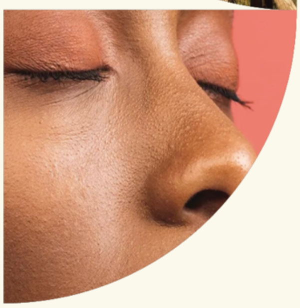
zero two nine



FULL YEAR REPORT 2024

SUPPORTING NEXT-GENERATION EXPERIENCES, HOSPITALITY & HAPPINESS

Kurfürstendamm 14
10719 Berlin
Germany

029 Group Annual Report 2024

Table of Contents

TO OUR SHAREHOLDERS

1. To Our Shareholders

A. 029 GROUP SE AT A GLANCE

We are a global hospitality and lifestyle investment platform blending luxury, technology and community to build and support category-defining brands aimed at making people's lives happier.

We believe that the next-generation of consumer brands will be built on connection, experiences and community.

As technology and AI will likely relieve human workload, new patterns of work, life and leisure are emerging and accelerating. These trends create opportunities in hospitality and lifestyle for innovation-driven entrepreneurship with a strong community focus.

029 Group backs the most audacious entrepreneurs with a hands-on investment approach, focusing on areas where we can add significant value through our platform, global network and company building expertise.

029 Group SE is based in Berlin, Germany

Key Facts:

- 5 Portfolio Companies as of the date of this Report
- Market Cap: EUR 77m as at 31 December 2024
- Preferred Investment Stage: Pre-Seed and Seed

B. LETTER TO OUR SHAREHOLDERS

Dear Shareholders,

Looking back, 2024 continued to be a challenging year characterized by geopolitical uncertainty. Our journey through the turbulent times of recent years has continued to test our resilience, adaptability and strategic foresight. In the following, I would like to outline how 029 Group SE has mastered these challenges and what impact they have had on our operating business and our portfolio companies. I would also like to look ahead to the coming year 2025 and provide a strategic outlook.

Venture Capital landscape in 2024

The venture capital environment in 2024 was characterized by cautious recovery. Declining inflation and falling interest rates provided some relief, yet geopolitical tensions and political events like the U.S. presidential elections and Germany's re-election added layers of uncertainty. These dynamics fostered a more selective investment climate, with heightened focus on sustainable growth and profitability.

Building resilience in a shifting landscape

In 2024, 029 Group SE successfully navigated a persistently challenging macroeconomic environment marked by inflationary pressures, rising interest rates, and cautious investor sentiment. In response, we continued to refine our investment strategy, prioritizing disciplined valuation, operational efficiency, and robust unit economics to ensure the resilience and long-term success of our portfolio. Maintaining a hands-on approach, 029 Group SE actively supports its portfolio companies with strategic guidance on cost efficiency, revenue diversification, burn rate management, and enhancing their value propositions.

While key portfolio companies such as Limestone Capital, TRIP and Brother's Bond continued their remarkable growth trajectory and achieved important milestones, we remained cautious and proactive in our decision making. This focus ultimately led us to unwind our investment in Conscious Good in February 2024. On the other hand, we completed the successful sale of our stake in Emerald Stay in the same month. This exit, which was completed at a multiple of 2.7x invested capital, not only validated our investment thesis but also demonstrated our ability to create significant value.

As we move into 2025, we remain committed to a disciplined and adaptable approach, focusing on sectors where we see strong potential for innovation and growth. By leveraging our expertise and maintaining a clear strategic vision, we aim to deliver sustainable value for shareholders and stakeholders alike.

Portfolio resilience and key achievements

Reflecting on the year 2024, our portfolio companies have proven their versatility and execution capabilities, seizing opportunities to strengthen market positioning, enhance operational efficiency, and drive sustainable growth. Strategic shifts and innovations have further enabled expansion into new markets and consumer segments.

Some of the portfolio highlights are set out below:

Limestone Capital continued its strong momentum in 2024, further expanding its hospitality investment platform and optimizing its capital structure. Major acquisitions of new hotel assets, strategic minority investments in promising hospitality ventures, and the expansion of their own private credit strategy were driving the strategic and operational actions. As of today, the company has invested across hospitality platforms such as Aethos Hotels, Emerald Stay, Voaara, and MYNE Homes, as well as various operating real estate assets in European destinations such as Milan, Lisbon, Ericeira, Mallorca, and Corsica. Amongst others, key highlights included the buyout of Aethos Milan, the acquisition and re-opening of Aethos Sardinia, and a strategic investment in Selar (sustainable luxury cruises). Looking ahead, Limestone will focus on improving profitability by scaling fund management revenue and targeting value-add and opportunistic hospitality investments.

Hotelbird successfully navigated a challenging market landscape in 2024, characterized by labor shortages, rising costs, and a decline in business travel. Despite these challenges, the company maintained its leadership in digital guest journey solutions, expanding its footprint by partnering with additional hotel chains and independent hotels. The introduction of new features and services further enhanced customer competitiveness, while strengthened partnerships ensured seamless product integration. Key achievements included improvements in operational efficiency and service quality, reinforcing Hotelbird's position as an industry leader. Looking ahead to 2025, the company remains focused on continued innovation and strategic rollouts, ensuring it remains at the forefront of digital transformation in the hospitality sector.

TRIP experienced robust growth in 2024, achieving record sales and successfully expanding its product portfolio with the launch of high-margin supplements, including the Mindful Blends line. The brand's online subscription model drove significant subscriber growth, while its entry into Tesco solidified its presence across all top 10 UK grocery retailers. In the U.S., TRIP made substantial progress by securing key retail partnerships and increasing brand awareness through strategic collaborations, such as with the Calm App and ambassador Ashley Roberts. The company further strengthened its leadership team with key hires to support its growth and profitability. Building on this momentum, TRIP is well-positioned for continued success in 2025.

Brother’s Bond maintained a stable market presence in 2024 while implementing strategic initiatives to strengthen its financial position. The company successfully reduced operational losses and raised capital to retire debt, reinforcing its foundation for long-term growth. Expansion into the European market marked a significant milestone, with the establishment of a distribution network and the commencement of product shipments. In the U.S., a newly secured sales partnership, providing access to a dedicated sales team, is expected to drive future growth. Additionally, efforts to optimize production costs and improve margins are anticipated to enhance profitability, positioning the brand for a stronger trajectory in 2025.

fjör, the science-driven skincare brand, focused on optimizing its marketing strategy and operational efficiency throughout 2024. A refined approach in the latter half of the year led to improved performance and a more solid foundation for future expansion. The company gained deeper insights into its target audience, enabling a more effective customer acquisition strategy. Strong retention rates and optimized marketing efforts further reinforced the product-market fit, setting the stage for sustained growth. With these advancements, fjör is well-positioned to accelerate its expansion and capitalize on market opportunities in 2025.

OUTLOOK 2025

Looking ahead to 2025, we are cautiously optimistic about the macroeconomic environment. Stabilizing inflation and interest rates offer potential support for growth, but geopolitical uncertainties remain a relevant risk factor. Our strategy continues to focus on identifying high-potential investments that are aligned with long-term consumer trends, while actively supporting our portfolio companies with practical advice. We are committed to leveraging the strengths of our platform to deliver sustainable value for our shareholders.

The overall economic situation remains tense due to geopolitical conflicts and continued high volatility in the capital markets. This development poses significant challenges for both consumers and investors – particularly relevant for our investment areas of hospitality and lifestyle. Although further challenges may arise, our strategic focus and resilient portfolio give us the flexibility and strength we need to navigate uncertainties. I would like to express my sincere thanks to our shareholders for their continued trust and support. Together with our dedicated team and partners, we are confident that we will master the challenges ahead. 029 Group SE is well positioned to seize new opportunities and achieve sustainable growth.

Leon Sander

Leon Sander
Managing Director
Berlin, 23 April 2024

C. REPORT OF THE ADMINISTRATIVE BOARD

Dear Shareholders,

in the financial year 2024, the Administrative Board performed its duties incumbent upon it by law, the Rules of Procedure and the Articles of Association with due care and in full.

The Administrative Board managed the Company, determined the key lines of business operations and continuously monitored the work of the Managing Director, providing them with oral and written advice. The Administrative Board was informed in good time about all transactions of particular importance. Transactions requiring approval were duly submitted to the Administrative Board by the Managing Director in good time. The Administrative Board examined all reports and documents in detail. All transactions requiring approval were approved.

1. COMPOSITION OF THE ADMINISTRATIVE BOARD

In the reporting period, the Administrative Board consisted of the following members:

- Juan Rodriguez (since 24 September 2022; Chairman)
- Dr. Martina Wimmer (since 28 June 2023; Deputy Chairman)
- Lorin Van Nuland (until 10 June 2024; Member of the Administrative Board)
- Leon Sander (since 10 June 2024; Member of the Administrative Board)

On 10 June 2024 Leon Sander was elected in the Company's Annual General Meeting as new member of the Administrative Board to replace Lorin Van Nuland.

In accordance with § 7 para. 3 of the Articles of Association, the majority of the members of the Administrative Board are non-executive members, with Leon Sander being the sole executive member of the Administrative Board.

2. COMMITTEES OF THE ADMINISTRATIVE BOARD

Since the admission of the Company's shares to the regulated market on 6 October 2022, the Administrative Board concurrently functions as Audit Committee with identical personnel. No further committees of the Administrative Board have been established.

3. MEETINGS OF THE ADMINISTRATIVE BOARD

A total of 5 meetings of the Administrative Board were held in the financial year 2024 (by videoconference) at which all members of the Administrative Board and Managing Directors were present. The Administrative Board passed 2 additional written resolutions.

4. FOCUS OF THE DELIBERATIONS OF THE ADMINISTRATIVE BOARD

In addition to the regular statutory reporting, the Administrative Board focused its deliberations in its meetings, in particular, on the following topics:

Meeting on 23 April 2024:	Q1 Meeting: discussion of the draft Annual Report with the Auditor; discussion and approval of the financial statements 2023, the management report and the administrative report; resolution on Annual Report related topics such as Remuneration Report and the Corporate Governance Statement; approval of the AGM invitation 2024 and resolution proposal.
Meeting on 28 June 2024:	Q2 Meeting: Acknowledgement of the resignation of Lorin Van Nuland as managing director; ament of Leon Sander as new managing director.
Meeting on 18 September 2024:	Q3 Meeting: Discussion of the half-year financial report 2024 and the management report for the first half of 2024; discussion and approval of the service agreement between the Company and Dr. Martina Wimmer; discussion of the risk matrix of the Company
Meeting on 27 September 2024:	Additional Q3 Meeting: Discussion and approval of the half-year financial statements 2024 and the management report for the first half of 2024; approval of the risk matrix of the company
Meeting on 30 October 2024:	Q4 Meeting: Discussion and approval of the new office address from February 2025 onwards; discussion and approval of salary increase for the Managing Director

The Managing Director informed the Administrative Board regularly and comprehensively about the Company’s planning, the course of business and the current situation of the Company, and complied fully with their duties to provide information at all times. The Administrative Board also dealt in detail with the economic situation and the operational and strategic development and discussed the further development of the Company.

5. ANNUAL AUDIT

At the Annual General Meeting on 10 June 2024 Forvis Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft ("**Forvis Mazars**" of the "**Auditor**") was elected as auditor of the Annual Financial Statements for the financial year 2024 at the proposal of the Administrative Board. Forvis Mazars completed the audit of the Annual Financial Statements and the Management Report for the financial year 2024 and issued an unqualified audit opinion which is included elsewhere in this Annual Report.

The draft financial statement documents, the draft audit report and the main points of the audit were discussed in detail with the Auditor at the Administrative Board meeting on 23 April 2025. The draft auditors reported on the main findings of their audit and were available to the Administrative Board to answer questions and provide additional information.

The Annual Financial Statements and the Management Report as of 31 December 2024 have thus been prepared in full in accordance with the provisions of the German Commercial Code (*HGB*) and audited by Forvis Mazars. Following intensive discussion of the audit results, the Administrative Board approved the Annual Financial Statements and the Management Report for the financial year 2024. The Annual Financial Statements of 029 Group SE were thus adopted in accordance with § 47 para. 5 SEAG.

CORPORATE GOVERNANCE

In the past financial year, the Administrative Board continuously monitored the implementation of the provisions of the German Corporate Governance Code and the development of corporate governance standards.

The Corporate Governance Statement of 029 Group SE to be issued pursuant to Section 289f of the German Commercial Code (HGB), which includes in particular the Declaration of Compliance pursuant to Section 161 of the German Stock Corporation Act (AktG), disclosures on significant corporate governance practices, as well as a description of the working methods of the Managing Director and the Administrative Board, and the corporate governance report, can be accessed at the website:

German:
https://www.029-group.com/de/investor-relations

English:
https://www.029-group.com/investor-relations

Information on corporate governance in the Company and a detailed report on the amount and structure of the remuneration of the Managing Directors and the Administrative Board can be found in the Corporate Governance Statement and the Remuneration Report, respectively.

On September 18, 2024, the Administrative Board concluded a consulting agreement with its member Dr. Martina Wimmer on market terms for legal support services, whereby Dr. Wimmer did not participate in the consultation and decision on this matter.

Furthermore, no conflicts of interest arose during the reporting period that are to be disclosed to the Administrative Board and reported to the Annual General Meeting.

During the reporting period, no conflicts of interest arose among the individual members of the Administrative Board or the Managing Directors that are required to be disclosed to the Administrative Board and about which the Annual General Meeting must be informed.

On behalf of the Administrative Board, I would like to thank all of our shareholders for their continued support in the past financial year.

Berlin, 23 April 2025

For the Administrative Board:

Juan Rodriguez, Chairman of the Administrative Board

D. ADMINISTRATIVE BOARD & MANAGEMENT BOARD

LEON SANDER (*1998)

Managing Director
& Member of the Administrative Board

Leon Sander is a highly entrepreneurial and analytically savvy venture capital investor with profound expertise in venture capital, corporate finance, and capital markets.

As part of the founding team of 029 Group SE, Leon has been instrumental in driving 029 Group SE's corporate development, investment strategy, and investor relations activities. Before assuming the role of Managing Director in July 2024, Leon was responsible for the investor relations activities of 029 Group SE.

Leon holds a B.Sc. in International Business Administration from the Frankfurt School of Finance & Management and an International M.Sc. in Finance from the Nova School of Business & Economics. He has several years of experience in the venture capital and private equity industry, having worked as an investment manager for a European growth venture fund. Additionally, Leon gained diverse experience in consulting, banking, and venture capital at companies such as Deutsche Börse, GP Bullhound, Allianz X, Asia Venture Group, PwC, and Barclays Bank.

Leon's multifaceted background and deep industry knowledge enable him to provide valuable insights and guidance to startups, helping them navigate the complexities of the financial landscape and achieve sustainable growth.

JUAN RODRIGUEZ (*1975)

Chairman

Juan has been active in the venture scene for more than 20 years. He gained extensive experience in finance and sales controlling at a telecom startup before moving to the investor side in 2007 at FinLab AG, one of the first and largest fintech and blockchain investors in Europe. There, he developed deep expertise across investor relations and finance, eventually assuming the role of Member of the Managing Board and CFO in 2013.

Juan has broad knowledge and experience in the financial sector and serves as a sparring partner for numerous startups across business development and strategic planning. He supports the further development of C3's ventures with his large network and as an advisor and supervisory board member.

