



Auditor's Report on Audax Renovables, S.A.

**(Together with the annual accounts and
directors' report of Audax Renovables, S.A. for
the year ended 31 December 2023)**

*(Translation from the original in Spanish. In the event
of discrepancy, the Spanish-language version prevails.)*



KPMG Auditores, S.L.
C/ Ventura Rodríguez, 2
33004 Oviedo
(Asturias)

Independent Auditor's Report on the Annual Accounts

(Translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)

To the shareholders of Audax Renovables, S.A.

REPORT ON THE ANNUAL ACCOUNTS

Opinion

We have audited the annual accounts of Audax Renovables, S.A. (the "Company"), which comprise the balance sheet at 31 December 2023, and the income statement, statement of changes in equity and statement of cash flows for the year then ended, and notes.

In our opinion, the accompanying annual accounts give a true and fair view, in all material respects, of the equity and financial position of the Company at 31 December 2023, and of its financial performance and its cash flows for the year then ended in accordance with the applicable financial reporting framework (specified in note 2 to the annual accounts) and, in particular, with the accounting principles and criteria set forth therein.

Basis for Opinion

We conducted our audit in accordance with prevailing legislation regulating the audit of accounts in Spain. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Annual Accounts* section of our report.

We are independent of the Company in accordance with the ethical requirements, including those regarding independence, that are relevant to our audit of the annual accounts pursuant to the legislation regulating the audit of accounts in Spain. We have not provided any non-audit services, nor have any situations or circumstances arisen which, under the aforementioned regulations, have affected the required independence such that this has been compromised.

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



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Key Audit Matters

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

Recoverable amount of investments in and loans to Group companies and associates

See notes 7 and 20 to the annual accounts

<i>Key audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>At 31 December 2023 the Company has non-current investments in and loans to Group companies and associates amounting to Euros 570,686 thousand.</p> <p>The recoverable amount of investments in Group companies is calculated, in the case of companies showing indications of impairment, by applying valuation techniques which often require the exercising of judgement by the Directors and the use of assumptions and estimates.</p> <p>Due to the significance of the amount of investments in and loans to Group companies and associates, the aforementioned estimates have been considered a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> – evaluating the design and implementation of the key controls related to the valuation of investments in and loans to Group companies and associates. – evaluating the indications of impairment, as well as the methodology and assumptions used to estimate the recoverable amount of investees in which indications of impairment exist, – the involvement of our valuation specialists in the assessment of the reasonableness of the main assumptions used. – We also assessed whether the disclosures in the annual accounts meet the requirements of the financial reporting framework applicable to the Company.

Recognition of revenue from unbilled energy supplied

See notes 9 and 18 to the annual accounts

<i>Key audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>The Company must make estimates of unbilled supplies to end customers in the period between the last meter reading and the end of the reporting period. In this regard trade and other receivables at 31 December 2023 include Euros 19,902 thousand.</p> <p>The amount of unbilled energy supplied is estimated based on internal and external information that is compared with the readings contained in the management systems used by the businesses. Revenue is calculated by multiplying the volume of estimated unbilled consumption, a process that is</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> – analysing the design and implementation of the key controls related to the calculation of the unbilled energy supplied, – retrospectively analysing of the estimates made at previous years' closes, – assessing the reasonableness of the volume of unbilled energy through an analysis of historical information and other internal and data,



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Recognition of revenue from unbilled energy supplied

See notes 9 and 18 to the annual accounts

<i>Key audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>subject to a high degree of uncertainty, by the tariff agreed for each customer.</p> <p>Determining unbilled energy supplied requires the use of estimates by Company management with the application of criteria, judgements and assumptions in its calculations, so the recognition of revenue from unbilled energy supplied has been considered a key audit matter.</p>	<p>– evaluating whether the timing of the recognition is correct based on a selection of transactions after the reporting date.</p> <p>We also assessed whether the disclosures in the annual accounts meet the requirements of the financial reporting framework applicable to the Company.</p>

Other Information: Directors' Report

Other information solely comprises the 2023 directors' report, the preparation of which is the responsibility of the Company's Directors and which does not form an integral part of the annual accounts.

Our audit opinion on the annual accounts does not encompass the directors' report. Our responsibility regarding the information contained in the directors' report is defined in the legislation regulating the audit of accounts, as follows:

- a) Determine, solely, whether certain information included in the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration, as specified in the Spanish Audit Law, have been provided in the manner stipulated in the applicable legislation, and if not, to report on this matter.
- b) Assess and report on the consistency of the rest of the information included in the directors' report with the annual accounts, based on knowledge of the entity obtained during the audit of the aforementioned annual accounts. Also, assess and report on whether the content and presentation of this part of the directors' report are in accordance with applicable legislation. If, based on the work we have performed, we conclude that there are material misstatements, we are required to report them.

