense relies significantly on its director's experience, commitment, reputation, deal-making skills, and network to achieve its objectives. Human capital is a very important asset for the company. Therefore, the director's departure may negatively impact MKB Nedsense's operations and results.

Capital risk policy
At MKB Nedsense, equity qualifies as capital. The company aims to use the majority of the retained reserves for investments in the context of organic growth and acquisitions. The company is not subject to external requirements around the capital to be held. In the context of financing growth, MKB Nedsense expects to maintain a relatively low pay-out ratio in the coming years, with the aim of at least maintaining any dividend.

6.11 Related parties

As related parties of MKB Nedsense can be distinguished: the companies that are part of MKB Nedsense's investment portfolio, the members of the Supervisory Board and the members of the Executive Board and Value8. 3L Capital Holding B.V. also qualifies as a related party.

Related party transactions

Transactions with companies in the investment portfolio are conducted at arm's length on terms comparable to transactions with third parties. Ultimo 2020, MKB Nedsense provided a short-term loan with a principal amount of €2,300 to Value8 with an interest rate of 3% plus twelve-month Euribor. In 2024, €48 was repaid by Value8 (2023: €75), and interest was credited. In addition, there is a receivable from Value8 of €136 (see note 6.3) at year-end 2024 (2023: €129).

This concerns a current account relationship where Value8 ensures repayment if necessary for the ongoing obligation and implementation of MKB Nedsense's strategy. The interest rate is 1.25% per quarter.

Remuneration of Executive and Supervisory Board members

The remuneration of the members of the Supervisory Board is independent of the company's results. The number of Supervisory Board members at the end of 2024 is 1 (2023: 2).

Supervisory Board	2024	2023
Gerben Hettinga	12	12
Derek van Dam	5	10
	17	**22**

Board of Directors	2024	2023
Peter Paul de Vries	15	15
	15	**15**

Within MKB Nedsense, 'key' personnel consist of the Executive Board and the Supervisory Board. For the remuneration policy, please refer to Chapter 7 of the annual report.

Other comments

According to the AFM register and company register, the following notifications of an interest of more than 3% in the company's share capital were known as of the date of the annual report:

• Value8 N.V.	62.69%.
• J.P. Visser	15.19%
• P.P.F. de Vries (3L Capital Holding)	4.94%
• St. Admin TI Holdings	8.70%

6.12 Events after the balance sheet date

There are no subsequent events relevant to the financial statements.

6.13 Fair value changes private equity investments and non-current receivables

Fair value changes private equity investments and non-current receivables	2024	2023
Axess Group	- 404	–
GNS Brinkman	1,569	- 22
Other private equity investments	- 1,194	- 88
Other non-current receivables	-	-
	- 29	**- 110**

Fair value movements relate to revaluations on the value of private equity interests and expected effects from earn-out agreements.

6.14 Interest loans to private equity investments

Interest loans to private equity investments	2024	2023
Axess Group	90	85
GNS Brinkman	66	63
Other private equity investments	14	20
Total interest loans to private equity investments	**170**	**168**

6.15 Wages, salaries and social charges

Wages, salaries and social charges	2024	2023
Wages and salaries	37	37
Social charges	–	–
Other personnel costs	–	–
	37	**37**

During the 2024 financial year, an average of 0 full-time employees were employed within the company (2023: 0). Salaries relate to remuneration for the Executive Board and Supervisory Board (see Section 6.11).

6.16 Other operating expenses

Other operating expenses	2024	2023
Consultancy fees	–	–
General operating expenses	24	* - 37
	24	**- 37**

* uncertainty regarding some operating expense accruals (e.g. audit fees) have been cleared during 2023, resulting in a balanced other operating income in operating expenses.

6.17 Financial income and expenses

Financial income and expenses	2024	2023
Financial income		
Interest loans to related parties	143	134
Total financial income	**143**	**134**
Financial expenses		
Bank charges & interest	1	1
Total financial income	**142**	**133**

6.18 Income taxes

Taxes reported as a percentage of results before tax are 0% (2023: 0%). The reconciliation between income tax as reported in the income statement based on the effective tax rates and tax expense based on the local domestic tax rate is as follows:

	2024		2023	
Result before tax		64		158
Corporation tax based on domestic rate	- 19%	12	- 19%	30
Prior-year adjustments	–	–	–	–
Impact non-taxed results	19%	- 12	19%	- 30
Effect of offsets within fiscal unity	–	–	–	–
	0%	**-**	**0 %**	**-**

MKB Nedsense formed a fiscal unity for corporate income tax purposes with Value8 Tech Group N.V., Value8 Tech Services B.V., GNS Brinkman B.V., Axess B.V., Get Up Group B.V., GNS Group B.V., Brinkman Rolluiken B.V., GNS Brinkman B.V. and GNS Property B.V. until ultimo December 2019. As a result, the company is jointly and severally liable for the corporate income tax of the combination as a whole.