Juan began his career in the areas of finance, accounting and treasury at a large corporate, where he worked for 8 years.

Alongside his office as the chairman of the Administrative Board of the Company, Juan sits on the several boards of venture companies.

DR. MARTINA WIMMER (*1986)

Deputy Chairman

Martina is a highly experienced lawyer and has a strong corporate & business law, finance and investment background.

Over the last years, she worked as Senior Legal Counsel for a Family Office and held the role of COO for a regulated subsidiary of this Family Office. Amongst others, in her roles she leads many financing rounds, oversaw a German IPO, supported on strategic investments of the family office, advised on relevant capital issuances and restructurings within the Family Office.

Before Martina joined the investment sector she worked for several years with the very renowned law firm "EY Law" in Vienna and accompanied several M&A transactions as well as domestic and cross-border mergers, demergers, spin-offs and other restructurings of international groups.

Martina graduated with a doctoral degree in Business Law from the well-known Law Faculty in Vienna and is a qualified lawyer in Austria.

E. 2024 HIGHLIGHTS

FEBRUARY	Conscious Good has decided to cease operations and file for dissolution due to funding challenges and difficult market conditions in the UK. 029 Group SE expects no liquidation proceeds, leading to a write-off of approximately EUR 4.9 million in total assets for FY 2023.
	029 Group SE has successfully exited its entire stake in Emerald Stay through a secondary share sale, generating approximately EUR 1.6 million in gross proceeds. The transaction reflects a 2.3x multiple on FY 2023 book value (2.7x on invested capital). Shareholders will continue to hold an indirect stake through Limestone Capital, as Limestone remains a major shareholder of Emerald Stay.
MARCH	Limestone Capital has acquired a luxury resort in Costa Smeralda, Sardinia, set to open in May 2024 as a 5-star Aethos hotel. The 63-room resort will offer premium design, wellness, and culinary experiences, reinforcing Limestone's growth strategy in Europe's hospitality sector.
JUNE	Hotelbird has integrated its digital guest journey solutions into over 90 Motel One hotels within three months. Guests can now check in, pay, and access rooms via the Motel One app and website, thanks to seamless integration through Hotelbird's Open API. This partnership demonstrates Hotelbird's expertise in digitizing hotel operations and enhancing guest experiences for major chains.
	029 Group SE announces changes to its Administrative Board following its Annual General Meeting. With Lorin Van Nuland stepping down from the Board, shareholders elected Leon Sander as his replacement. Van Nuland will remain active as Managing Director of 029 Group SE.
	029 Group SE has appointed Leon Sander as its new Managing Director, effective July 1, 2024, succeeding Lorin Van Nuland. Sander, a founding supporter and former Board member, takes over after Van Nuland's two years of dedicated service.
JULY	Emerald Stay, part of Limestone Capital under 029 Group SE, has acquired majority stakes in Bo-House SAS and Fabio Home Services SAS, strengthening its leadership in the Saint-Tropez luxury rental market. Managing over 250 properties combined, the integration leverages both companies' expertise with

Emerald Stay's technology and marketing infrastructure. This acquisition aligns with Emerald Stay's strategy to dominate luxury property management in Europe's premium destinations.

Limestone Capital AG, has completed a financing event, including secondary sales at a significantly higher valuation and a convertible loan raise. As a result, the value of 029 Group's interest in Limestone Capital has doubled from EUR 16.2 million to approximately EUR 33.4 million on a fully diluted basis.

OCTOBER

Limestone Capital has invested in Selar, the first fully sustainable polar expedition company developing near-zero-emission ships powered by solar and wind. Founded by Arctic Captain Sophie Galvagnon, Selar offers eco-conscious Arctic and Antarctic expeditions, combining silent, pollution-free travel with unique adventures like orca swimming and polar bear observation. Selar's maiden voyages are set for 2026.

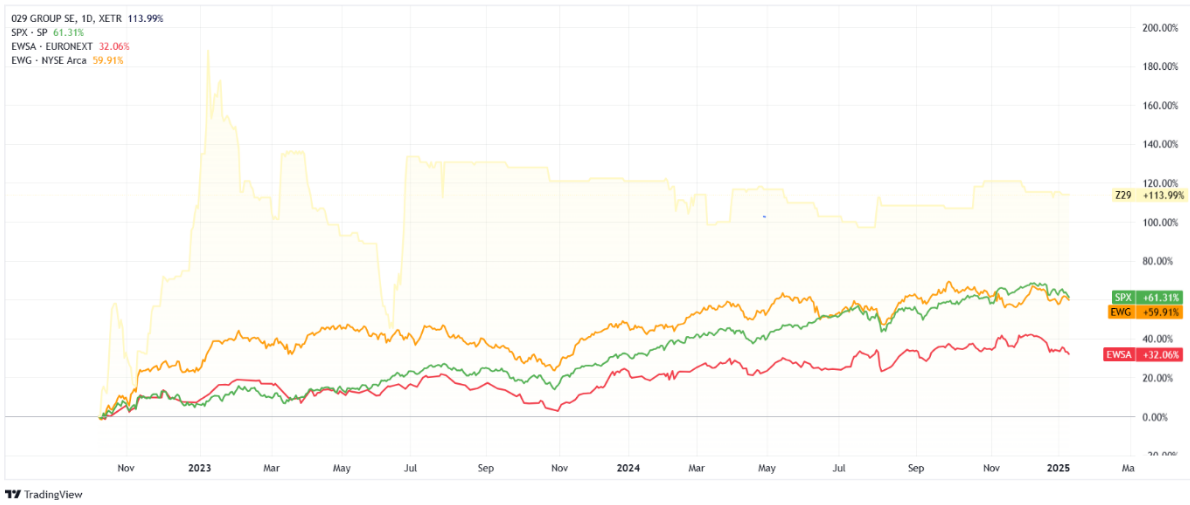
F. INVESTOR INFORMATION

SHARE PRICE DEVELOPMENT

029 Group SE's share (ticker: Z29) price experienced fluctuations following its uplisting on the regulated market on 5 October 2022. The value has increased by 106% as of 31 December 2024. Closing the year 2024 at EUR 15.40 represents a year-to-year decrease of 2.5%.

BENCHMARK INDEX OUTPERFORMANCE

The share price development of 029 Group SE during the period from January 1, 2024, to December 31, 2024, revealed a 2.5% decrease. Although this growth rate falls below comparable benchmarks, an examination of the period spanning from the company's uplisting in the regulated market on October 5, 2022, through December 31, 2024, showcases a substantial surge in 029 Group's share value, which has risen by a notable 124%. This performance distinctly outstrips all pertinent benchmark indices, as delineated below.



ANALYST COVERAGE

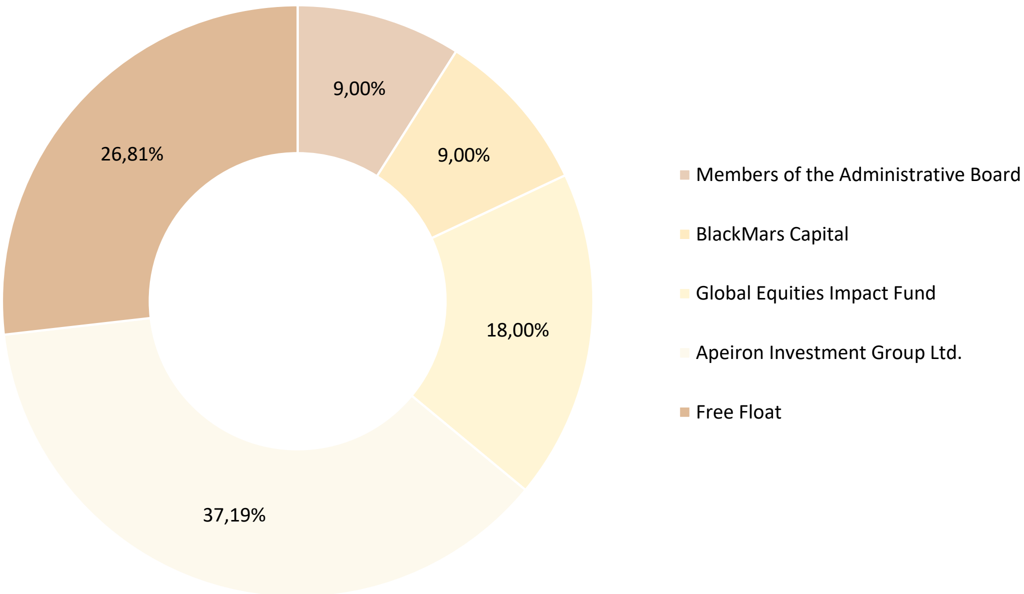
029 Group SE is currently covered by Christian Sandherr from NuWays by Hauck Aufhäuser Lampe.

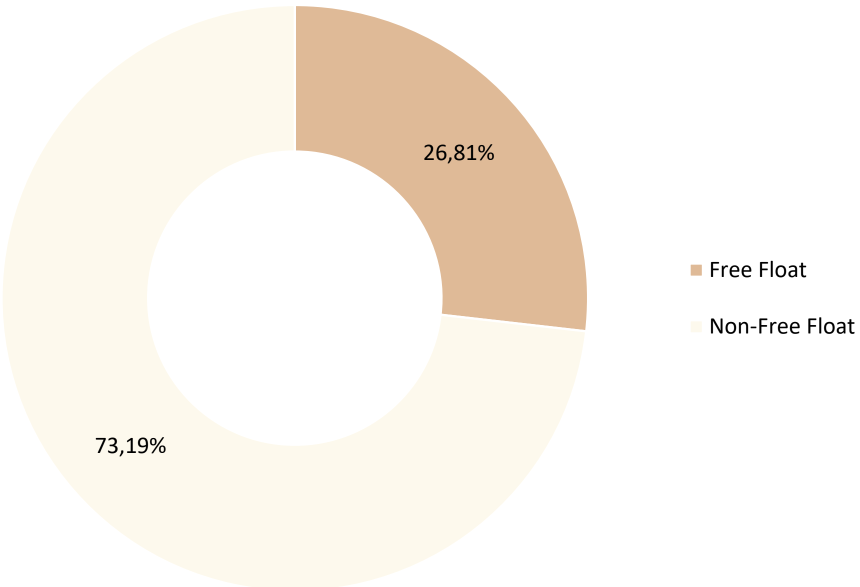
Broker	Analyst	Rating	Target price / Fair Value	Target Market Cap / FV Market Cap
NuWays by Hauck Aufhäuser Lampe	Christian Sandherr	"Hold"	EUR 14	EUR 70m

OWNERSHIP STRUCTURE

As of the reported date, the members of the Administrative Board jointly held approximately 9.00% of the Company's issued and outstanding capital and voting rights.

We have a free float of approximately 26.81%, with the remaining shares held by a number of institutional investors.





Our largest shareholder is Apeiron Investment Group Ltd. ("Apeiron"), holding approximately 37.19% of our issued and outstanding share capital.

The shareholder structure reflects the most recent voting rights disclosures pursuant to Sections 33 et seq. of the German Securities Trading Act (WpHG). Updates are made upon receipt of new notifications.

2025 INVESTOR CALENDAR

25 April 2025	Publication of annual financial statements 2024
06 June 2025	Annual General Meeting 2024
26 September 2025	Publication of half-year report 2025

CONTACT

LEON SANDER
Managing Director
Leon.sander@029-group.com

MANAGEMENT REPORT

2. Management Report

A. FUNDAMENTAL INFORMATION ABOUT 029 GROUP SE

029 Group SE (the "Company" or "we") is a hospitality and lifestyle investment holding blending luxury, technology and community to build and support category-defining brands aimed at making people's lives happier. In our investments, we pursue a venture capital investment strategy targeting early-stage minority positions in high growth emerging companies.

The Company was incorporated on 9 March 2018 as a Societas Europaea („Europäische Gesellschaft, bzw. Europäische Aktiengesellschaft") and was registered with the Commercial Register of the local court (Amtsgericht) of Charlottenburg under registration number HRB 200678 B on 22 October 2018.

We are listed on the Regulated Market of the Düsseldorf Stock Exchange (*Börse Düsseldorf*) and of the Munich Stock Exchange (*Börse München*) under ISIN identification number DE000A2LQ2D0 (ticker symbol Z29) with a share capital of 5,000,000 ordinary bearer shares with no par value.

1. BUSINESS MODEL

We believe that the next-generation of category-defining consumer brands will be built on connection, experiences and community.

As technology and AI will likely relieve human workload, new patterns of work, life & leisure as well as a shift in consumerism are emerging and accelerating. These trends create opportunities in hospitality and lifestyle for innovation-driven entrepreneurship with a strong community focus.

We back innovative entrepreneurs with a customer focus in their respective industries, with an investment approach focusing on businesses and brands where we expect to add significant value through our platform, global network of our founders, executives and their company building expertise.

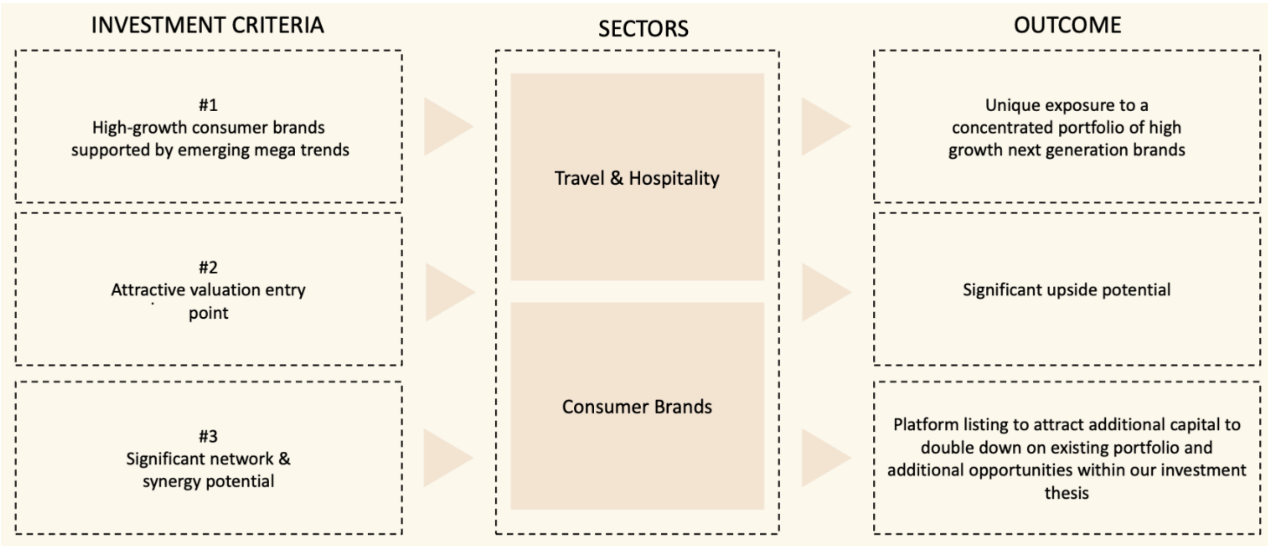
Currently, our investments focus on hospitality and lifestyle brands. Our investments are clustered into the following two segments:

- Travel & Hospitality
- Consumer Brands

We plan to expand our portfolio across our segments through both incubating innovative ideas and supporting promising founders which meet our corporate strategy and by continuing to invest in existing businesses or in new businesses at valuations and on investment terms that we consider an opportunity to drive value creation.