Based on the work carried out, as described above, we have observed that the information mentioned in section a) above has been provided in the manner stipulated in the applicable legislation, that the rest of the information contained in the directors' report is consistent with that disclosed in the annual accounts for 2023, and that the content and presentation of the report are in accordance with applicable legislation.

Directors' and Audit Committee's Responsibility for the Annual Accounts

The Directors are responsible for the preparation of the accompanying annual accounts in such a way that they give a true and fair view of the equity, financial position and financial performance of the Company in accordance with the financial reporting framework applicable to the entity in Spain, and for such internal control as they determine is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.



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In preparing the annual accounts, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The audit committee is responsible for overseeing the preparation and presentation of the annual accounts.

Auditor's Responsibilities for the Audit of the Annual Accounts

Our objectives are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with prevailing legislation regulating the audit of accounts in Spain will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts.

As part of an audit in accordance with prevailing legislation regulating the audit of accounts in Spain, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves a true and fair view.



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We communicate with the audit committee of Audax Renovables, S.A. regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the entity's audit committee with a statement that we have complied with the applicable ethical requirements, including those regarding independence, and to communicate with them all matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated to the audit committee of the entity, we determine those that were of most significance in the audit of the annual accounts of the current period and which 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.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

European Single Electronic Format

We have examined the digital file of Audax Renovables, S.A. for 2023 in European Single Electronic Format (ESEF) comprising an XHTML file with the annual accounts for the aforementioned year, which will form part of the annual financial report.

The Directors of Audax Renovables, S.A. are responsible for the presentation of the 2023 annual financial report in accordance with the format requirements stipulated in Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 (hereinafter the "ESEF Regulation"). In this regard, they have incorporated the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration by means of a reference thereto in the directors' report.



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Our responsibility consists of examining the digital file prepared by the Company's Directors, in accordance with prevailing legislation regulating the audit of accounts in Spain. This legislation requires that we plan and perform our audit procedures to determine whether the content of the annual accounts included in the aforementioned digital file fully corresponds to the annual accounts we have audited, and whether the annual accounts have been formatted, in all material respects, in accordance with the requirements of the ESEF Regulation.

In our opinion, the digital file examined fully corresponds to the audited annual accounts, and these are presented, in all material respects, in accordance with the requirements of the ESEF Regulation.

Additional Report to the Audit Committee

The opinion expressed in this report is consistent with our additional report to the Company's audit committee dated 27 February 2023.

Contract Period

We were appointed as auditor by the shareholders at the ordinary general meeting on 30 June 2023 for a period of one year, from the year ended 31 December 2023.

Previously, we had been appointed for a period of one year, by consensus of the shareholders at their general meeting of 16 June 2022, and have been auditing the annual accounts since the year ended 31 December 2017.

KPMG Auditores, S.L.
On the Spanish Official Register of
Auditors ("ROAC") with No. S0702

(Signed on original in Spanish)

*This report
corresponds to
stamp number
09/24/00012 issued
by the Spanish
Institute of
Registered
Auditors (ICJCE)*

On the Spanish Official Register of Auditors ("ROAC") with No. 22,472

RESPONSIBILITY STATEMENT FOR THE ANNUAL FINANCIAL REPORT

AUDAX RENOVABLES, S.A. AND INVESTEE COMPANIES



Annual Accounts and Directors' Report as at 31 December 2023

The members of the Board of Directors of Audax Renovables, S.A., in compliance with article 8 of the Royal Decree 1362/2007, confirm that to the best of their knowledge the individual annual accounts and the consolidated group's annual accounts for the year ended on 31 December 2023 and drawn up on the meeting on 27 February 2024 have been prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit and loss of Audax Renovables, S.A. and of the entities included in the consolidation taken as a whole, and that the directors' report includes a fair review of the development and performance of the business and the position of Audax Renovables, S.A. and of the entities included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face, duly signed by all directors.

BOARD OF DIRECTORS

Mr Francisco José Elías Navarro
Chairman

Mr Josep Maria Echarri i Torres
Member

Mr Ramiro Martínez-Pardo del Valle
Member

Ms Anabel López Porta
Member

Ms Rosa González Sans
Member

Badalona, 27 February 2024

AUDAX RENOVABLES, S.A.

Individual Annual Accounts
as at 31 December 2023

This English-language version has been translated from the original issued in Spanish. In the event of any discrepancy, the Spanish-language version prevails.

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AUDAX RENOVABLES, S.A.