MKB Nedsense extended its 2019/20 financial year to cover the period from 1 January 2019 to and including 30 December 2020. Due to the extension of the financial year, fiscal unity was terminated. However, as 1 January 2023, the fiscal unity was restored.

At the end of 2024, MKB Nedsense N.V. reported tax loss carry forwards of €670 (2023: €1,038), with the full amount available for carry forward. No amounts relating to taxes were recognised directly in equity in the 2024 financial year.

6.19 External auditors' service fees

In 2024, Value8 accounted for the following costs for the audit services to GCP Auditors Ltd. For the year 2023, there was no successful audit engagement.

	2024	2023
Examination of financial statements	65	-
Other control assignments	-	-
Consulting services	-	-
	65	**0**

6.20 Proposed appropriation of profit

The Executive and Supervisory Boards propose that no dividend be paid for the 2024 financial year.

Bussum, 6 May 2025

Board of Directors
Peter Paul de Vries

Supervisory Board
Gerben Hettinga

7. Other data

7.1 Statutory provisions on profit appropriation

Article 38 of the articles of association reads as follows:
38.1 Each year, the Management Board, with the approval of the Supervisory Board, determines what portion of the profit - the positive balance of the profit and loss account - will be reserved.

38.2 The part of the profit remaining after reserving, according to Article 38.1, is distributed as a dividend on the shares.

38.3 Distributions to shareholders can only take place up to the amount of the distributable part of the equity.

38.4 Distribution of profits is made after the adoption of annual accounts, which shows that it is lawful.

38.5 If a loss is incurred in any year, no dividend will be paid in respect of that year. No dividend will be paid in subsequent years until the loss balance has been cleared by offsetting it against profits. The General Meeting may, however, on a proposal of the Board of Management, which has been approved by the Supervisory Board, resolve to offset a loss balance in whole or in part against the distributable part of the shareholders' equity or also to pay out a dividend against the distributable part of the shareholders' equity.

38.6 The Management Board may decide to distribute an interim dividend. The resolution is subject to the approval of the Supervisory Board.

38.7 Distributions to shareholders are also subject to Sections 2:104 and 2:105 of the Civil Code.

7.2 Amendment of articles of association

Throughout 2023 and 2024, there were no changes of the articles of association.

7.3 Audit report

MKB Nedsense appointed GCP Auditors Ltd as auditor for the 2024 Annual Report.

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INDEPENDENT AUDITOR'S REPORT

To: The shareholders and supervisory board of MKB Nedsense N.V.

Report on the audit of the financial statements 2024 included in the financial statements

Our qualified opinion

We were engaged to audit the financial statements 2024 of MKB Nedsense N.V. based in Amsterdam. The financial statements comprise the company financial statements.

In our opinion, except for the possible effects of the matter described in the 'Basis for our qualified opinion' section, the accompanying financial statements give a true and fair view of the financial position of MKB Nedsense N.V. as at 31 December 2024 and of its result and its cash flows for 2024 in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

1. the statement of financial position as at 31 December 2024;
2. the following statements for 2024: income statement, changes in equity and cash flows; and
3. the notes comprising material accounting policy information and other explanatory information.

Basis for our qualified opinion

The corresponding figures included in the financial statements are derived from the financial statements of the previous financial year, on which a qualified opinion was expressed. In respect of the importance of the following finding:

The financial statements of MKB Nedsense N.V. for the year ended 31 December 2024 include comparative figures for 2023 that have not been audited. As a result, sufficient appropriate audit evidence could not be obtained regarding the completeness and accuracy of the prior year’s income statement, changes in equity, and cash flows. However, we performed a full audit of the statement of financial position as at 31 December 2024, including supporting ledgers and subledgers.

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the 'Our responsibilities for the audit of the financial statements' section of our report.