2. INVESTMENT PROCESS

In screening potential incubation and investment opportunities, we follow an investment process centred around a predefined set of investment criteria and sectors to achieve a range of desired outcomes as set out below:



We strategically allocate capital towards portfolio companies which we believe offer significant return potential. In our investment process, we mainly focus on the following three investment criteria:

High growth potential supporting by emerging megatrends	Our goal is to operate a platform to incubate and/or drive growth in the next generation of hospitality and lifestyle businesses and brands. We see new patterns of life, work and leisure emerging and accelerating from post-pandemic experience on individual, collective and technological fronts, creating new opportunities in hospitality and lifestyle for innovation-driven entrepreneurship with a strong community focus.
Attractive valuation entry point	We typically target early-stage minority investments (Pre-Seed, Seed or Series A) or look to incubate our own companies with partners (as we have done with Limestone Capital AG) to optimize the highest return potential. In addition, we also selectively participate in follow-on financing rounds of existing investments where we see further value creation opportunities.
Network and synergy potential	We target opportunities where we believe that we can generate significant added value, whether through our complementary skills, cross-selling opportunities across our platform, invest-and-build value creation

and capital raising. The breadth and depth of our networks enable us to call upon a deep pool of management and operational experts in the hospitality and lifestyle sector to advise and help our portfolio brands on key events and mile-stones during the entire business life cycle, from sourcing talent and negotiating key employee compensation to tax and legal structure optimization, to identifying and introducing strategic business partners to transformative events such as public listing or private sale of the business.

3. SOURCING

We have a strong and complementary network and experience, which enables us to incubate and source opportunities in the hospitality and lifestyle sectors at what we believe are attractive valuation entry points. Given the depth of experience, track record and networks of our founders and management team, we believe that we have the ability to identify and source particularly innovative ideas and promising founders for new portfolio companies at an early stage and at particularly attractive valuations with significant upside potential. We believe that our networks provide a first strong filter on inbound deal flow, making our investment processes more efficient.

4. FINANCING & EXIT STRATEGY

We continuously evaluate our portfolio and typically aim to hold and promote portfolio companies until opportunities for an exit arise, through selected secondary transactions or an exit such as trade sale or IPO. In our portfolio model, we assume that investments would typically be held for 5 to 10 years on average as is customary within the venture capital industry. We strive for a diversified portfolio in the medium term.

We do not generate any cash flow from operations yet, and we have historically incurred, and expect to continue to incur in the near future, operating losses to finance our operating expenses and make new investments.

As at 31 December 2024, we had approximately EUR 0.6 million of indebtedness under a credit facility (the “Credit Facility”) with Apeiron, our largest shareholder.

We expect to finance future investments through a potential capital increase (subject to market conditions) and/or proceeds from successful portfolio exits.

5. PERFORMANCE BASED MANAGEMENT

We manage our business on the basis of a steady, methodological approach. As an investment holding with a venture capital investment strategy, we mainly consider capital invested and Net Asset Value (NAV) development as our most important performance indicators (“KPIs”).

With respect to NAV development, as a venture investment holding, we would typically benchmark our NAV to fair value, with fair value being calculated as the number of shares owned by us valued at the most recent valuation of the particular asset we are invested in. In the venture context, this means that we would internally book a valuation increase in the event of a subsequent round of financing after our investment at a higher pre-money valuation than our original investment, or a valuation decrease in the event of a subsequent round of financing at a flat or lower valuation than our initial investment.

We prepare our financial statements in accordance with the German Commercial Code (HGB), which does not permit NAV to be increased over its acquisition cost in the event of a subsequent financing round. Accordingly, the development of NAV as reported by us as a KPI is not an original measure of the financial statements, but an alternative performance measure within the meaning of the Guidelines on Alternative Performance Measures (APM) issued by the European Securities and Markets Authority (ESMA). We use this APM in planning, monitoring, and evaluating our performance. Nonetheless, this APM is supplemental information; its purpose is not to substitute German GAP measures. Furthermore, companies in our industry and others may calculate or use APMs differently, thus making them less useful for comparison purposes.

Although operational liquidity is an important indicator (particularly as we currently finance our working capital through the Credit Facility), we do not consider it a primary KPI for external reporting purposes as our long-term results are driven by the performance of our underlying portfolio companies.

Budget planning is generally performed annually. It is updated on an ongoing basis and used to produce a rolling forecast that is reported to our Chairman on a monthly basis and to the Administrative Board on a quarterly basis. Our budget planning is continuously monitored and adjusted by controlling and management, in particular our Managing Director, who reports bi-weekly to our Chairman.

B. REPORT ON BUSINESS AND ECONOMIC POSITION

1. MACROECONOMIC AND INDUSTRY DEVELOPMENTS

At a macro level, 2024 was a year of steady growth, geopolitical tensions, political uncertainty, and easing monetary policy. The macroeconomic environment was characterized by declining inflation rates, central bank policy changes, geopolitical uncertainties, and concerns over global economic growth, all influencing market sentiment and actions.[1,2]

The International Monetary Fund (IMF) reported that the global economy grew by 3.2% in 2024 from 3.3% in 2022, despite the aforementioned challenges.[3] Global disinflation continues by showing signs of moderation in nominal wages, core goods are still running above pre-COVID-19 averages, and central banks are acting cautiously keeping a close look at activity and labor markets.[4] In the Eurozone, the economy grew by 1.0% in 2024, following a 0.6% growth in 2023.[5,6] In contrast, the German economy declined by 0.2%, having already shrunk by 0.3% in 2023.[7,8]

With cautiously optimistic predictions of an ongoing bull market from 2022 and important political election decisions to be made, the U.S. stock market experienced a strong performance last year. The Nasdaq-100 registered its fifth-best two-year return since 1987 with a 25.9% increase compared to 2023 and a 95.3% increase in the last two years.[9] U.S. inflation decreased to 2.8% which led the FED to pivot from its restrictive policy to decrease the rate, within three meetings during 2024, by 100bps.[10] The 10-year US Yield ended the year with a 0.7% increase to 4.57% which is due to the reduction of the rates leading to an unwind of the “recession insurance” trade.[11] Financials and Communication services sectors notably performed well, while the Industrials and Energy sectors underperformed.[12] Overall, the market showed resilience amidst economic challenges, ending the year on a high note.[13] Global inflation in 2024 was 5.94% (annual average), down from 6.8% in 2023. Advanced economies saw a decline in inflation to 2.6% in 2024 from 4.6% in 2023.[14]

In 2024, the funding landscape for both public and private companies has deteriorated significantly. The global deal volume has decreased by 19% to

---

[1] EZB, Economic Bulletin Issue 4, https://www.ecb.europa.eu/press/economic-bulletin/html/eb202404.en.html
[2] IMF. World Economic Outlook, January 2025
[3] IMF. World Economic Outlook, January 2025
[4] IMF. World Economic Outlook, January 2025
[5] Eurostat, Euro Indicators, https://ec.europa.eu/eurostat/web/products-euro-indicators/w/2-30012025-ap
[6] IWF. Weltwirtschaftsausblick, Januar 2025, https://www.imf.org/en/Publications/WEO/Issues/2025/01/17/world-economic-outlook-update-january-2025
[7] IMF. World Economic Outlook, January 2025
[8] Destatis, Gross domestic product down 0.2% in 2024, https://www.destatis.de/EN/Press/2025/01/PE25_019_811.html
[9] Nasdaq, 2024 Review & 2025 Outlook, https://www.nasdaq.com/articles/2024-review-and-2025-outlook
[10] Nasdaq, 2024 Review & 2025 Outlook, https://www.nasdaq.com/articles/2024-review-and-2025-outlook
[11] CNBC, Bonds, https://www.cnbc.com/2024/12/19/10-year-treasury-yield-above-4point5percent-after-fed-rate-cutting-cycle-signals.html
[12] Nasdaq, 2024 Review & 2025 Outlook, https://www.nasdaq.com/articles/2024-review-and-2025-outlook
[13] Nasdaq, 2024 Review & 2025 Outlook, https://www.nasdaq.com/articles/2024-review-and-2025-outlook
[14] IMF, Inflation rate, https://www.imf.org/external/datamapper/PCPIPCH@WEO/OEMDC

26,961 deals in 2024, the lowest in eight years.[15,16] Additionally, VC-backed startups wait 7.5 years for an IPO, on the median, as some are still waiting for macroeconomic conditions to stabilize. Many late-stage startups are more likely to raise private funding and pay out employees or early investors.[17] These declines spanned most major regions and sectors globally, however, several countries in Asia have bucked the downward trend. Despite unclear market situations and a decreasing deal volume, early-stage valuations hit a record median of $25 Million with an early-stage deal size of $2.1 Million in 2024.[18] AI companies represented 37% of venture funding and 17% of deals.[19] The year also recorded 72 new unicorns, a 1.4% increase compared to 2023 but a 72% decrease to 2022.[20]

According to the Federal Statistical Office in Germany (Destatis), Germany remained in recession in 2024, with a decline in economic output of -0.2%.[21] The overall economic development in Germany stalled in 2023, still influenced by the ongoing crisis environment. The economic growth was dampened by a weakness in manufacturing and goods exports.[22] This was compounded by unfavorable financing conditions due to high rates and increasing competition.[23]

In 2024, Germany's hospitality sector continued its recovery, with the hotel market showing resilience and narrowing the gap to pre-pandemic performance. The industry is adapting to evolving travel patterns, post-COVID-19 business trends, and external challenges such as inflation and labor shortages. The German hotel investment market saw a 5% increase compared to 2023, with strong momentum in the second half of the year, contributing to 66% of the annual turnover.[24,25] Despite cautious investment sentiment due to economic uncertainties, the growing demand for new construction signals confidence in the sector's long-term potential.[26]

The global luxury hotel market in 2024 saw considerable growth driven by demands for luxurious stays and high-quality facilities. The global luxury hotel market size was at $154.32 billion in 2024 and is anticipated to grow to $369.36 billion by 2032.[27] Factors driving this growth include the increasing demand for luxurious stays during family vacations and the provision of top-notch facilities

[15] CBInsights, the State of Venture, Global 2024, https://www.cbinsights.com/research/report/venture-trends-2024/
[16] S&P Global, https://www.spglobal.com/market-intelligence/en/news-insights/articles/2025/1/private-equity-venture-capital-deal-value-jumps-25-in-2024-87056529
[17] CBInsights, the State of Venture, Global 2024, https://www.cbinsights.com/research/report/venture-trends-2024/
[18] CBInsights, der Zustand von Venture, Global 2024, https://www.cbinsights.com/research/report/venture-trends-2024/
[19] CBInsights, the State of Venture, Global 2024, https://www.cbinsights.com/research/report/venture-trends-2024/
[20] CBInsights, der Zustand von Venture, Global 2024, https://www.cbinsights.com/research/report/venture-trends-2024/
[21] Destatis, Gross domestic product down 0.2% in 2024, https://www.destatis.de/EN/Press/2025/01/PE25_019_811.html
[22] ZDF, foreign trade, https://www.zdf.de/nachrichten/wirtschaft/export-aussenhandel-deutschland-minus-trump-china-100.html
[23] Destatis, Bruttoinlandsprodukt 2024 um 0,2% gesunken, https://www.destatis.de/DE/Presse/Pressemitteilungen/2025/01/PD25_019_811.html
[24] CBRE, Hotelinvestmentmarkt Deutschland sah 2024 eine deutliche Normalisierung der Transaktionsprozesse, https://news.cbre.de/hotelinvestmentmarkt-deutschland-sah-2024-eine-deutliche-normalisierung-der-transaktionsprozesse/
[25] Destatis, Gastgewerbeumsatz 2024 real 2,1 % niedriger als 2023 und 12,6 % niedriger als im Vor-Corona-Jahr 2019, https://www.destatis.de/DE/Presse/Pressemitteilungen/2025/01/PD25_026_45213.html
[26] Destatis, Gastgewerbeumsatz 2024 real 2,1 % niedriger als 2023 und 12,6 % niedriger als im Vor-Corona-Jahr 2019, https://www.destatis.de/DE/Presse/Pressemitteilungen/2025/01/PD25_026_45213.html
[27] Fortune Business Insights, The global luxury hotel market size was valued at $154.32 billion in 2024 & is anticipated to grow from $154.32 billion in 2024 to $369.36 billion by 2032 https://www.fortunebusinessinsights.com/luxury-hotel-market-104408

for executives.[28] We also expect that key drivers of market demand are expected to include greater spending power across new consumer generations (particularly millennials), hybrid work/life patterns (including remote working), and shifting consumer preferences towards health, wellness, and quality.[29]

The functional beverage market in Europe is expected to grow by USD 86.5 billion from 2024 to 2029, progressing at a CAGR of 10.4% during the forecast period.[30] While energy drinks are a clear favourite among European functional beverage consumers, forecast growth is much higher for functional ready-to-drink coffees and teas (at 13.9%), functional waters (at 12.2%), and dairy alternatives (at 10.8%).[31] Consumer trends in personalization and sustainability, along with a renewed focus on health due to COVID-19, are also shaping opportunities in the functional beverage market [32].

[28] Fortune Business Insights, The global luxury hotel market size was valued at $154.32 billion in 2024 & is anticipated to grow from $154.32 billion in 2024 to $369.36 billion by 2032 https://www.fortunebusinessinsights.com/luxury-hotel-market-104408
[29] Mordorintelligence, https://www.mordorintelligence.com/de/industry-reports/luxury-hotel-market
[30] Technavio, Functional Beverage Market in Europe by Product and Geography - Forecast and Analysis 2024-2029, https://www.technavio.com/report/functional-drinks-market-industry-analysis
[31] https://www.glanbianutritionals.com/en-gb/nutri-knowledge-center/insights/exploring-functional-beverage-growth-opportunities-european-food
[32]https://www.glanbianutritionals.com/en-gb/nutri-knowledge-center/insights/exploring-functional-beverage-growth-opportunities-european-food

2. PORTFOLIO REVIEW

Reflecting on the year 2024, our portfolio companies have proven their versatility and execution capabilities, seizing opportunities to strengthen market positioning, enhance operational efficiency, and drive sustainable growth. Strategic shifts and innovations have further enabled expansion into new markets and consumer segments.

2.1 TRAVEL & HOSPITALITY

Limestone Capital continued its strong momentum in 2024, further expanding its hospitality investment platform and optimizing its capital structure. Major acquisitions of new hotel assets, strategic minority investments in promising hospitality ventures, and the expansion of their own private credit strategy were driving the strategic and operational actions. As of today, the company has invested across hospitality platforms such as Aethos Hotels, Emerald Stay, Voaara, and MYNE Homes, as well as various operating real estate assets in European destinations such as Milan, Lisbon, Ericeira, Mallorca, and Corsica. Amongst others, key highlights included the buyout of Aethos Milan, the acquisition and re-opening of Aethos Sardinia, and a strategic investment in Selar (sustainable luxury cruises). Looking ahead, Limestone will focus on improving profitability by scaling fund management revenue and targeting value-add and opportunistic hospitality investments.