Individual Balance Sheet (EUR thousand)

ASSETS	Note	31/12/2023	31/12/2022	LIABILITIES AND NET EQUITY	Note	31/12/2023	31/12/2022
NON-CURRENT ASSETS		602,043	655,045	NET EQUITY	11	164,376	159,975
Intangible assets	5	8,762	5,724	Shareholders' Equity		160,193	166,058
Property, plant and equipment	6	6,014	5,008	Capital		44,029	44,029
Long-term investments in group companies and associates	7 and --	570,686	617,172	Share premium account		420,316	420,316
Equity instruments		351,217	361,680	Reserves		(298,287)	(296,580)
Loans to companies		219,469	255,492	Treasury shares		(997)	—
Long-term financial investments	8	6,745	15,395	Profit (loss) for the year		(4,868)	(1,707)
Equity instruments		1	1	Valuation adjustments		4,183	(6,083)
Debt securities		45	45	Hedging transactions		4,183	(6,083)
Derivatives		2,865	752				
Other financial assets		3,834	14,597	NON-CURRENT LIABILITIES		483,387	519,339
Deferred tax assets	17	9,836	11,746	Long-term debts	13	438,945	515,452
				Bonds and other negotiable securities		418,484	481,592
				Amounts owed to credit institutions		19,601	30,653
				Derivatives		860	3,207
				Long-term payables to group companies and associates	20	41,005	—
CURRENT ASSETS		212,779	235,946	Other non-current liabilities	14	1,600	2,372
Inventory		7,020	6,691	Deferred tax liabilities	17	1,837	1,515
Trade and other receivables	9	71,886	78,425				
Receivables from sales and services		28,275	41,735	CURRENT LIABILITIES		167,059	211,677
Trade receivables from group and associated companies	20	33,780	25,776	Short-term provisions	12	3,091	1,549
Sundry receivables		47	50	Short-term debts	13	100,768	117,433
Current tax assets		5,043	2,898	Bonds and other negotiable securities		88,821	90,372
Other receivables from Public Administration		4,741	7,966	Amounts owed to credit institutions		11,938	16,999
Short-term investments in group companies and associates	7 and --	16,498	15,790	Derivatives		9	10,062
Loans to companies		12,098	12,269	Short-term payables to group companies and associates	20	4,585	29,208
Other financial assets		4,400	3,521	Trade and other payables	15	58,551	63,423
Short-term financial investments	8	81,062	87,613	Suppliers		12,665	17,477
Equity instruments		606	629	Suppliers, group companies	20	13,464	14,679
Loans to third parties		24,060	32,015	Sundry payables		15,104	20,230
Derivatives		3,581	4,405	Personnel (outstanding wages and salaries)		1,390	651
Other financial assets		52,815	50,564	Current tax liabilities		230	401
Short-term accruals		4,634	2,452	Other payables to Public Administration		15,698	9,985
Cash and other cash equivalents	10	31,679	44,975	Other current liabilities	14	64	64
TOTAL ASSETS		814,822	890,991	TOTAL LIABILITIES AND NET EQUITY		814,822	890,991

The attached notes are an integral part of the individual annual accounts

AUDAX RENOVABLES, S.A.

Individual Income Statement
(EUR thousand)

	Note	2023	2022
Net turnover	18	476,055	902,927
Sales		471,637	881,997
Provision of services		2,304	10,883
Income on dividends	7	3,942	3,085
Impairment and profit (loss) on disposal of financial instruments	7 and 13	(1,828)	6,962
Change in inventory of finished goods and work in progress		452	1,914
Procurement	18	(424,157)	(875,246)
Consumption of goods		(420,577)	(864,288)
Work performed by other entities		(3,580)	(10,958)
Other operating income		8,999	8,391
Non-core and other current operating income		8,999	8,391
Staff costs	18	(12,437)	(10,642)
Wages and salaries and similar		(10,376)	(8,734)
Employer contributions		(2,041)	(1,883)
Other social expenses		(20)	(25)
Other operating expenses	18	(35,935)	(19,397)
External services		(12,809)	(12,530)
Taxes		(9,296)	(4,928)
Loss, impairment and change in provisions from business operations		(11,018)	(101)
Other current operating expenses		(2,812)	(1,838)
Amortisation and depreciation	5 and 6	(2,701)	(1,271)
Surplus provisions		754	1,271
Impairment and profit (loss) on disposal of fixed assets		(35)	—
Profit (loss) on disposal and others		(35)	—
OPERATING PROFIT (LOSS)		10,995	7,947
Financial income		11,077	15,019
From negotiable securities, loans and other financial instruments	18	11,077	15,019
In group and associated companies	20	9,182	10,165
In third parties		1,895	4,854
Financial expenses	18	(27,740)	(28,964)
From liabilities to group companies and associates	20	(685)	(180)
From liabilities to third parties		(22,784)	(21,868)
Other financial expenses		(4,271)	(6,916)
Exchange differences	18	18	(409)
FINANCIAL PROFIT (LOSS)	18	(16,645)	(14,354)
INCOME BEFORE TAX		(5,650)	(6,407)
Corporate Income Tax	17	782	4,700
PROFIT (LOSS) FOR THE YEAR		(4,868)	(1,707)

The attached notes are an integral part of the individual annual accounts

AUDAX RENOVABLES, S.A.