We are independent of MKB Nedsense N.V. in accordance with the EU Regulation on specific requirements regarding statutory audit of public-interest entities, the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics for Professional Accountants).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Information in support of our opinion

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The information in respect of going concern, fraud, non-compliance and they audit matters in support of our opinion was addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

Materiality

Based on our professional judgement we determined the materiality for the financial statements as a whole at EUR 143.500. The materiality is based on 1,5% of Equity. We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the financial statements for qualitative reasons.

We agreed with the supervisory board that misstatements in excess of 3% of performance materiality, which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

Audit response to the risk of fraud and non-compliance with laws and regulations

In chapter ’6.10. Risk factors’ of the annual report, the Board of Management describes its procedures in respect of the risk of fraud and non-compliance with laws and regulations.

With respect to MKB Nedsense’s risk management in relation to fraud and non-compliance, we performed procedures aimed at evaluating the governance, risk management, and compliance framework in place. These procedures included, among others, an assessment of MKB Nedsense’s Code of Conduct and the whistle blower policy.

We reviewed the minutes of meetings of the supervisor board, in which any identified incidents of (suspected) fraud or non-compliance were discussed. In addition, we evaluated the procedures in place to investigate such incidents.

As part of our audit, we held inquiries with the Management Board, Supervisory Board, and relevant functions such as legal counsel and CFO. We also reviewed relevant correspondence with supervisory authorities and regulators, where applicable.

To further enhance our audit response, we incorporated elements of unpredictability by varying our audit scoping approach and review of payment process.

Based on our risk assessment, we identified laws and regulations that, if not complied with, could have a material impact on the financial statements. These include, among others: anti-corruption and bribery legislation, competition laws, AFM Notification Obligation data privacy regulations, and financial reporting requirements.

In accordance with auditing standards, including the presumed risk of management override of controls under ISA 240, we identified and addressed the following fraud risks relevant to our audit:

Risk:

- Management is in a unique position to manipulate accounting records and prepare fraudulent financial statements by overriding controls that otherwise appear to be operating effectively
- The key opportunities for management manipulation are within the manual elements of the control environment, such as journal entries and accounting estimates that require significant judgment (valuation of private equity investments)

Responses:

- We have performed a risk-based journal entry testing, including selection based on non-standard and unusual account combinations, looking into journal entries that does not follow the usual pattern
- We evaluated areas with significant management judgment for bias by the Company's management. Where deemed appropriate, we involved specialists and performed retrospective reviews of prior years' estimates.
- We assessed the appropriateness of changes compared to prior year in the methods and underlying assumptions used to prepare accounting estimates.
- We have performed a review of related party transactions for completeness, proper authorization, and arm's length terms.
- We have a risk based analytics procedures on payments occurred during the year to ensure no unauthorized payments have been made.

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Audit response to going concern
The board of directors has performed its going concern assessment and has not identified any going concern risks. Our main procedures to assess the board of directors assessment were:

- We considered whether the board of directors assessment of the going concern risks includes all relevant information of which we are aware as a result of our audit;
- We analyzed the company's financial position as at year-end and compared it to the previous financial year in terms of indicators that could identify going concern risks;
- We inquired with the board of directors on the key assumptions and principles underlying the board of directors assessment;
- The outcome of our risk assessment procedures did not give reason to perform additional audit procedures on management's going concern assessment.

Our key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements. We have communicated the key audit matters to the supervisory board. The key audit matters are not a comprehensive reflection of all matters discussed.

In addition to the matter (matters) described in the 'Material uncertainty related to going concern' and 'Basis for our qualified opinion' sections we identified the following key audit matter(s).

1. Valuation of private equity investments

Description
Private equity investments represent a significant portion of the entity's total investments and are measured at fair value through profit or loss in accordance with IFRS 13 – Fair Value Measurement. The determination of fair value for these investments involves a high degree of estimation uncertainty, as there are typically no quoted market prices available. Instead, valuations are based on internal models such as discounted cash flow analyses or market multiples.
These models require significant judgment by management in estimating key assumptions, including expected future cash flows, discount rates, market comparables, and potential exit scenarios. Small changes in these assumptions can have a material impact on the reported fair values. Furthermore, the entity often relies on valuation updates and financial information provided by investment managers or underlying funds. The timeliness and completeness of this data vary and, in some cases, the information available at year-end is based on interim or unaudited figures. This introduces an additional layer of estimation uncertainty and risk regarding the reliability of the reported valuations as at the reporting date.