Hotelbird successfully navigated a challenging market landscape in 2024, characterized by labor shortages, rising costs, and a decline in business travel. Despite these challenges, the company maintained its leadership in digital guest journey solutions, expanding its footprint by partnering with additional hotel chains and independent hotels. The introduction of new features and services further enhanced customer competitiveness, while strengthened partnerships ensured seamless product integration. Key achievements included improvements in operational efficiency and service quality, reinforcing Hotelbird's position as an industry leader. Looking ahead to 2025, the company remains focused on continued innovation and strategic rollouts, ensuring it remains at the forefront of digital transformation in the hospitality sector.

2.2 CONSUMER BRANDS

TRIP experienced robust growth in 2024, achieving record sales and successfully expanding its product portfolio with the launch of high-margin supplements, including the Mindful Blends line. The brand's online subscription model drove significant subscriber growth, while its entry into Tesco solidified its presence across all top 10 UK grocery retailers. In the U.S., TRIP made substantial progress by securing key retail partnerships and increasing brand awareness through strategic collaborations, such as with the Calm App and ambassador Ashley Roberts. The company further strengthened its leadership team with key hires to support its growth and profitability. Building on this momentum, TRIP is well-positioned for continued success in 2025.

Brother's Bond was able to further expand its strong market presence in 2024, implementing important strategic initiatives that have sustainably strengthened the company's financial base. The successful reduction of operating losses and the raising of equity capital to reduce debt laid a solid foundation for long-term growth. A particular milestone was the entry into the European market, including the establishment of a sales network and the start of product deliveries. At the same time, a new distribution partnership in the US—with access to a dedicated sales team—is strengthening the basis for future revenue growth. Brother's Bond is also working consistently to optimize its production costs and improve margins. These measures not only support profitability but also position the brand ideally for accelerated development in 2025.

fjör, the science-driven skincare brand, focused on optimizing its marketing strategy and operational efficiency throughout 2024. A refined approach in the latter half of the year led to improved performance and a more solid foundation for future expansion. The company gained deeper insights into its target audience, enabling a more effective customer acquisition strategy. Strong retention rates and optimized marketing efforts further reinforced product-market fit, setting the stage for sustained growth. With these advancements, fjör is well-positioned to accelerate its expansion and capitalize on market opportunities in 2025.

C. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

1. RESULTS OF OPERATIONS

The following table shows financial information taken from the Company's Income Statement for the financial years ended 31 December 2023 and 31 December 2024:

Gains on disposal of investments	Gains on disposal of investments increased from Nil to 903,489 due to the successful exit of the portfolio company Emerald Stay.
Revenue	The company did not generate any material revenues in the year ended 31 December 2024.
Other Operating Income	Other operating income increased from EUR Nil to EUR 41,588 in year ended 31 December 2024, due to the reversal of provisions formed in the previous year.
Change in personnel expenses	Personal expenses decreased from EUR 96,639 to EUR 85,592 in year ended 31 December 2024.
Changes in Depreciation and	The write-downs on financial assets of EUR 4,977,286 in fiscal year 2023 were attributable to the write-down of our

Amortization of financial assets	Conscious Good investment and, 2024, to the value of our investment in Brother's Bond in the amount of EUR 171,265.
Changes in other operating expenses	Other operating expenses decreased from EUR 558,424 in the year ended December 2023 to EUR 325,491 in year ended December 2024. This reduction primarily stems from decreased expenditures in legal and consulting expenses.
Net Loss for the year	Our net income for the 2024 financial year rose from EUR -5,624,631 in the 2023 financial year to EUR 334,206 in 2024. The improvement in net income is mainly attributable to the realized income from the sale of Emerald Stay. It should also be noted that significantly higher write-downs on financial assets had a negative impact on earnings in fiscal year 2023.

2. ASSETS AND LIABILITIES

A. ASSETS

As an investment holding, we consider capital invested and NAV development as our most important KPIs. The following table sets forth our KPI development since we completed the Contribution in Kind.

Company Name	HQ	Current Stage	Shareholding	Invested Capital*
Limestone Capital AG	Zug, Switzerland	Series A	35.7%	EUR 788,330
Hotelbird GmbH	Munich, Germany	Series A	4.8%	EUR 499,867
TRIP Drink Ltd.	London, UK	Series A	5.2%	EUR 1,489,354
Brother's Bond Distilling Co. LLC	Camden, USA	Series A	1.6%	EUR 815,995
Fjor Ltd.	London, UK	Pre-Seed	11.3%	EUR 262,320

Company Name	Book Value 31.12.2024	NAV 31.12.2023	NAV 31.12.2024**	Delta vs. Book Value
Limestone Capital AG	EUR 8,006,872	EUR 16,047,000	EUR 33,393,786	+317.1%
Hotelbird GmbH	EUR 426,465	EUR 499,867	EUR 499,867	+17.2%
TRIP Drink Ltd.	EUR 6,751,780	EUR 6,713,088	EUR 6,852,476	+1.5%
Brother's Bond Distilling Co. LLC	EUR 886,764	EUR 1,051,963	EUR 886,764	0.0%
Fjor Ltd.	EUR 262,320	EUR 272,085	EUR 272,085	+3.7%

* Reflects historical cost basis of investment at the time of the investment.

** NAV development is an alternative performance measure and reflects book valuation adjustments as a result of subsequent rounds of financings. NAV development is not reported in line with German GAP. It reflects assumed FX rates of GPB to Euro of 1.20927; an assumed FX rate of USD to EUR of 0.966 and an assumed FX rate of CHF to EUR of 1.064.

Apart from changes in exchange rates, there were two reported NAV changes in 2024. Both Limestone Capital and Brother's Bond completed financing round on a new valuation metrics. While the valuation of Limestone Capital was significantly higher, the valuation of Brother's Bond decreased slightly. In addition, TRIP completed another financing round at the previous valuation level. As a result of the transaction, our shareholding in TRIP decreased from 5.6% to 5.2%.

Changes in non-current assets

Non-current assets decreased from EUR 17.3 million as of 31 December 2023 to EUR 16.4 million as of 31 December 2024. This change can be attributed to the sale of Emerald Stay.

Changes in current assets

Current assets increased from EUR 22,823 as of 31 December 2023 to EUR 214,484 as of 31 December 2024. This increase can be attributed to a modest rise in cash reserves and other assets when compared to the year ended 31 December 2023.

B. EQUITY AND LIABILITIES

Changes in equity

Our subscribed capital and capital reserves remained unchanged at EUR 5 million and approximately EUR 17 million, respectively, as of December 31, 2024. Due to net income of approximately EUR 0.3 million, total equity increased from EUR 15.7 million as of December 31, 2023, to EUR 16.0 million as of December 31, 2024.

Changes in provisions

Other provisions decreased slightly to EUR 112,594 as of December 31, 2024, compared to EUR 115,221 as of December 31, 2023.

Changes in Liabilities

Total liabilities amounted to EUR 596,125 as of December 31, 2024, representing a decrease from EUR 1,566,493 as of December 31, 2023. This reduction primarily reflects the decrease in trade payables and other liabilities resulting from the repayment of a loan to the Apeiron Investment Group.

3. FINANCIAL POSITION

Changes in cash flows from operating activities

Cash flow from operating activities increased from EUR -538,972 in the fiscal year ending December 31, 2023, to EUR -663,187 in the fiscal year ending December 31, 2024. This increase is due to the reduction in trade payables, which more than offset the lower costs.

Changes in cash flows from investing activities

Cash flows from investing activities increase from EUR -386,750 in the fiscal year ending 31 December 2023 to EUR 1,565,936. This increase can be primarily attributed to the sale of shares from Emerald Stay SA.

Changes in cash flows from financing activities	Cash flow from financing activities decreased from EUR 930,000 to EUR -716,688. This is mainly attributable to the repayment of the loan with Apeiron Investment Group Ltd. by EUR 701,172.
Cash at Period End	Cash at the end of the period increased to EUR 196,880 in the year ended 31 December 2024, compared to EUR 10,819.

4. LIQUIDITY AND CAPITAL RESOURCES

The Company's financing policy is to secure sufficient liquidity to satisfy its operating and strategic financial needs for potential future investments at any point in time.

The Company expects to have sufficient funds available for its ongoing costs for the next years (during which no proceeds from the portfolio companies are currently expected), in particular remuneration for its Managing Director and administrative costs, through the Credit Facility. According to its planning as of the date of this Annual Report, the Company intends to meet its short term and longer term funding requirements – which may arise in case of new investments – through equity or debt funding and has no borrowing requirements.

As of 31 December 2024, the Company had drawn approximately EUR 0.6 million under the Credit Facility with Apeiron Investment Group Ltd. The total capacity available under the Credit Facility amounted to EUR 2.0 million, meaning that EUR 1.45 million of capacity was available as at 31 December 2024. Each loan drawn bears interest of 5.5% per annum. Interest shall accrue annually but shall not be pay-able until the due date of the loan.

The loan shall be repayable upon three months' written notice. Apeiron shall have the right to terminate the Loan Facility Agreement in whole or in part and demand its immediate repayment if there is an important reason or the Company is in default and this could significantly affect the legal or economic position of Apeiron.

The Company is permitted to repay at any time partial amounts of the amount owed of at least EUR 1,000. The proceeds of any capital increase shall be used to repay the amount owed. If the Company incurs additional debts, these must first be used to repay the amount owed.

There are no restrictions on the use of capital resources that have materially affected, or could materially affect, directly or indirectly, the Company's operations.

5. SUBSEQUENT EVENTS

On 20 February 2025, the Company announces that its portfolio company, Brother’s Bond successfully closed a USD 7.5m financing round. This investment reflects strong momentum for the award-winning whiskey brand and underscores investors confidence in the spirits industry's growth potential. Brother's Bond, founded by longtime friends and whiskey enthusiasts Ian Somerhalder and Paul Wesley, offers a portfolio of hand-selected, award-winning, small-batch American bourbon and rye whiskeys. Celebrated for its unmatched flavor and ultra-premium quality it has quickly become a respected name in the whiskey industry.

On 21 February, the Company announces that its portfolio company, Limestone Capital AG, has successfully completed two strategic acquisitions, further strengthening its presence in major European markets, following a series of successful transactions across the region. First, Limestone Capital has purchased Nobu Hotel London Shoreditch, a five-star luxury hotel located in the heart of East London. The acquisition aligns with Limestone Capital’s strategy of investing in high-profile, design-led hospitality assets in premier urban locations. Second, Limestone Capital has acquired a majority stake in LOISIUM Wine & Spa Hotels, marking a significant step in the brand’s expansion across Europe. Over the next twelve months, four new LOISIUM hotels are set to open in Italy and France backed by Limestone Capital’s commitment to invest over €100M into the expansion of the brand.

D. FORECAST REPORT

1. ASSUMPTIONS REGARDING ECONOMIC DEVELOPMENT AND THE DEVELOPMENT OF CAPITAL MARKETS

Looking ahead to 2025, 029 Group SE is taking cautious economic forecasts into account in its strategic planning. Despite a hopeful start to the year, the tariffs announced by the US have led to considerable uncertainty.[33] This is likely to pose considerable challenges for the economy and test the resilience of consumers and investors—an aspect that is particularly important for our investment areas of hospitality and lifestyle.

The overall economic situation remains tense due to geopolitical conflicts and ongoing high volatility on the capital markets. These uncertainties continue to have a negative impact on liquidity and investor confidence.[34] Strategically, we assume that these influencing factors will remain in place in the foreseeable future. Accordingly, our investment approach requires a cautious yet flexible orientation. Capital markets are projected to reflect this mix of stability and volatility. However, venture capital markets are expected to position for growth. Investors will likely favor ventures demonstrating robust fundamentals, clear pathways to profitability, and agility in operations.

In an increasingly selective market environment, investors are placing greater emphasis on companies with resilient business models, sustainable profitability, and high operational resilience. The 029 Group SE is responding to this development by consistently focusing its investment strategy on long-term value creation and risk minimization. Through in-depth market analysis and prudent portfolio management, we leverage periods of relative stability to strengthen our investments. At the same time, we remain agile so that we can respond proactively to geopolitical and economic changes and identify opportunities in a volatile market environment.

Recent market developments and uncertainties in trade policy will lead to challenges in 2025. Before the tariffs were announced, the International Monetary Fund (IMF) predicted that global growth would increase by 3.3% in 2025 and again by 3.3% in 2026.[35] Global inflation is expected to decline to 4.2% in 2025 and 3.5% in 2026. Nevertheless, it will remain well above pre-crisis levels, and a return to inflation below 2% is considered unlikely in the foreseeable future.[36] For the eurozone, the International Monetary Fund (IMF) expects real GDP growth of 1.0% in 2025, while the German economy is forecast to grow by only 0.3%.[37]

Despite considerable challenges – including persistently high inflation, trade tariffs, and a tense European energy market, which are weighing noticeably on consumer confidence – we remain cautiously optimistic about demand trends in

[33] https://www.oxfordeconomics.com/resource/tariffs-and-their-global-impact-a-note-from-the-desk-of-our-chief-economist/.
[34] https://www.msci.com/www/blog-posts/understanding-geopolitical-risk/04906200027.
[35] https://www.imf.org/en/Publications/WEO/Issues/2025/01/17/world-economic-outlook-update-january-2025.
[36] https://www.imf.org/en/Publications/WEO/Issues/2025/01/17/world-economic-outlook-update-january-2025.
[37] https://www.imf.org/en/Publications/WEO/Issues/2025/01/17/world-economic-outlook-update-january-2025.

our target segments. Our focus is on the luxury segment and emerging, younger consumer groups, where we have not yet seen any significant weakening in demand for the products and services of our portfolio companies.

Before the tariffs were announced, the global luxury goods market was forecast to grow at an average annual rate (CAGR) of 3.93% between 2025 and 2029, with an expected total market size of USD 495.20 billion in 2024. The German luxury goods market is forecast to grow at a CAGR of 1.90% between 2025 and 2029. This would result in an expected total market size of USD 18.76 billion in 2029.[38]

We continue to expect challenging conditions for risk financing in 2025. In particular, the tariffs announced by the US and the associated market uncertainties and geopolitical tensions are likely to put the resilience of growth financing to the test.[39] Against the backdrop of these developments, we expect market forecasts to be more cautious overall.

Our assumptions are based on current publications by government institutions such as the Federal Statistical Office, analyses by leading economic research institutes, and generally available market data.

2. DEVELOPMENT OF THE COMPANY AND ITS SEGMENTS

We operate as an investment holding focusing on minority investments in venture backed growth companies and therefore have a very limited impact on the day-to-day operations and operating performance of our portfolio companies. We also have historically not generated any operating income, and we expect this to continue in 2024.

As an investment holding, fundamentally our long term objective is to realize gains on our investments, which are impacted by the price at which we invest and the price at which we can sell positions. Both of these factors are influenced by macroeconomic conditions (in particular asset prices and WACC models), our ability to source opportunities and exit positions on attractive terms and underlying macro factors driving demand and pricing for the services and products offered by our portfolio companies. These factors are all difficult to plan and predict, and heavily reliant on changes in economic development and funding markets, over which we have no control.

As a minority investor, we disclose very limited financial and operating information with respect to our portfolio companies and we believe that no undue reliance should be placed on such information as a proxy for the overall success of 029 Group SE.

We also operate in an environment that is subject to constant change. In 2025, we expect to continue to assess on a case by case basis whether to allocate

[38] https://www-statista-com.eu1.proxy.openathens.net/outlook/cmo/luxury-goods/germany.
[39] https://www.spglobal.com/market-intelligence/en/news-insights/articles/2025/4/tariffs-add-new-hurdle-to-private-equitys-exit-challenge-88354288.

capital to high value potential opportunities. In order to take advantage of such opportunities, we will need to raise capital in the equity or debt markets, which requires a suitable stability and environment for us to raise in 2025, which may not be available to us.