Individual Statement of Changes in Net Equity (EUR thousand)

A) Statement of Recognised Income and Expenses

	2023	2022
Profit (Loss) of Income Statement	(4,868)	(1,707)
Cash flow hedges	13,688	459
Profit loss from valuation	7,541	(7,462)
Transfers to the Income Statement	6,147	7,921
Tax effect	(3,422)	(115)
Total valuation adjustments	10,266	344
TOTAL RECOGNISED INCOME AND EXPENSES	5,398	(1,363)

The attached notes are an integral part of the individual annual accounts

AUDAX RENOVABLES, S.A.

Individual Statement of Changes in Net Equity
(EUR thousand)

B) Total Statement of Changes in Net Equity

	Share capital	Share premium account	Reserves	Treasury shares	Profit (loss) for the year	Valuation adjustments	TOTAL
CLOSING BALANCE FOR 2021	44,029	420,316	(287,086)	—	(9,494)	(6,427)	161,338
Total recognised income and expenses	—	—	—	—	(1,707)	344	(1,363)
Other changes in net equity							
- Distribution of earnings	—	—	(9,494)	—	9,494	—	—
CLOSING BALANCE FOR 2022	44,029	420,316	(296,580)	—	(1,707)	(6,083)	159,975
Total recognised income and expenses	—	—	—	—	(4,868)	10,266	5,398
Other changes in net equity							
- Other movements (Note 11)	—	—	—	(997)	—	—	(997)
- Distribution of earnings	—	—	(1,707)	—	1,707	—	—
CLOSING BALANCE FOR 2023	44,029	420,316	(298,287)	(997)	(4,868)	4,183	164,376

The attached notes are an integral part of the individual annual accounts

AUDAX RENOVABLES, S.A.

Individual Cash Flow Statement
(EUR thousand)

	Notes	31/12/2023	31/12/2022
Profit (loss) for the year before tax		(5,650)	(6,407)
Adjustments to results		33,014	8,992
Amortisation and depreciation	5 and	2,701	1,271
Valuation adjustments due to impairment	7	11,018	101
Changes in provisions		(754)	(1,271)
Profit (loss) on derecognition and disposal of fixed assets		35	—
Profit (loss) on derecognition and disposal of financial instruments		1,828	(6,962)
Financial income	18	(7,135)	(15,019)
Financial expenses	18	27,739	28,963
Exchange differences	18	(18)	409
Income on dividends		(3,942)	—
Other income and expenses		1,542	1,500
Changes in working capital:		(7,451)	27,262
Inventory		(329)	(1,914)
Accounts receivable	9	3,240	27,207
Other current assets		(1,655)	11,212
Accounts payable	15	(4,198)	(2,315)
Other current liabilities		(2,015)	(4,271)
Collections (payments) of income tax		(2,230)	(2,657)
Other payables/receivables		(264)	—
Other cash flows from operating activities		(17,247)	(15,825)
Payments of interest		(20,539)	(16,954)
Collections of dividend		3,063	1,129
Collections of interest		229	-
Cash flows from operating activities		2,666	14,022
CASH FLOWS FROM INVESTMENT ACTIVITIES			
Payments of investments		(67,127)	(277,817)
Group and associated companies	7	(46,466)	(261,656)
Acquisition of fixed assets	5 and	(15,002)	(12,755)
Other financial assets	8	(5,659)	(3,406)
Collection on divestments		138,289	260,569
Group and associated companies		120,092	236,185
Derecognition of fixed assets	5.6	6,362	4,193
Other financial assets	8	11,835	20,191
Cash flows from investment activities		71,162	(17,248)
CASH FLOWS FROM FINANCING ACTIVITIES			
Collections and payments for financial liability instruments:		(87,124)	(100,991)
<i>Issuing:</i>			
Bonds and other negotiable securities	13	142,495	274,418
Amounts owed to credit institutions	13	6,663	30,507
Payables to group companies and associates	7 and	40,525	41,459
<i>Return and repayment of:</i>			
Bonds and other negotiable securities	13	(208,477)	(355,520)
Amounts owed to credit institutions	13	(23,359)	(39,121)
Payables to group companies and associates	7 and	(43,974)	(52,734)
Other debts	8	(997)	—
Cash flows from financing activities		(87,124)	(100,991)
NET INCREASE/DECREASE IN CASH OR EQUIVALENTS		(13,296)	(104,217)
Cash and equivalents at the beginning of the year		44,975	149,192
Cash and equivalents at the end of the year		31,679	44,975

The attached notes are an integral part of the individual annual accounts

AUDAX RENOVABLES, S.A.

Notes to the Individual Annual Accounts for the year 2023
(EUR thousand)

1. General information

Audax Renovables, S.A., (hereinafter the Company: or Audax Renovables) was incorporated in Barcelona on 10 July 2000 as a joint stock company for an unlimited duration.