Our response
Our procedures for the valuation of the investments included:
- We have involved an external auditor expert to challenge and assess the key valuation assumptions and model by an independent valuator;
- We have obtained an understanding and evaluated the investment valuation process as of 31 December 2024, including a review of the governance and oversight framework, as well as an assessment of the design and operational implementation of relevant controls;
- We have performed an analytical procedures focused on fluctuations in reported results compared to expectations and historical trends (review of the backtesting procedures of the client);
- We have validated ownership of private equity investments of MKB Nedsnse N.V. by SPA and/or other legal;
- We have performed a review of the data used for DCF model and perform reconciliations, including review of management information of private equity investment;
- We have performed an impairment check for the investments valuated ‘at last price transactions’ and perform reconciliations, including review of management information of private equity investment;
- Critically assessing the reports provided by the engaged valuation specialists, including an evaluation of their qualifications, objectivity, and the reliability of their work.

Emphasis on a matter: Unaudited corresponding figures

The financial statements 2023 have not been audited. Consequently, the corresponding figures included in the income statement, the statements of changes in equity and cash flows and in the related notes are unaudited. The lack of audit evidence for the 2023 comparative profit and loss account and associated cash flows limits our ability to express an opinion on those figures. However, this scope limitation does not extend to the year-end equity position as at 31 December 2024, which was fully audited and substantiated. As a result, the equity presented in the statement of financial position at 31 December 2024 is considered true and fair, and this supports the decision to issue a qualified opinion limited only to the comparative financial performance information. We have audited the opening balance per 1 January 2024. No findings on the openings balance procedures. Income statement 2023 is unaudited. Our opinion is modified in respect to this matter.

Emphasis of matter regarding the valuation of Tib-Tec AG

Valuation of interest in Tib-Tec AG as at 31 December 2024

The interest in Tib-Tec AG is held in the form of non- voting depositary receipts. The company has indicated that, given the fact that the counterparty is not successful in IPO, MKB Nedsense N.V. will withdraw the transaction. We have fair value assessed based on information received from the management, if the fair value of investment is potential for impairments. Based on indications the impairments are processed in the fair value of the investment. As it is a start up is very difficult to assess the fair value of this investment. As a result, the uncertainty related to this valuation. Based on impairments processed on these investments we believe that the fair value of investment is not overstated. Our opinion is not modified in respect to this matter.

Report on the other information included in the annual report

The annual report contains other information, in addition to the financial statements and our auditor's report thereon. Except for the possible effects of the matter/matters described in the 'Basis for our 'qualified opinion' section, we conclude, based on the following procedures performed, that the other information:

- is consistent with the financial statements and does not contain material misstatements;
- contains all the information regarding the management report and the other information as required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the other information, including the management report of MKB Nedsense N.V. in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Engagement

We were engaged by the supervisory board as auditor of MKB Nedsense N.V. on 11 March 2025, as of the audit for the year 2024 and have operated as statutory auditor ever since that financial year.

No prohibited non-audit services

We have not provided prohibited non-audit services as referred to in Article 5(1) of the EU Regulation on specific requirements regarding statutory audit of public-interest entities.

Description of responsibilities regarding the financial statements

Responsibilities of management and the supervisory board for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with EU-IFRS and with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, management should prepare the financial statements using the going concern basis of accounting, unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

The supervisory board is responsible for overseeing the company's financial reporting process.

Our responsibilities for the audit of the financial statements
Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material misstatements, whether due to fraud or error, during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgement and have maintained professional scepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included among others:

- identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the investment entity's internal control;
- evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- concluding on the appropriateness of management's use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern.

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- evaluating the overall presentation, structure and content of the financial statements, including the disclosures; and
- evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We are responsible for planning and performing the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the financial statements. We are also responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We bear the full responsibility for the auditor's report.

We communicate with the supervisory board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit. In this respect we also submit an additional report to the audit committee in accordance with Article 11 of the EU Regulation on specific requirements regarding statutory audit of public-interest entities. The information included in this additional report is consistent with our audit opinion in this auditor's report.

We provide the supervisory board with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the supervisory board, we determine the key audit matters: those matters that were of most significance in the audit of the financial statements. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

Larnaca, 6 May 2025

GCP Auditors Ltd., drs. A. Hasko RA

Signed on original