This forecast report has been prepared alongside the Risk and Opportunities Report for a period of one year. This forecast report is subject to a high degree of uncertainty as a result of the factors described in the Risk and Opportunities Report, in particular as we invest into early stage growth companies, which are subject to a significant degree of risk and uncertainty.

We expect that Limestone Capital will benefit from the sustained strong demand in the high-end segment of the travel and hospitality market. The strategic reinforcement and enhanced focus on its hospitality investment platform will ensure diversified revenue streams and increased adaptability.

Hotelbird is positioned for sustainable growth by strengthening existing partnerships and acquiring new clients. The company will further benefit from the ongoing digital transformation within hotel chains, aimed at optimizing efficiency and reducing operational costs.

Our consumer brands, such as TRIP and Brothers Bond, are expected to maintain their strong growth trajectory by leveraging their established market positioning and extensive client base in the United States and Europe. Both brands have demonstrated resilience in a challenging consumer market, and we anticipate this trend to continue.

Fjör, still in its early growth phase, is expanding its market presence driven by its strong founding team. However, the prevailing challenges in the overall funding environment may pose potential hurdles in securing additional growth capital.

3. OVERALL FORECAST

We believe that our portfolio companies are generally well positioned, even in the current market environment, to continue to execute on their growth plans, although their ability to raise capital and the associated terms will be a critical factor to their success and growth rates.

The individual performance of the investments as well as the sectors is difficult to forecast in terms of both amount and probability of occurrence over time. Accordingly, we use an average assumption and presents this in the overall forecast. A down round or a failure to raise capital would negatively impact our NAV forecast for the forecast period.

On a portfolio basis, we expect without unforeseeable market effects our NAV to grow by between 0% and +10% over the forecast period.

This forecast is based on the experience-based fluctuations in global and local economic development, stock prices and company valuations, which depend on a variety of factors as described in the Risk and Opportunities Report below.

For 029 Group SE we do not plan to generate any revenues or income from our current investments in 2025. We expect operational costs to be below the previous year's level and associated cash outflow to be covered by the existing Credit Facility.

E. RISK AND OPPORTUNITIES REPORT

1. INTERNAL CONTROL SYSTEM AND RISK MANAGEMENT SYSTEM RELATED TO THE ACCOUNTING PROCESS

We are an investment holding pursuing a venture capital minority investment strategy. The valuation increases (or decreases) depend entirely on the management of our portfolio companies and their ability to execute on their growth strategy, over which we do not exert control. The hospitality and consumer industries (including supporting technology) are subject to a variety of external and internal risks and opportunities. We try to monitor and evaluate known and potential risks and opportunities with respect to our industries, portfolio companies and operations, and consider the probability of occurrence and the range of potential outcomes, with quantitative analysis where appropriate.

We use a number of different instruments to identify opportunities, risks and potential mitigating measures:

- We prepare an annual financial planning covering operating expenses as well as potential investment outlays, which are reviewed and reported to our Chairman on a monthly basis.

- Runway for working capital and available capacity under the Credit Facility is monitored and reported to our Chairman on a monthly basis.

- We aim to check in monthly on operational progress with our portfolio companies through video or telephone conferences and periodically request operational and financial updates, subject to financial information rights that are available to us under the relevant terms of an investment in a portfolio company.

- The Administrative Board aims to meet at least once per quarter where the Managing Director presents an update to the Administrative Board on the matters above.

- The Company's accounting is performed externally by a tax consulting firm. The annual financial statements in accordance with commercial accounting principles are also prepared by this tax consulting firm.

- All information relevant to accounting is directly available to the managing director, as he is involved in the day-to-day business. The managing director actively monitors the effects on accounting through his involvement in day-to-day business. In this way, we can ensure with reasonable assurance that the annual financial statements are prepared in accordance with the statutory requirements.

2. RISKS RELATED TO THE COMPANY AND OUR OPERATIONS

This category includes the main risks associated with our business model and operating strategy. As an investment holding pursuing a minority investment strategy, our objective is to realize an increase in value of our investments from the time of the investment until a possible later sale of this investment. We are exposed to significant risks, in that our investment may perform poorly, as a result of which we may be required to exit investments at amounts lower than our initial investment or even may be required to completely write it off if the investment fails. Venture investments have a very high failure rate based on historical data sets and the risks outlined below should be evaluated from this basic premise.

BUSINESS MODEL & STRATEGY RISKS

We aim to create value by providing support to the long-term development of a profitable business of our portfolio companies which may enable them to distribute dividends. However, early stage companies such as the ones we invest typically do not generate profits or reinvest those in further growth so dividend distributions are highly unlikely to be a source of income for us in the near or medium term. Furthermore, we strategically aim to participate in new financing rounds of our existing portfolio companies and invest in or incubate new companies primarily financed by raising further capital or reinvesting dividends received from or gains realized on the sale of interests in portfolio companies. Accordingly, our success is significantly dependent on our ability to raise further capital from investors to execute our strategy as we do not generate any revenues until we are able to exit a position, which may not be available on attractive terms or at all.

The implementation of our strategy will have a significant effect on our success. While we believe that we will be in a position to identify and attract opportunities and investment in line with our strategy, there is no guarantee that such opportunities will present themselves or present themselves within adequate timeframes. Our inability to implement our strategy within envisaged timeframes might result e.g. from an insufficient number of investment opportunities being available at attractive terms due to market conditions, competition from other investors or other factors, or our failure to identify such investment opportunities.

MINORITY PARTICIPATION RISKS

As we pursue a minority investment strategy, we typically aim to secure appropriate shareholder rights pursuant to the terms of our investments (including anti-dilution protections such as pro rata rights, board (observer) rights, financial information rights and blocking and other protective governance measures). However, fundamentally we do not exert control over portfolio companies or are otherwise involved in the day-to-day management of these businesses. In addition, as a minority investor in privately held companies we are typically subject to limitations on sales (such as drags, tags and transfer restrictions) and other shareholders may outvote us on important decisions or even take decisions that are not in our interest. This may expose us to poor performance, which in turn may impede our ability to raise capital and execute on our strategy.

PORTFOLIO CONCENTRATION RISKS

We currently have a portfolio of five companies, and are therefore exposed to concentration risk, in particular with respect to our investment in Limestone Capital AG, which is the most significant investment in our portfolio. Poor performance of a specific portfolio company, and Limestone Capital AG in particular, may therefore have a significant impact on our results and prospects.

KEY PERSONNEL RISKS

Our ability to execute on our strategy and raise further capital is also dependent on the relationships, skills, expertise and experience of the members of its management team, in particular on the currently sole managing director of the Company (*Geschäftsführender Direktor*) ("Managing Director") and the members of the administrative board (*Verwaltungsrat*) ("Administrative Board"), in particular on the access to their networks. The loss of their services or the Company's inability to attract and retain additional key personnel could impair the Company's operations and growth.

DUE DILIGENCE RISKS

As an investment holding, we are exposed to due diligence risks. Whereas we aim to conduct due diligence which we deem reasonable and appropriate based on the facts and circumstances applicable to each investment and engage external advisors as appropriate, our due diligence processes may not uncover all relevant facts and circumstances related to a potential investment, which may result in adverse investment decisions.

RISKS RELATING TO LONG-TERM PORTFOLIO

We employ a venture capital investment strategy where we hold investments for longer time periods (typically between five and ten years). These longer time periods therefore require us to raise sufficient capital (whether debt or equity) to ensure that we have sufficient liquidity to cover our operational expenses and other liabilities.

INVESTMENT RISKS

We are also exposed to investment risk, in that we may not be able to generate profits on our investments and may lose part of all of our initial investment. We report our current capital invested as well as our estimated NAV as we believe this is helpful for investors to understand the value progression in our portfolio and may consider reporting on additional metrics in the future, but such measures should not be considered as a substitute for audited financial measures and no undue reliance should be placed on them. We calculate these measures based on valuations achieved at the latest financing rounds, and these valuations may fluctuate and not be necessarily indicative about the return we may realize on an exit. Our ability to generate profits is also significantly affected at the entry price levels at which we invest, which we may not assess accurately and are also significantly affected by asset pricing levels in private funding markets which fluctuate as a result of macroeconomic factors over which we have no control.

FINANCING RISKS

We are an investment company focused on long term illiquid investments held on our balance sheet until an exit occurs and we do currently not generate any operating income. Accordingly, in the past we generated a net loss from operations, meaning that there were only costs and no turnover or other form of income, and will continue to have operational costs with any incoming cash flows from exits being uncertain. We intend to finance operational costs by drawdowns under the Credit Facility. According to current planning, the Company's financing is secured beyond the next 12 months. The company assumes that it will be able to cover its capital requirements beyond this period until proceeds are generated from its existing investments by raising equity or debt capital. Should this not succeed, the further development of the company would be impaired and existing investments might have to be sold prematurely. The Company’s future profits will be significantly dependent on its ability to realize gains - mainly by an exit - and impairments on investments may have a material adverse impact on our reported net income.

LIMITED FINANCIAL INFORMATION RISKS

Our minority participations are not consolidated in our financial statements pursuant to applicable accounting rules and standards, predominantly German GAP. Therefore, the revenues and expenses of our portfolio companies are not and will not be reflected in our statement of comprehensive income, nor indirectly through the valuation of the investment in the balance sheet item “financial assets” of our financial statements. Accordingly, potential investors in our shares will effectively have no access to meaningful underlying financial information on our portfolio companies. Accordingly, the financial information on the Company’s portfolio companies may be limited or unreliable and not accurately reflect the results of operations, financial condition, and prospects of such portfolio companies.

3. RISK AND OPPORTUNITIES RELATING TO THE ECONOMIC DEVELOPMENT OF OUR PORTFOLIO COMPANIES

RISKS RELATING TO ECONOMIC SUCCESS OF OUR PORTFOLIO COMPANIES

As an investment company, our economic success depends entirely on the performance and success of our portfolio companies as we look to generate profits from selling participations at a profit relative to the price we invested in. We have only limited influence on these factors. The success of a portfolio company depends to a large extent on the competence of its management, which may not deliver as anticipated or may leave and may not be adequately replaced in a timely manner. In addition to factors specific to the respective portfolio company, external circumstances such as general economic developments, industry-specific factors, and the situation on the financial markets, as well as geopolitical events, also have a significant influence on price formation. The most important factor for price formation is likely to be the economic development of the portfolio companies in each case between entry and exit, over which we have very limited control.

EARLY STAGE COMPANIES RISKS

We typically invest in early stage companies which offer significant return potential but are also subject to specific risks. There is no guarantee that the portfolio companies will be successful with their respective strategies or that services and products offered will effectively establish themselves in the market or have sustainable economic success. In addition, companies at an early stage are often subject to the risk that the product idea cannot be turned into a functioning product. Furthermore, it is uncertain whether the market entrance of a functioning product can be implemented successfully. Even if a product is launched in a market, it is uncertain whether a sufficient market share can be achieved. In addition, competition for early stage companies and their products and/or services is usually intense and larger competitors with significantly larger resources, may use such resources to overtake services and products of the portfolio companies in or otherwise impair the services and products, in particular be substituting or completely squeezing them out of the market.

Early stage companies often have difficulties to source and/or retain appropriately skilled personnel, in particular because they may not have the financial resources to compete with the salary and other incentivization packages offered by their competitors. There is no certainty that any of our portfolio companies will generate any, or any significant, returns for their shareholders (including for us) or that we will be able to secure a profitable exit

FUNDING MARKET RISKS

Early stage companies are also heavily dependent on funding markets to execute on their growth strategies as they typically have significant and often short-term capital requirements to finance their growth and expansion. Particularly in early stages, start-up companies have limited financial resources. If any necessary (follow-up) financing is not successful, the portfolio company could become insolvent, even within a relatively short period of time. There is a risk that a portfolio company might require more funding than expected to realize its respective business model or to successfully launch new products or services on the market. The Company could be forced to undertake unplanned additional financing of the respective portfolio company in order to preserve the value of its investment. In 2024, several central banks, including the European Central Bank (ECB) and the US Federal Reserve (Fed), have lowered their key interest rates in response to a stabilization in inflation. These interest rate cuts led to a reduction in the cost of capital and helped to revive activity in the private financial markets. Nevertheless, the availability of financing remains dependent on various factors, including general economic conditions and specific market conditions.

Accordingly, funding may not be available on acceptable terms or at all to our portfolio companies, which would have an adverse impact on their ability to execute on their growth strategy.

COMPETITION RISKS

The main competitors of our portfolio companies are companies with a focus on hospitality, enabling technologies and consumer brands. Competition in these markets is intense and our portfolio companies face competition from large multinational companies as well as emerging technology-driven start-ups. Any of those current or potential competitors may with its activities have significant impact on the value of one or several of our portfolio companies.

4. RISKS RELATING TO MACRO FACTOR

DISRUPTIONS AND OTHER DECLINES IMPACTING THE TRAVEL AND HOSPITALITY SECTOR

The economic development of our portfolio companies operating in the hospitality sector continues to depend significantly on the strength of the travel and hospitality industries. While global travel demand has largely recovered, the sector faces persistent challenges such as rising operational costs, economic uncertainty, and shifting consumer behaviors.

Various external events beyond our control—such as unusual or extreme weather events, natural disasters, global health concerns including potential pandemics, regulatory changes related to sustainability and climate policies, geopolitical conflicts, trade and immigration policies, wars, terrorist attacks, labor unrest, and economic downturns—can disrupt global travel patterns or otherwise lead to a decline in demand for hospitality services.

While the severe travel restrictions related to COVID-19 are no longer a primary risk, economic pressures and changing consumer spending habits continue to impact the industry's growth. Additionally, regulatory changes surrounding climate action and sustainability present new risks and opportunities that may affect business operations and profitability in the sector.

DISCRETIONARY CONSUMER SPENDING RISKS

Our portfolio companies focus on the hospitality and lifestyle sectors, which depends to a significant extent on the levels of discretionary consumer spending. Some of the factors that have an impact on discretionary consumer spending include general economic conditions, global or regional recessions, unemployment, consumer debt, inflation – as currently observed around the world as a result of the Ukraine War and other geopolitical events – fluctuations in exchange rates, taxation, energy prices, interest rates, consumer confidence, and other macroeconomic factors. Consumer preferences tend to shift to lower-cost alternatives during recessionary periods and other periods in which disposable income is adversely affected, which could lead to a decline in the demand for the products and services offered by our portfolio companies, and thus result in lower revenue, which might result in declines or even insolvencies of individual or several of the portfolio companies.

ECONOMIC RISKS

The economic success of the Company is primarily dependent on the price at which it can invest in portfolio companies, the positive development of the portfolio companies and the sales proceeds that can be achieved in the event of an exit. The purchase price is determined to a considerable extent by the respective economic environment and the financial market environment. In general boom phases, there is a risk that investments are made at a price that only allows for a limited or no increase in value. In a weak environment, on the other hand, the opportunities to sell the investments may be limited. Furthermore, in such an environment, our ability to raise further equity or debt capital may not be possible or may be limited. Thus, our economic success is highly dependent on the general economic development, the development of the industries in which the company's portfolio companies are active, the development of the financial markets, but also, in particular, on the specific development risks of growth companies in general and our portfolio companies specifically.