In the year 2022 the company changed its registered address to Calle Electrónica 19 in Badalona, Barcelona, Spain, from the previous one at Calle Temple 25 in Badalona, Barcelona, Spain.

It is mainly engaged in all types of activities related to the development of electricity generation from renewable sources, for which purpose it can set up, acquire and hold shares, bonds, interests and rights in companies whose corporate objects are the development, construction and exploitation of facilities for the generation of electricity from renewable energy sources.

Moreover, the Company's objects include energy retailing, purchase and sale of electricity, including export and import, fuel retailing for energy production, natural gas retailing, CO2 emissions trading and telecommunications retailing; as well as all the necessary additional activities.

Additionally, the Company may acquire, hold, administer and dispose of all types of titles, securities, financial assets, rights, interests or shares in individual or social enterprises, on its own behalf, excluding intermediaries, and under the applicable legislation on Stock Exchange and Collective Investment Institutions.

Audax Renovables, S.A. carries out its activity outlined above as the Company's objects.

Audax Renovables, S.A. is a mixed holding company which is the parent company of a Group of subsidiary companies, joint ventures and associated companies that are engaged in the activities involving generation of electricity from renewable sources and retailing of energy and natural gas, and constitute together the Audax Renovables Group (hereinafter, the Audax Renovables Group or the Group).

Moreover, the Audax Renovables Group is part of the Excelsior Group, whose parent company is Excelsior Times, S.L.U., with its registered address at Calle Electrónica 19, Badalona, Barcelona, Spain. The Excelsior Group's consolidated annual accounts for the year 2022, formulated on 31 March 2023, have been submitted to the Commercial Register in Barcelona.

The shares of Audax Renovables, S.A. are admitted to trading on the continuous market of the Spanish Stock Exchange. The annual accounts of Audax Renovables S.A. and the consolidated annual accounts of the Audax Renovables Group as at 31 December 2022 were approved by the General Meeting of Shareholders on 30 June 2023 and were submitted to the Commercial Register in Barcelona.

The annual accounts of Audax Renovables, S.A. for the year 2023 were formulated by the Directors on 27 February 2024 and will be subject to approval at the General Meeting of Shareholders and are expected to be approved without modification.

2. Bases of presentation of the individual annual accounts

The Directors have formulated these annual accounts in compliance with the regulatory framework of financial information applicable to the Company, which is the one established in:

- a) The Commercial Code and other commercial legislation.
- b) The Spanish General Accounting Plan approved by Royal Decree 1514/2007 with its subsequent amendments.
- c) The mandatory standards approved by the Accounting and Auditing Institute while developing the Spanish General Accounting Plan as well as its complementary standards.
- d) The rest of the Spanish applicable accounting rules.

AUDAX RENOVABLES, S.A.

Notes to the Individual Annual Accounts for the year 2023
(EUR thousand)

These annual accounts have been obtained from the accounting records of the Company and are presented in accordance with the current applicable financial legislation and in particular, the accounting principles and criteria therein contained, such as to show a fair image of the equity, the financial situation and the results of the Company and the cash flows that have taken place during the year. These annual accounts, which have been formulated by the Company's Board of Directors, will be submitted to the approval of the Ordinary General Meeting of Shareholders, and are expected to be approved without any modification.

The figures in the balance sheet, income statement, statement of recognised income and expenses, statement of changes in net equity, the cash flow statement and in the notes to the annual accounts are stated in thousand euro, unless indicated otherwise.

The annual accounts have been prepared according to the principle of historical cost, with the exception of derivative financial instruments, financial assets at fair value with changes in profit and loss and financial assets at fair value with changes in other comprehensive income.

The consolidated annual accounts of the Audax Renovables Group for the year 2023 have been prepared in accordance with the International Financial Reporting Standards adopted by the European Union (IFRS-EU), under Regulation (EC) No. 1606/2002 of the European Parliament and the Council.

The main figures shown in the audited consolidated annual accounts are as follows (in EUR thousand):

Total Assets	1,295,173
Equity attributed to the Parent Company	161,220
Non-controlling interests	12,032
Net turnover	2,290,438
Profit (loss) after tax attributable to the Parent Company	29,030

a) **Comparison of the information**

As required by the Spanish General Accounting Plan, the information contained in these annual accounts for the year 2023 is presented uniquely and exclusively for comparative purposes with the relevant information for the year 2022.