The economic environment and the state of the investment and venture capital market as well as the capital markets at the time of the sale of a portfolio company have a significant influence on the time chosen for the sale and the possible proceeds from the sale. In addition to company-specific factors, external circumstances such as the general economic development, industry-specific factors and the condition of the financial markets have a significant impact on the pricing. Weak capital markets and a negative economic environment can have a negative impact on the achievable proceeds from the sale of investments. In particular due to the Ukraine War and the Gaza conflict, inflation increases and currently there is the risk of a recession in the global economy and the European and German economies.

5. COMPLIANCE & RISKS RELATED TO OUR SHAREHOLDING STRUCTURE

REGULATORY RISKS

On 8 June 2011, the Directive on Alternative Investment Fund Managers (so-called AIFM) was adopted by the European Parliament and the European Council. The Directive has been implemented into national law on 22 July 2013 in the form of the so-called *Kapitalanlagegesetzbuch* ("KAGB").

The Company is an investment company for minority shareholdings. As such, it does not qualify as an investment fund within the meaning of the KAGB according to the administrative practice of BaFin which exempts companies whose shares are listed on a stock exchange from the scope of the law to the knowledge of the Company.

The introduction of new supervisory and regulatory obligations as well as the further tightening of existing regulatory provisions or the adoption of a possibly existing regulatory obligation by the competent supervisory authorities, for example as a result of a change in the administrative practice or European or German law, might result in the Company's business activities requiring a license or otherwise becoming regulated pursuant to applicable law. This would result in increased costs of the Company or might lead to a partial or complete restriction of the Company's business activities.

OWNERSHIP CONCENTRATION RISK

Apeiron currently owns approx. 37.19% of the Company's share capital and voting rights and therefore has significant influence over the Company. The interests of Apeiron may deviate from the Company's interests or those of other shareholders of the Company. In light of expected attendance at the Company's shareholders' meeting, the size of Apeiron's stake may result in a position of Apeiron to pass shareholder resolutions, e.g. to determine the allocation of profit and therefore the Company's dividend policy and also adopt certain resolutions on other significant matters, such as amendments to the Company's articles of association, the election of members of the Administrative Board of the Company or capital measures. Based on previous participation rates, the Company does not believe that there is any dependency relationship. The stake of Apeiron may have the effect of making certain transactions more difficult or impossible without its support and may have the effect of delaying, postponing or preventing certain major corporate actions, including a change of control in the Company, and could thus prevent mergers, consolidations, acquisitions or other forms of combination that might be advantageous for investors.

6. OPPORTUNITIES

We continue to so see opportunities for a new generation of founders and entrepreneurs aiming to build the next generation of hospitality and lifestyle businesses and brands. We see new patterns of life, work and leisure emerging and accelerating from the post-pandemic experience on individual, collective and technological fronts, creating new opportunities in hospitality and lifestyle for innovation-driven entrepreneurship with a strong community focus. We believe that this trend will continue as a new generation of consumers across Millennials and Generation Z continues to emerge and constitute and increasing proportion of total consumer spending.

Challenging macroeconomic conditions can also provide opportunities for emerging companies as incumbents reduce investment capex or face issues with existing financing overhang, providing opportunities for nimble competitors to emerge and step in.

In addition, challenging funding markets may also provide opportunities for us to invest on attractive valuation entry points, which in the long term can result in better returns provided we are able to exit on attractive terms.

7. CONCLUSION

Our main risks are that we do not generate any operating income and are dependent on funding markets to raise more capital to execute on our business plan. In addition, we depend on credit financing provided by Apeiron to fund our operating expenses until we raise additional capital. Any insolvency or inability of Apeiron to pay would have a material impact on our ability to fund our operating expenses. As an investment holding focusing on minority investments in growth companies, we have limited control over the operations of our portfolio companies and our portfolio companies are heavily dependent on the availability of funding in private markets, which may not be available on attractive terms or at all. Macroeconomic factors may also affect our ability to exit investment on attractive terms or at all.

These risks are in part offset by the continuing opportunities that we see for emerging entrepreneurs building next generation businesses and the opportunities that are created by more challenging macro conditions as well as to allow us to invest at more attractive valuations on new opportunities that we identify.

F. CORPORATE GOVERNANCE STATEMENT PURSUANT TO § 289F GERMAN COMMERCIAL CODE (HGB)

The Corporate Governance Statement of 029 Group SE to be issued pursuant to Section 289f of the German Commercial Code (HGB), which includes in particular the Declaration of Compliance pursuant to Section 161 of the German Stock Corporation Act (AktG), disclosures on significant corporate governance practices, as well as a description of the working methods of the Managing Director and the Administrative Board, and the corporate governance report, can be accessed at:

German:
https://www.029-group.com/de/investor-relations

English:
https://www.029-group.com/investor-relations

G. TAKEOVER STATEMENT DISCLOSURES IN ACCORDANCE WITH § 289A OF THE GERMAN COMMERCIAL CODE (HGB)

As a listed company whose voting shares are listed on an organized market within the meaning of § 2 para. 7 of the German Securities Acquisition and Takeover Act (*WpÜG*), namely on the Regulated Market (*regulierter Markt*) of the Düsseldorf Stock Exchange (*Börse Düsseldorf*) and of the Munich Stock Exchange (*Börse München*) the Company is obliged to disclose the information specified in § 289a para. 1 HGB in the Management Report.

1 . COMPOSITION OF THE SUBSCRIBED CAPITAL (§ 289A SENTENCE 1 NO. 1 HGB)

As of 31 December 2024 the subscribed capital of 029 Group SE amounted to EUR 5,000,000, divided into 5,000,000 no-par value bearer shares with a pro rata amount of the Company's share capital of EUR 1.00 each. There are no different classes of shares. The shares each carry full dividend rights.

2. RESTRICTIONS AFFECTING VOTING RIGHTS OR THE TRANSFER OF SHARES (§ 289A SENTENCE 1 NO. 2 HGB)

The shareholders of the Company are not restricted in their decision to acquire or sell shares either by German law or by the Company's Articles of Association. The acquisition and sale of shares do not require the approval of the Company's corporate bodies in order to be effective. The Company is not aware of any restrictions relating to the transferability of shares.

Each share grants one vote at the General Meeting. Shareholders' voting rights are not subject to any restrictions either by law or under the Company's Articles of Association. Voting rights are not limited to a specific number of shares or a specific number of votes. All shareholders who have registered in good time for the General Meeting and provided evidence of their right to attend the General Meeting and to exercise their voting rights are entitled to cast votes from all the shares they hold and have registered. Only the statutory prohibitions on voting rights apply (e.g., § 136 AktG).

3. SHAREHOLDINGS EXCEEDING TEN (10) PERCENT OF VOTING RIGHTS (§ 289A SENTENCE 1 NO. 3 HGB)

To the knowledge of the Company, as of 31 December 2024 the following direct and indirect shareholdings in the capital of 029 Group SE exceeded the threshold of 10.00 percent of the voting rights:

- Christian Angermayer, indirectly through Apeiron Investment Group Ltd., Sliema, Malta as direct shareholder.
- Pierre Maliczak, indirectly through Springwell Holding Limited, Mosta, Malta, Altarius Holdings Limited, Mosta, Malta, Altarius Asset

Management Limited, Mosta, Malta, and, as direct shareholder, ALTA-GATEWAY SICAV PLC - Global Equities Impact Fund, Mosta, Malta.

4. HOLDERS OF SHARES WITH SPECIAL RIGHTS CONFERRING POWERS OF CONTROL (§ 289A SENTENCE 1 NO. 4 HGB)

As of 31 December 2024 no shares with special rights conferring powers of control had been issued.

5. VOTING RIGHTS CONTROL FOR EMPLOYEE SHAREHOLDINGS (§ 289A SENTENCE 1 NO. 5 HGB)

No control of voting rights is provided for in case that employees participate in the capital of the Company and do not directly exercise their rights of control.

6. STATUTORY PROVISIONS AND PROVISIONS OF THE ARTICLES OF ASSOCIATION CONCERNING THE APPOINTMENT AND DISMISSAL OF MANAGING DIRECTORS AND CONCERNING AMENDMENTS TO THE ARTICLES OF ASSOCIATION (§ 289A SENTENCE 1 NO. 6 HGB)

Pursuant to the Articles of Association the Company has one or more Managing Directors. Members of the Administrative Board may be appointed as Managing Directors, provided that the majority of the Administrative Board continues to consist of non-executive members. Managing Directors may be dismissed at any time by decision of the Administrative Board.

Unless mandatory legal provisions require otherwise, amendments to the Articles of Association require a two-thirds majority of the votes cast or - if at least half of the share capital is represented - a simple majority of the votes cast. If the law requires a capital majority in addition to the voting majority for resolutions of the General Meeting, a simple majority of the share capital represented at the passing of the resolution shall suffice, if legally permitted.

7. AUTHORIZATIONS OF THE ADMINISTRATIVE BOARD, IN PARTICULAR WITH REGARD TO THE POSSIBILITY OF ISSUING OR REPURCHASING SHARES (§ 289A SENTENCE 1 NO. 7 HGB)

The Administrative Board is authorized until 17 August 2027 to increase the share capital of the Company once or several times up to a total of EUR 2,500,000 for cash and/or contributions in kind by issuing new no-par bearer shares (Authorized Capital 2022). The Administrative Board is authorized to exclude the statutory subscription right of shareholders in certain cases. The corresponding amendment of the Articles of Association was registered with the Commercial Register on 17 August 2022. In 2024, the Administrative Board did not make any use of the Authorized Capital 2022 and therefore the authorized amount of EUR 2,500,000 is available in full.

As of 31 December 2024 the Company had no contingent capital.

As of 31 December 2024 no authorization for the Administrative Board to acquire treasury shares was in place.

8. SIGNIFICANT AGREEMENTS OF THE COMPANY WHICH ARE SUBJECT TO THE CONDITION OF A CHANGE OF CONTROL AS A RESULT OF A TAKEOVER BID, AND THE EFFECTS RESULTING THEREFROM (§ 289A SENTENCE 1 NO. 8 HGB)

As of 31 December 2024 no significant agreements of the Company which are subject to the condition of a change of control had been concluded.

9. COMPENSATION AGREEMENTS WITH MEMBERS OF THE ADMINISTRATIVE BOARD, MANAGING DIRECTORS OR WITH EMPLOYEES BEING TRIGGERED IN CASE OF A TAKEOVER BID (§ 289A SENTENCE 1 NO. 9 HGB)

As of 31 December 2024 no compensation agreements with members of the Administrative Board, managing directors or with employees being triggered in case of a takeover bid had been concluded.

Berlin, 23 April 2025

029 Group SE

Leon Sander

Leon Sander
Managing Director

FINANCIAL STATEMENTS

3. Financial Statements

3.1 INCOME STATEMENT FOR 1 JANUARY - 31 DECEMBER 2024

		31. December 2024 EUR	Previous Year EUR
1.	Gains on disposal of investments	903,489.12	0.00
2.	Other operating income	41,587.81	46,386.88
3.	Personnel expenses		
	a) Wages and Salaries	83,024.94	96,000.00
	b) Social security costs and expenses related to pension plans and for support	2,566.71	639.00
		85,591.65	96,639.00
4.	Depreciation on intangible assets of non-current assets and tangible assets	8,792.69	3,248.00
5.	Other operating expenses	335,304.49	558,424.12
6.	Income from other securities and long-term loans	5,600.00	5,600.00
7.	Depreciation of financial assets - Thereof unscheduled depreciation of financial assets EUR 171,265.37 (EUR 4,977,285.55)	171,265.37	4,977,285.55
8.	Interest and similar expenses	15,516.11	41,021.14
9.	**Net result after taxes**	**334,206.62**	**-5,624,630.93**
10.	**Net result for the financial year**	**334,206.62**	**-5,624,630.93**

3.2 BALANCE SHEET AS AT 31 DECEMBER 2024

ASSETS

			31.December 2024 EUR	Previous Year EUR
A.		**Non-current assets**		
	I.	Intangible fixed assets		
	1.	Purchased concessions, industrial property and similar rights and values as well as licenses to such rights and values	13,715.84	14,961.84
	II.	Financial assets		
	1.	Participations	16,334,201.34	17,169,860.66
	2.	Other loans	80,000.00	80,000.00
			16,414,201.34	**17,264,822.50**
B.		**Current Assets**		
	I.	Receivables and other assets		
	1.	Other Assets - of which remaining term greater than 1 year EUR 13,268.89 (EUR 7,668.89)	17,603.89	12,003.89
	II.	Balances with banks	196,880.09	10,819.02
C.		**Prepaid Expenses**	**56,647.22**	**50,191.30**
		Total Assets	**16,699,048.38**	**17,337,836.71**

TOTAL EQUITY AND LIABILITIES

		31. December 2024 EUR	Previous Year EUR
A.	**Equity**		
I.	Share Capital	5,000,000.00	5,000,000.00
II.	Capital reserves	17,048,925.00	17,048,925.00
III.	Accumulated losses brough forward	6,392,802.56	768,171.63
IV.	Net income for the financial year	334,206.62	-5,624,630.93
		15,990,329.06	**15,656,122.44**
B.	**Provisions**		
1.	**Other provisions**	**112,594.43**	**115,220.86**
C.	**Liabilities**		
1.	Trade payable - which remaining term up to 1 year EUR 11,553.92 (EUR 278,922.55)	11,553.92	278,922.55
2.	Other payable - of which taxes EUR 12.71 (EUR 1,840.63) - of which remaining term up to 1 year EUR 584,570.97 (EUR 1,287,570.86)	584,570.97	1,287,570.86
		596,124.89	**1,566,493.41**
	Total Equity and Liabilities	**16,699,048.38**	**17,337,836.71**

3.3 CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

			31. December 2024 EUR	Previous Year EUR
1.		Profit or loss for the period	334,206.62	-5,624,630.93
2.	+	Depreciation of non-current assets	180,058.06	4,980,533.55
3.	-	Decrease in provisions	-2,626.43	-107,931.58
4.	-	Gain on disposal of non-current assets	-903,489.12	0.00
5.	-	Increase in other assets not attributable to investing or financing activities	12,055.92	-33,240.79
6.	+/-	Increase in trade payables	-267,368.63	208,555.28
7.	-/+	Increase in other assets not attributable to investing or financing activities	-1,827.92	2,320.45
8.	+/-	Interest income	9,916.11	35,421.14
		Cash flow from the operating activities	**-663,187.23**	**-538,972.88**
9.	-	Cash outflows from investment in intangible fixed assets	-7,546.69	-4,158.84
10.	-	Cash outflows from investment in financial assets	0.00	-388,191.33
11.	+	Interest received	5,600.00	5,600.00
12.	+	Cash inflows from the disposal of financial assets	1,567,883.07	0.00
		Cash flow from the investing activities	**1,565,936.38**	**-386,750.17**
13.	+	Cash inflows from issuance of bonds and from short- or long-term borrowings	0.00	971,021.14
14.	-	Cash outflows fot the redemption of (financial) loans	-701,171.97	0.00
15.	-	Interest paid	-15,516.11	-41,021.14
		Cash flow from the financing activities	**-716,688.08**	**930,000.00**
16.		Cash-effective changes of cash funds (total cash flows)	186,061.07	4,276.95
17.	+	Cahs funds at the beginning of the period	10,819.02	6,542.07
		Cash funds at the end of the period	**196,880.09**	**10,819.02**

3.4 EQUITY SCHEDULE AS AT 31 DECEMBER 2024

	Subscrihrbbed capital	Capital reserves	Total comprehensive income	Total
	EUR	EUR	EUR	EUR
Balance at Januar 1, 2023	5,000,000.00	17,048,925.00	-768,171.63	21,280,753.37
Profit or loss for the period			-5,624,630.93	-5,624,630.93
Balance at December 31, 2023	**5,000,000.00**	**17,048,925.00**	**-6,392,802.56**	**15,656,122.44**
Balance at Januar 1, 2024	5,000,000.00	17,048,925.00	-6,392,802.56	15,656,122.44
Profit or loss for the period			334,206.62	334,206.62
Balance at December 31, 2024	**5,000,000.00**	**17,048,925.00**	**-6,058,595.94**	**15,990,329.06**

3.5 NOTES TO THE FINANCIAL STATEMENTS AS AT 31. DECEMBER 2024

GENERAL INFORMATION ON THE ANNUAL FINANCIAL STATEMENTS

The annual financial statements of 029 Group SE was prepared based on the accounting rules of the German Commercial Code (Handelsgesetzbuch, HGB).

The provisions of the German Stock Corporation Act (AktG) and the SE-Implementation Act (SEAG) also had to be observed in addition to the above regulations.

Information that can be given either on the balance sheet, in the income statement or in the notes to the financial statements is mostly given in the notes.

For the income statement, the total cost method according to Section 275 para. 2 of the German Commercial Code was chosen.

According to the size categories stated in Section 267 para. 3 sent. 2 of the German Commercial Code, the company is a large corporation.

The annual financial statements of the company were prepared in German and EURO in accordance with Section 244 of the German Commercial Code.

GENERAL INFORMATION ABOUT THE ANNUAL FINANCIAL STATEMENTS

The annual financial statements were prepared in accordance with the provisions of Sections 242 ff. of the German Commercial Code in compliance with the supplementary provisions for large corporations.

INFORMATION IDENTIFYING THE COMPANY ACCORDING TO THE REGISTRY COURT

Company name according to registry court:	029 Group SE
Registered company seat according to registry court:	Berlin
Registry entry:	Commercial Register
Registry court:	Berlin (Charlottenburg)
Registry court number:	HRB 200678 B

ACCOUNTING POLICIES

Assets

Noncurrent Assets

Acquired intangible assets are recognized at acquisition cost and, if subject to depreciation, reduced by scheduled amortization.

Scheduled amortization is calculated on a straight-line basis over the estimated useful life of the assets.

Investments are recognized at acquisition cost or at the lower fair value.

Other loans are recognized at their nominal value or at the lower fair value.

If impairment is expected to be permanent, unscheduled write-downs are made. If the reasons for the expected permanent impairment no longer exist, the value is reversed.

Current Assets

Other assets are stated at the nominal value or at the lower fair value at the balance sheet date.

Receivables for which there is a significant risk of uncollectability are written down on a case-by-case basis, while uncollectible receivables are written off.

Liquid assets are recognized at nominal value.

Deferred expenses

Deferred expenses include expenses that represent expenses after the reporting date.

Deferred tax assets

Deferred tax assets are not reported, making use of the option under Section 274 of the German Commercial Code. The deferred tax assets result from the tax loss carryforward.

Total equity and liabilities

Equity

The subscribed capital and the capital reserve pursuant to Section 272 para. 2 of the German Commercial Code are stated at nominal value.

Provisions

Other provisions take into account all identifiable risks and contingent liabilities and are recognized at the settlement amount in accordance with prudent business judgment

Liabilities

Liabilities are recognized at their settlement amount.

BALANCE SHEET DISCLOSURES

Statement of changes in fixed assets for individual items of fixed assets

The development of the individual fixed assets is shown in the following fixed assets schedule:

Fixed Asset Schedule as at 31 December 2024

	Acquisition-, production-cost	Additions	Disposals	Transfers	Acquisition-, production-cost	Accumulated depreciations	Depreciations financial year	Depreciationn	Transfer	Accumulated depreciations	Write-ups Financial year	Book Value
	01.01.2024				31.12.2024	01.01.2024				31.12.2024		31.12.2024
	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR
A. Non-current Assets												
I. Intangible financial assets												
1. Purchased concessions,industrial property rights and similar rights and values as well as licenses to such rights and values	20,105.00	6,806.80			26,911.80	5,143.16	8,052.80			13,195.96		13,715.84
Total intangible fixed assets	**20,105.00**	**6,806.80**			**26,911.80**	**5,143.16**	**8,052.80**			**13,195.96**		**13,715.84**
II. Tangible fixed assets												
1. Other equipment, operating and office equipment	0.00	739.89			739.89	0.00	739.89			739.89		0.00
Tangible fixed assets	**0.00**	**739.89**			**739.89**	**0.00**	**739.89**			**739.89**		**0.00**
III. Long-term financial assets												
1. Participants	22,147,146.21		664,393.95		21,482,752.26	4,977,285.55	171,265.37			5,148,550.92		16,334,201.34
2. Other loans	80.000,00				80,000.00	0.00				0.00		80.000,00
Total financial assets	**22,227,146.21**		**664,393.95**		**21,562,752.26**	**4,977,285.55**	**171,265.37**			**5,148,550.92**		**16,414,201.34**
Total noncurrent asset	**22,247,251.21**	**7,546.69**	**664,393.95**		**21,590,403.95**	**4,982,428.71**	**180,058.06**			**5,162,486.77**		**16,427,917.18**

Other assets

Other assets relate to recognized interest on the Convertible Loan as of the reporting date in the amount of EUR 13,268.89 (previous year: EUR 7,668.89), which will be due at the end of the term on September 30, 2027. In addition, a security deposit of EUR 4,335.00 (previous year: EUR 4,335.00) in connection with an office lease in Berlin is recognized. Other assets have a remaining term of more than one year.

DISCLOSURES ON SHARE CLASSES

Share capital

The share capital of 029 Group SE amounts to EUR 5,000,000.00 as of 31 December 2024 (previous year: EUR 5,000,000.00) and is divided into 5,000,000.00 no-par value bearer shares with a notional share in the share capital of EUR 1.00 per share. By resolution of the General Meeting on 10 August 2022, the share capital was increased by EUR 4,750,000 by issuing new no-par value bearer shares with a notional share in the share capital of EUR 1.00 each and with profit entitlement from the beginning of the financial year in which the capital increase was registered. The shareholders' statutory subscription rights were excluded. The contribution obligation was fulfilled by a contribution in kind of an investment portfolio.

Disclosures on authorised capital

By resolution of the General Meeting on 10 August 2022, the Board of Directors is authorized to increase the share capital of the company once or several times by a total up to EUR 2.500.000.00 against cash contributions and/or contributions in kind until 17 August 2027. (Authorized Capital 2022/I.)

Change in capital reserves

The capital increase in the total amount of EUR 17,048,925.00 was provided as follows:
Insofar as the contribution value of the contributed investment portfolio in 2022 exceeded the issue amount of the new shares granted in return as part of the capital increase of EUR 4,750,000, this difference of EUR 17,008,925.00 was transferred to the capital reserve. Furthermore, an additional payment of EUR 40,000.00 was made to the capital reserve.

Disclosures on and explanations of provisions

Other provisions in the amount of EUR 112,594.43 (previous year: EUR 115,220.86) mainly relate to the preparation of the annual financial statements, audit costs and financial accounting costs as well as for the remuneration of the Administrative Board and have a remaining term of up to one year.

Disclosures on and explanations of liabilities

Liabilities mainly consist of trade accounts payables in the amount of EUR 11,553.92 (previous year: EUR 278,922.55) and other liabilities in the amount of EUR 584,570.97 (previous year: EUR 1,287,570.86).

Liabilities from trade accounts payables amounting to EUR 11,553.92 have a remaining term of up to one year.

The other liabilities consist of a loan to Apeiron Investment Group Ltd. in the amount of EUR 572,550.28 (previous year: EUR 1,273,722.25) which bears interest at a rate of 5.5% per annum based on the nominal amount of the loan funds provided, and a clearing account in the amount of EUR 9,687.53 (previous year: EUR 9,687.53) and EUR 2,320.45 (previous year: EUR 2,320.45). In addition, there are liabilities to the tax office from VAT payable in the amount of EUR 12.71 (previous year: EUR 1,840.63).

Other liabilities amounting EUR 12,020.69 have a remaining term of up to one year, and those amounting to EUR 572,550.28 have a remaining term of more than one year up to five years.

INCOME STATEMENT DISCLOSURES

Classification of sales

No sales were generated in the reporting period.

Other operating income

Other operating income mainly consists of the sale of shares in Emerald Stay SA which generated proceeds of EUR 1,567,883.07 (previous year: EUR 0.00) and a profit in the amount of EUR 903,489.12 (previous year: EUR 0.00) as well of the reversal of provisions formed in the previous year, mainly consist of Administrative Board remuneration, in the amount of EUR 41,587,81 (previous year: EUR 46,209.00).

Depreciation

Depreciation consists of impairment losses on financial assets in the amount of EUR 171,265.37 (previous year: EUR 4,977,285.55) and scheduled depreciation of intangible assets as well as immediate write-downs of low-value assets in the total amount of EUR 8,792.69 (previous year: EUR 3,248.00).

Miscellaneous operating costs

The other operating expenses mainly consist of rental expenses for immovable assets amounting to EUR 32,755.91 (previous year: 38,230.58), insurance expenses amounting to EUR 23,502.70 (previous year: EUR 26,562.26), advertising expenses amounting to EUR 37,071.01 (previous year: EUR 35,700.00) for the promotion of shares, legal and consulting fees amounting to EUR 69,932.57 (previous year: 187,032.45), mainly related to the general meetings and stock exchange listing, expenses for the preparation and audit of the annual financial statements as well as preparation of tax returns amounting to EUR 110,512.77 (previous year: EUR 146,216.88) mainly in connection with the preparation of the annual financial statements and tax returns, as well as the audit of the annual financial statements, and from Management Board remuneration amounting to EUR 30,000.00 (previous year: EUR 0.00)

Expenses relating to other periods

No expenses relating to other periods were generated in the reporting period up to December 31, 2024, nor in the previous year.

Income from other securities and loans held as financial assets

Interest income in the amount of EUR 5,600.00 (previous year: EUR 5,600.00) mainly results from the interest on the convertible bond of 7.00% per annum, based on the nominal amount of the loan funds provided, whereby the interest is calculated on a daily basis according to the 30/360 interest rate method.

Interest and similar expenses

Interest expenses in the amount of EUR 15,516.11 (previous year: EUR 41,021.14) mainly result from interest expenses for the loan from Apeiron Investment Group Ltd., whereby the individual amounts drawn down bear interest at 5.50% per annum based on the nominal amount. During the reporting period, loans totalling EUR 1,371,688.08 were repaid.

OTHER DISCLOSURES

Other financial obligations pursuant to Section 285 No. 3a HGB

The other financial obligations, which are not shown in the balance sheet and are also not contingent liabilities within the meaning of Section 251 of the German Commercial Code that are of significance for assessing the situation of the company, consisted at the following at the closing date:

Other financial obligations	Amount of total obligations	Explanations
Rental agreements	EUR 6,999.28	Rent office space

Average number of employees during the financial year

During the reporting period up to December 31, 2024, no employees were employed.

Names of members of the Administrative Board and the Managing Director

The following person were managing directors in the reporting period until June, 30 2024:

Lorin Van Nuland	Occupation:	Managing Director, 029 Group SE; Managing Director, Apeiron Investment Group Ltd.

The managing director Lorin Van Nuland received a remuneration of EUR 48,000.00 for his activities in the reporting period. The managing director did not receive any variable or performance-related remuneration in the reporting period.

The following person will be managing director from July 1, 2024 on:

Leon Sander	Occupation:	Managing Director, 029 Group SE;

The managing director Leon Sander received a remuneration of EUR 35,024.94 for his activities in the reporting period. The managing director did not receive any variable or performance-related remuneration in the reporting period.

The following persons were members of the administrative board until June 9, 2024:

Juan Rodriguez	Chairman	Occupation:	Managing Partner, C3 Capital
Dr. Martina Wimmer	Vice-Chairman	Occupation:	Legal Counsel
Lorin Van Nuland	Member	Occupation:	Managing Director, 029 Group SE; Managing Director, Apeiron Investment Group Ltd.

The following persons were member of the administrative board from June 9, 2024:

Juan Rodriguez	Chairman	Occupation:	Managing Partner, C3 Capital

Dr. Martina Wimmer	Vice-Chairman	Occupation:	Legal counsel
Leon Sander	Member	Occupation:	Managing Director, 029 Group SE

The members of the administrative board shall receive a remuneration in the amount of EUR 30,000.00 for their activities in the reporting period. The amount was accrued accordingly as at 31.12.2024.

The members of the Administrative Board served on the supervisory board or other supervisory bodies of the following other companies in fiscal year until December 31, 2024:

Juan Rodriguez:	- C3 Management GmbH, Frankfurt am Main, Managing Director (since January 2017) - Apeiron GmbH, Frankfurt am Main, Managing Director (since February 2013) - Apeiron Germany GmbH, Frankfurt am Main, Managing Director (since August 2021) - Consortia AG, Köln, Member of the Supervisory Board (since June 2020) - C3 Advisory GmbH, Frankfurt am Main, Managing directc (since August 2024)
Leon Sander:	- 029 Group SE, Berlin, Member of the Administrative Boar (since June 10, 2024) - Sander Ventures UG, Spelle, Managing Director (since October 2023)
Lorin Van Nuland:	- 029 Group SE, Member of the Administrative Board (until June 10, 2024) - Limestone Capital AG, Zug, Switzerland, Member of the Board (since September 2022)

DISCLOSURES ON INVESTMENTS IN OTHER COMPANIES OF AT LEAST 20 PER CENT OF THE SHARES

Information on investments in the following companies in accordance with Section 285 no. 11 of the German Commercial Code:

Name/registered address	Equity Interest	Net income/net loss for the financial year EUR	Equity EUR
Limestone Capital AG, Zug, Switzerland*	35.66 %	-84,203.50	5,219,886.80

*Diclosure of values as of December 31, 2023, for the annual result and equity

DISCLOSURE OF INVESTMENTS IN CORPORATIONS THAT EXCEED FIVE PER CENT OF THE VOTING RIGHTS

Information on investments in the following companies in accordance with Section 285 no. 11b of the German Commercial Code:

Name/registered address	Equity interest	Net income/net loss for the financial year EUR	Equity EUR
TRIP Drink Ltd., London, UK**	5,17%	-5,657,020.00	7,154,956.00
Fjor Ltd., London, UK	11.25%	-259,194.26	12,436.46

**Disclosure of values as of February 29, 2024, for the annual result and equity

MEMBERSHIP OF GROUP

There is no group affiliation as of December 31, 2024.

AUDITOR'S FEE

The fees of the auditor, Mazars GmbH & Co. KG, Berlin, was as follows:

Audit services as at December 31, 2024: EUR 56,175.00 (Accrual)

DISCLOSURES ON THE EXISTENCE OF AN INVESTMENT IN THE COMPANY THAT HAS BEEN NOTIFIED TO THE COMPANY IN ACCORDANCE WITH SECTION 20(1) OR (4) OF THE AKTG

Apeiron Investment Group Ltd. holds more than 25 per cent of the reporting entity's share capital.