The annual accounts present, for comparative purposes, under each heading of the balance sheet, the income statement, the statement of changes in net equity, the statement of cash flows, and of the notes to the annual accounts, together with the figures for the year 2023, the figures for the previous year, which were included in the annual accounts for the year 2022.

b) **Critical aspects of the measurement and estimation of uncertainty**

The preparation of the annual accounts requires the use of certain estimates and judgements. These estimates and judgements, by definition, will rarely coincide with real future data. We set out below the estimates and judgements where there is a significant risk that they will give rise to a material adjustment to the amounts of assets and liabilities recorded in the following financial year:

a. *Intangible and tangible assets*

The determination of useful life of intangible and tangible assets requires estimates of their degree of use, as well as expected technological evolution. The assumptions regarding the degree of use, technological framework and future development involve a significant degree of judgement, insofar as the timing and nature of future events are difficult to foresee.

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b. Recoverability of equity instruments and receivables from Group companies

Equity instruments and receivables from Group companies are measured as a whole at cost less the accumulated amount of valuation adjustments due to impairment (carrying amount). The impairment is determined as the result of the comparison between the book value of the investment to its recoverable value understood as the greater of the fair value less the costs of sale and the present value of the cash flows that are expected to be received. The recoverable values have been calculated on the basis of the calculations of value in use from discounted cash flows based on the Company's assumptions. These calculations require the use of judgements, which, amongst others, mainly include the discount rate and sales prices of electricity (Note 7). In addition, the Company's activities are subject to existing regulation whose amendments may affect the valuation of the assets. Consequently, if the real data differs from the estimates and judgements used, the recoverable amounts resulting from the various CGUs may vary and, consequently, require a higher or lower impairment of assets. To be able to report how sensitive this calculation of impairment is, Note 7 sets out a sensitivity analysis for reasonable variations of key judgements which has been established by the Company's Management.

c. Derivatives and other financial instruments

The fair value of the financial instruments that are traded on active markets is based on market price at the balance sheet date. The quoted market price used for the financial assets is the current bid price.

The fair value of the financial instruments that are not traded on active markets is determined using valuation methods. The Group uses a variety of methods and makes assumptions which are based on the market conditions existing at each of the balance sheet dates.

- The fair value of interest rate swaps is calculated as the present value of the future estimated cash flows.
- The fair value of the exchange rate forward contracts is determined by using the forward rate traded on the market at the date of the balance sheet.
- The fair value of the commodity price derivatives is determined by using the future curves of prices traded on the market at the date of the balance sheet.

a. Fair value

For the purpose of information disclosure, it is assumed that the book amount of trade receivables and of accounts receivables less value adjustments due to their expected impairment is close to their fair value. Likewise, the fair value of the rest of financial liabilities for the purpose of financial information disclosure is estimated by discounting future contractual cash flows at the current market interest rate available to the Group for similar financial instruments.

b. Provisions

The Company makes an estimate of the amounts to be settled in the future, including the amounts relating to contractual obligations, possible onerous contracts deriving from them, the settlement of outstanding litigation, and other liabilities. These estimations are subject to the interpretation of current events and circumstances, projections of future events and estimates of their financial effects.

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c. Corporate income tax

The Company evaluates the recoverability of the deferred tax assets based on estimates of future taxable income and the capacity to generate sufficient tax profits during the periods in which these deferred taxes are deductible. Deferred tax liabilities are registered in accordance with the estimates concerning the net assets which in the future will not be tax-deductible.

d. Income recognition

Income from energy supply is recognized when the commodity is delivered to the customer on the basis of periodic meter readings. Moreover, it includes an estimate of the energy supplied and not yet invoiced at the moment of the accounting cycle closing, because, due to the normal course of the meter reading cycle, it was not yet measured.

The estimation of the energy accrued and not yet invoice is carried out differently with regard to each business segment of the Group according to its particularities. The main variables which intervene in the determination of the income estimate are the price and the volumes of used and purchased energy.

- Prices: are determined depending on the prices offered to different types of clients considering the estimate consumption curves.
- Consumption: application of the estimate daily consumption derived from the historical profile of different types of clients adjusted periodically and by other factors which can be measured and which affect the consumption.
- The volume of energy acquired by the retailers of the group in order to meet the demand.

The Group has expertise and uses information systems sufficiently developed, which allow to guarantee the precision of the estimates recorded under this heading in the net turnover section of the income statement and to meet the requirements established by the accounting standards. Historically, no material adjustments have been made to the amounts recorded as accrued revenue and no adjustments are expected in the future.

Certain figures of the electrical system, including those corresponding to other companies, which make it possible to estimate the global settlement of the system that is supposed to materialise in the corresponding final settlements, might affect the determination of the amount corresponding to the deficit of the settlements of the regulated electrical activities in Spain.

a. Climate change and Paris Agreement

The Company maintains its firm commitment to the fight against climate change, the Sustainable Development Goals (SDG) and the Ten Principles of the United Nations Global Compact, to which the Group has been adhered since 2013.

The Audax Group, with its activity of energy generation from renewable sources Audax, actively contributes to the fight against climate change. The Group plays a key role in the energy transition within the sector, and consequently has been working towards increasing its energy generation portfolio as the main goal of its corporate strategy. The achievement of such goal requires great investments in the development, construction, setup and maintenance of the photovoltaic and wind farms. These investments will directly contribute to the goal of improving the Spanish energy mix featured in the National Integrated Energy and Climate Plan PNIEC.

Moreover, the Company has reinforced the sustainability management model and the ESG aspects within the Group. In May the Board of Directors of Audax Renovables, S.A. approved the Sustainability Strategy Plan 2023-2026 in order to provide the Group with an ESG roadmap. The Plan outlines a series of projects and initiatives aimed to contribute to the goal of limiting the increase of global temperature to below 2°C and achieve climate neutrality in 2050, in line with the Paris Agreement, the 2030 Agenda and the European Green Deal.

Below there is a description of the main accounting estimates and judgments made by the Management and Directors of the Company while formulating the consolidated annual accounts for the year 2023 in relation to the expected effects of the climate change and energy transition:

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Main assets of the Company exposed to the climate change and energy transition risk

Net fixed assets of the Company as at 31 December 2023 amount to EUR 14,776 thousand (EUR 10,732 thousand as at 31 December 2022). The impact of the climate change and energy transition on the retail business is considered to be of a lesser character, because possible unfavourable impacts derived from the efficiency measures and temperature changes might be counteracted by a higher growth which is expected to result from the electrification of the economy.

Recoverability of deferred tax assets

It is expected that there exist certain taxable profit within the planning period, such as to guarantee the recovery of deferred tax assets recognised as at 31 December 2023.

Regulation

The Paris Agreement had a very significant impact on the development of new climate policies and approval of new regulations. The European Union (EU), upon undertaking the commitment of climate neutrality by 2050 and the European Green Deal, which establishes the new growth strategy of the EU, approved various regulations in this area. Spain likewise has issued various regulations on the matter, therefore the Group is aware that the laws concerning climate change and energy transition are evolving constantly and may have direct effect on the activities of the Company. The effect may be positive as well as negative, therefore it is key for the Company's strategy to monitor the legislation regarding sustainability and environmental issues.

Dividend distribution

The risks related to climate change are not expected to affect the Group's ability to pay dividends to the shareholders, because of strong cash generation and existing reserves.

i) Armed conflict between Russia and Ukraine, and Israel and Palestine

On 24 February 2022 a war between Russia and Ukraine broke out. The invasion of a European country is an unprecedented event since the middle of last century, and has led to catastrophic humanitarian consequences as well as serious implications for the world economy and financial markets.

After the Russian invasion of Ukraine, the European Union and countries such as the USA, Australia, Japan and the UK imposed some unprecedented measures and sanctions on Russia. These measures, as well as the sanctions imposed by Russia in response, had a global impact resulting in increased prices of raw materials, inflationary pressure, restrictions in the supply chain and volatility on the financial and commodity markets.

One of the most affected sectors is the energy sector, with a significant increase of the prices of petrol and natural gas, especially in 2022. Due to possible shortages of natural gas caused by the conflict, the European gas market responded with an increase, and the seriousness of the situation also caused a high volatility on the market, along with corresponding impacts on the electricity prices. These difficulties were multiplied by the increased technological risks to which the businesses and Administrations are exposed, and which led to the implementation of security measures and heightened internal control for the protection of the digital infrastructure.

Added to the aforementioned crisis is the biggest escalation in recent years of the conflict between the Palestinians and Israelis after the terrorist attack on Israel in October 2023. Although it is considered that this conflict will not have major consequences for the global energy market as long as it remains contained within the region, it reduces the expectations of normalisation in the region and increases the geopolitical risk premium in certain markets, which are already tense.

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Considering the reference scenario, and in pursuance of meeting the recent recommendations of the European Securities and Markets Authority (ESMA) of 13 May 2022 and 28 October 2022 respectively, the Company monitors the circumstances and evolution of the current situation caused by the crisis in order to manage potential risks. For that purpose, the analysis which are carried out are supposed to evaluate the direct impact of the conflict on the business activity, the financial situation and economic performance, with a special reference to the general increase of the prices of raw materials and, if possible, to a reduced availability of materials supply in the regions affected by the conflict.

Moreover, the Company does not hold shares in companies operating in Ukraine, Russia or Belarus, nor has it made any investments in those countries. The Group does not have undistributable balances of cash or cash equivalents as a consequence of the measures and sanctions described above. For references to interest rate risks, credit risks and liquidity risk, see Note 16.

Considering that it is a scenario, which undergoes constant changes and it is difficult to predict to what degree and how long the armed conflicts will affect it, the Audax Group carries out constant control of the macroeconomic and business variables in order to be provided, in real time, with the best estimates of possible impacts, taking also into account various recommendations of the national and supranational control authorities in this area.

c) Relative importance

So as to determine the information that needs to be broken down in the notes for each of the different accounts of the financial statements or other items, the Company has considered its relative importance in relation to the current annual accounts for the year 2023.