DECLARATION ON THE CORPORATE GOVERNANCE CODE

The declaration of compliance with the German Corporate Governance Code pursuant to Section 161 of the German Stock Corporation Act (AktG) was issued by the Board of Directors and made permanently available on the website of 029 Group SE (https://www.029-group.com/investor-relations).

PROPOSAL OR RESOLUTION ON THE APPROPRIATION OF NET PROFIT

The following appropriation of earning is proposed for the year 2024:

The profit for the year amounts to EUR 334,206.62.

The profit for the year of EUR 334,206.62 will be carried forward together with the loss carried forward from previous years.

SIGNATURE OF MANAGING DIRECTOR

Berlin, 23 April 2025	
Place, date	Leon Sander

RESPONSIBILITY STATEMENT

4. Responsibility Statement

To the best of our knowledge, and in accordance with the applicable reporting principles, the financial statements give a true and fair view of the assets, liabilities, financial position, and profit or loss of the Company, and the management report of 029 Group SE includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal opportunities and risks associated with the expected development of the Company.

Berlin, 23 April 2025

029 Group SE
The Managing Director

Leon Sander

INDEPENDENT AUDITOR'S REPORT

5. Independent auditor’s report

To 029 Group SE, Berlin

REPORT ON THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS AND THE MANAGEMENT REPORT

AUDIT OPINIONS

We have audited the annual financial statements of 029 Group SE, Berlin, – which comprise the balance sheet as of 31 December 2024, der income statement, the cash flow statement and the statement of changes in equity, for the financial year from 1 January 2024 to 31 December 2024 and notes to the annual financial statements, including the recognition and measurement policies. In addition, we have audited the management report of 029 Group SE, Berlin, for the financial year from 1 January 2024 to 31 December 2024. In accordance with German legal requirements, we have not audited the content of the parts of the management report listed in the section "Other information" of our auditor's report.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the Company as of 31 December 2024 and of its financial performance for the financial year from 1 January 2024 to 31 December 2024 in compliance with German Legally Required Accounting Principles, and

- the accompanying management report as a whole provides an appropriate view of the Company’s position. In all material respects, this management report is consistent with the annual financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our audit opinion on the management report does not cover the content of the parts of the management report listed in the section “Other information”.

Pursuant to § 322 (3) sent. 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and of the management report.

BASIS FOR THE AUDIT OPINIONS

We conducted our audit of the annual financial statements and of the management report in accordance with § 317 HGB and the EU Audit Regulation (No. 537/2014, referred to subsequently as "EU Audit Regulation") in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institute of Public Auditors in Germany (IDW) [Institut der Wirtschaftsprüfer in Deutschland]. Our responsibilities under those requirements and principles are further described in the "Auditor's responsibilities for the audit of the annual financial statements and of the management report" section of our auditor's report. We are independent of the Company in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2) point (f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the annual financial statements and on the management report.

KEY AUDIT MATTERS IN THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual financial statements for the financial year from 1 January 2024 to 31 December 2024. These matters were addressed in the context of our audit of the annual financial statements as a whole, and in forming our audit opinion thereon, we do not provide a separate audit opinion on these matters.

VALUATION OF THE INVESTMENTS

Related information in the financial statements and management report

For information on the accounting and valuation methods applied to the investments, please refer to the notes in the section "Disclosures on accounting policies, noncurrent assets". Regarding the development of financial assets, we refer to the information in the notes in the section " Balance sheet disclosures, Statement of changes in fixed assets for individual items of fixed assets" and in the section "Income statement disclosures, amortisation". For the comments in the management report, please refer to the sections "B.2 Portfolio Review", "C.2 2. Assets and Liabilities" and "D. Forecast Report".

Facts and risk for the audit

In the annual financial statements of 029 Group SE, seven minority investments in start-up companies totaling k€ 16,334 are reported under the balance sheet item " Long-term financial assets", which together account for around 97.8 % of the balance sheet total and exceed the company's balance sheet equity by k€ 344 The investments are subjected to an annual impairment test by the company in order to determine any need for write-downs or write-ups. As a result of the impairment test, a write-down of k€ 171 (previous year: k€ 4,949) was recognized for a minority interest in the reporting year. The result of these impairment test depends to a large extent on how the legal representatives assess the future developments of the investments and derive the planning assumptions. In view of the uncertainties underlying these valuations and the subjective assumptions and estimates to be made in the context of the valuations, the recoverability of the shares in affiliated companies is a particularly important audit matter.

Audit approach and findings

As part of our audit, we analysed the process implemented by the legal representatives of 029 Group SE as well as the specifications for determining the fair values of the investments and possible risks of error and obtained an understanding of the individual stages of the process and the internal controls implemented. We assessed the Company's approach to deriving future profits and valuation parameters for consistency with commercial law and professional pronouncements.

We analysed the business plans and business expectations underlying the value tests. We understood the key assumptions regarding the growth, planned business development and future profitability of the investments. We discussed the plans with the legal representatives of 029 Group SE. On this basis, we assessed their appropriateness.

We examined the appropriateness of the other significant valuation assumptions on the basis of an analysis of market indicators. We analysed the parameters used with regard to their appropriate derivation and traced their calculation in compliance with the requirements of commercial law. We used sensitivity analyses to assess impairment risks in the event of changes in significant valuation assumptions.

Based on our audit procedures, we were able to satisfy ourselves that the estimates and assumptions made by the legal representatives with regard to the recoverability of the investments are well-founded and balanced.

OTHER INFORMATION

The legal representatives or the administrative board are responsible for the other information. The other information comprises the following parts of the management report which have not been audited in terms of content:

- the corporate governance statement pursuant to § 289f HGB, to which reference is made in the management report.

The other information also includes:

- the assurances pursuant to § 264 (2) sent. 3 and § 289 (1) sent. 5 HGB on the annual financial statements and the management report, and
- the report of the administrative board as well as
- the other parts of the annual report, with the exception of the audited annual financial statements and the audited management report as well as our audit opinion.

The administrative board is responsible for the report of the administrative board. The legal representatives are responsible for the other information.

Our opinions on the annual financial statements and the management report do not cover the other information and, accordingly, we do not express an opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information and, in doing so, consider whether the other information:

- is materially inconsistent with the annual financial statements, the management report or our knowledge obtained in the audit; or
- is otherwise materially misstated.

RESPONSIBILITIES OF THE LEGAL REPRESENTATIVES AND THE SUPERVISORY BOARD FOR THE ANNUAL FINANCIAL STATEMENTS AND THE MANAGEMENT REPORT

The legal representatives are responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles. In addition, the legal representatives are responsible for such internal control as they, in accordance with German Legally Required Accounting Principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

In preparing the annual financial statements, the legal representatives are responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

Furthermore, the legal representatives are responsible for the preparation of the management report that, as a whole, provides an appropriate view of the Company's position and is, in all material respects, consistent with the annual financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the legal representatives are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the management report.

The administrative board is responsible for overseeing the Company's financial reporting process for the preparation of the annual financial statements and of the management report.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS AND OF THE MANAGEMENT REPORT

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the management report as a whole provides an appropriate view of the Company's position and, in all material respects, is consistent with the annual financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the annual financial statements and on the management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with § 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institute of Public Auditors (IDW) will always detect a material misstatement. 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 annual financial statements and this management report.

We exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the annual financial statements and of the management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

- obtain an understanding of internal controls relevant to the audit of the annual financial statements and of arrangements and measures relevant to the audit of the management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of the internal controls of these arrangements and measures.

- evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.

- conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the management report or, if such disclosures are inadequate, to modify our respective audit opinions. 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 the Company to cease to be able to continue as a going concern.

- evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles.

- evaluate the consistency of the management report with the annual financial statements, its conformity with German law, and the view of the Company's position it provides.

- perform audit procedures on the prospective information presented by the executive directors in the management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the actions taken or safeguards applied to eliminate independence threats.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the annual financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

OTHER LEGAL AND REGULATORY REQUIREMENTS

REPORT ON THE AUDIT ON THE ELECTRONIC RENDERING, OF THE ANNUAL FINANCIAL STATEMENTS AND THE MANAGEMENT REPORT, PREPARED FOR PUBLICATION PURPOSES IN ACCORDANCE WITH § 317 ABS. 3A HGB

AUDIT OPINION

We have performed assurance work in accordance with § 317 (3a) HGB to obtain reasonable assurance as to whether the rendering of the annual financial statements and the management report (hereinafter the "ESEF documents") contained in the electronic file *029_Group_SE_JAuZLB_Esef_2024_12_31.xhtml* (MD5 hash value: f0621346c2d18800716c3292e9f3f9e8) and prepared for publication purposes complies in all material respects with the requirements of § 328 (1) HGB for the electronic reporting format ("ESEF format"). § 328 (1) HGB for the electronic reporting format ("ESEF format"). In accordance with German legal requirements, this audit only extends to the conversion of the information contained in the annual financial statements and the management report into the ESEF format and therefore does not extend to the information contained in these reproductions or any other information contained in the file identified above.

In our opinion, the rendering of the annual financial statements and the management report contained in the electronic file identified above and prepared for publication purposes complies in all material respects with the requirements of § 328 (1) HGB for the electronic reporting format. Beyond this audit opinion and our audit opinion on the accompanying annual financial statements and the accompanying management report for the financial year from 1 January 2024 to 31 December 2024 contained in the "Report on the audit of the annual financial statements and the management report" above, we do not express any audit opinion on the information contained within these renderings or on the other information contained in the file identified above.

BASIS FOR THE AUDIT OPINION

We conducted our assurance work on the rendering, of the annual financial statements and the management report, contained in the file identified above in accordance with § 317 (3a) HGB and the IDW Assurance Standard: Assurance in Accordance with Sec. 317 (3a) HGB on the Electronic Reproduction of Financial Statements and Management Reports Prepared for Publication Purposes (IDW AsS 410 (06.2022)) and International Standard on Assurance Engagements 3000 (Revised).Our responsibility in accordance therewith is further described in the "Auditor’s responsibilities for the assurance work on the ESEF documents" section. Our auditing firm has applied the IDW Quality Management Standard: Requirements for Quality Management in Auditing Practices (IDW QMS 1 (09.2022)).

RESPONSIBILITY OF THE LEGAL REPRESENTATIVES AND THE SUPERVISORY BOARD FOR THE ESEF DOCUMENTS

The legal representatives of the Company are responsible for the preparation of the ESEF documents with the electronic rendering of the annual financial statements and the management report in accordance with § 328 (1) sent. 4 No. 1 HGB.

In addition, the legal representatives of the Company are responsible for such internal controls that they have considered necessary to enable the preparation of ESEF documents that are free from material intentional or unintentional non-compliance with the requirements of § 328 (1) HGB for the electronic reporting format.

The administrative board is responsible for overseeing the process for preparing the ESEF documents as part of the financial reporting process.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE ESEF DOCUMENTS

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material intentional or unintentional non-compliance with the requirements of § 328 (1) HGB. We exercise professional judgment and maintain professional skepticism throughout the assurance work. We also:

- identify and assess the risks of material intentional or unintentional non-compliance with the requirements of § 328 (1) HGB, design and perform assurance procedures responsive to those risks, and obtain assurance evidence that is sufficient and appropriate to provide a basis for our assurance opinion.

- obtain an understanding of internal controls relevant to the assurance on the ESEF documents in order to design assurance procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.

- evaluate the technical validity of the ESEF documents, i.e., whether the file containing the ESEF documents meets the requirements of the Delegated Regulation (EU) 2019/815, in the version in force at the date of the financial statements, on the technical specification for this electronic file.

- evaluate whether the ESEF documents provide an XHTML rendering with content equivalent to the audited annual financial statements and the audited management report.

FURTHER INFORMATION PURSUANT TO ARTICLE 10 OF THE EU AUDIT REGULATION

We were elected as auditors by the general meeting on 10 June 2024. We were appointed by the administrative board on 18 November 2024. We have served as auditors of 029 Group SE without interruption since the financial year 2021. 029 Group SE has been capital market oriented within the meaning of § 264d HGB since the financial year 2022.

We declare that the audit opinions contained in this audit opinion are consistent with the additional report to the audit committee pursuant to Article 11 EU-APrVO (audit report).

OTHER MATTER – USE OF THE AUDITOR'S REPORT

Our auditor's report must always be read together with the audited annual financial statements and the audited management report as well as the assured ESEF documents. The annual financial statements and the management report converted to the ESEF format – including the versions to be published in the Federal Gazette – are merely electronic renderings of the audited annual financial statements and the audited management report and do not take their place. In particular, the ESEF report and our audit opinion contained therein are to be used solely together with the assured ESEF documents made available in electronic form.

RESPONSIBLE AUDITOR

The auditor responsible for the audit is David Reinhard.

Berlin, 23 April 2025

Forvis Mazars GmbH & Co. KG
Wirtschaftsprüfungsgesellschaft
Steuerberatungsgesellschaft

Udo Heckeler Wirtschaftsprüfer	David Reinhard Wirtschaftsprüfer

DISCLAIMER /CONTACT

6. Disclaimer / Contact

FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements that reflect the management's current views in respect of future developments. Such statements are subject to risks and uncertainties that are beyond the ability of 029 Group SE to control or estimate precisely. Such statements may include future market conditions and economic environment, the behavior of other market participants, the successful acquisition or sale of portfolio companies or interests and the actions of government bodies. Should any of the above stated risks or other risks and uncertainties occur, or should the assumptions underlying any of these statements prove incorrect, then the actual results may differ significantly from those expressed or implied by such statements. 029 Group SE neither intends nor assumes any obligation to update any forward-looking statements to reflect events or developments that take place after the date of this report.

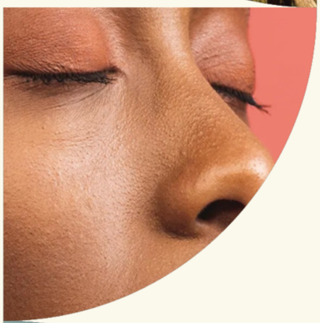
DEVIATIONS RESULTING FROM TECHNICAL GROUNDS

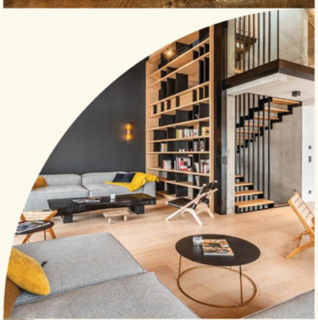
For technical reasons (e.g. resulting from the conversion of electronic formats) deviations may arise between the accounting documents contained in this Annual Report and those submitted to the electronic Federal Gazette in Germany. In this case the version submitted to the electronic Federal Gazette shall be considered the binding version.

This English version of the Annual Report is a translation of the original German version; in the event of any deviation, the German version of the Annual Report shall take precedence over the English version.

This Annual Report was published on 25 April 2025.








CONTACT DETAILS / PUBLISHER

029 Group SE

Kurfürstendamm 14
10179 Berlin
Germany

Telephone +49 30 9921 13 426

ir@029-group.com

https://www.029-group.com/

District Court: Charlottenburg
HRB number: 200678 B