3. Regulatory framework

1) *European Regulatory Environment*

Beginning from 2018, a large proportion of the European legislation concerning energy has been revised, and agreements have been made which will define the European energy regulations for the 2030 and 2050 frameworks. In this regard, an exhaustive regulatory framework has been developed for the purpose of progressing in the energy transition, meeting the goals of the Paris Agreement, make the EU into a global leader in renewable energy matters, establish the "energy efficiency first principle" and contribute to modernise the European economy and industry. Among the regulations there is the Regulation (EU) 2018/1999 of the European Parliament and of the Council of 11 December 2018 on the Governance of the Energy Union and Climate Action (Governance Regulation), especially important in this year 2023, in particular, article 14 of that Regulation states that by 30 June 2023 each Member State shall submit to the Commission a draft update of the latest PNIEC, which is detailed in the paragraph concerning the Regulations of the energy sector in Spain.

With this regard, and before the deadline, the European Commission presented on 14 July 2021 its package of measures «Fit for 55», with the aim to adapt the regulatory framework of the EU on climate and energy to its goal of making the EU climate-neutral by 2050 and to its goal of reducing net greenhouse gas emissions by at least 55% by 2030 compared to 1990. The package of measures is comprised of a set of interconnected proposals, which modify the current legislation and introduce new initiatives in various areas of activity and economy sectors.

Moreover, the Commission put forward, on 18 May 2022, a framework of the REPowerEU plan, a complete set of actions and means designed to tackle and successfully meet the following key objectives, previously announced in the REPowerEU Communication: Joint European action for more affordable energy of 8 March:

- promotion of energy conservation
- support to the production of clean energy
- diversification of our energy supplies

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In order to protect the businesses and households of the UE from situations of excessively high prices of gas, the European Commission proposed a market correction mechanism outlined in Regulation (EU) 2022/2578 of 22 December 2022, which entered into force on 15 February 2023 and is to be applied during one year. This instrument will be activated automatically if the price of the mechanism of title transfer (TTF) in one month exceeds EUR180/MWh during 3 working days and if the price of TTF is by EUR 35 above the reference price of liquefied natural gas (LNG) in the world markets during the same 3 working days. The market corrections are supervised by the Agency for the Cooperation of Energy Regulators and published on its website. In connection with the same regulation, on 31 March 2023, through the Executive Regulation (EU) 2023/736 of the Commission, this mechanism was extended to other negotiation centres different from TTF applicable from 1 May 2023.

In order to give priority to the energy saving, the energy efficiency and the expansion of the renewable energy sources, the European Union aims to attain two advantages: to reduce the pressure on energy prices and to accelerate the ecological transition. In this line, Regulation 2023/435 of the European Parliament and of the Council of 27 February 2023 applicable from 01 March 2023, required that the EU countries integrate a specific chapter in their recovery and resilience plans comprising energy-related reforms and investments.

Moreover, on 30 March 2023, under Regulation (EU) 2023/706 of the Council, the decision was made to extend the period of reduction of gas demand previously incorporated by Regulation (EU) 2022/1369, by which the Member States should make maximum endeavours to reduce their gas consumption by 15% within the period from 01 August 2022 to 31 March 2023. Likewise, in the former quoted regulation a disposition is included, by which the Member States which adopt important measures towards decarbonisation by substituting carbon with gas in urban heating, shall be able to deduct those volumes of gas from their obligation to reduce the demand, as long as such volumes of gas are directly attributable to the substitution of carbon by gas.

On 20 September 2023 Directive (EU) 2023/1791 of the European Parliament and of the Council of 13 September 2023 on energy efficiency and amending Regulation (EU) 2023/955 (recast) was published in the BOE, whose aim is to cater for the final legislative needs initiated in the Commission in July 2021, complemented with the additional proposal of the aforementioned REPowerEU Plan in 2022. This new Directive introduces a series of measures in order to help accelerate the energy efficiency, including the implementation of the «energy efficiency first» principle in the energy and non-energy policies. Moreover, it establishes a legally binding objective of the EU to reduce the final energy consumption in the EU by 11.7% by 2030, among other measures. With this measure the final energy consumption is expected to reach 763 million metric tonnes oil equivalent (MMtoe) in 2030 in comparison to 868.8 MMtoe expected in the EU in 2020.

Lastly, on 31 December 2023 the BOE published Directive (EU) 2023/2413 of 18 October 2023 amending Directive (EU) 2018/2001, Regulation (EU) 2018/1999 and Directive 98/70/EC as regards the promotion of energy from renewable sources, and repealing Council Directive (EU) 2015/652, which is considered as an answer to the energy aspects of the climate transition of the EU within the framework of the aforementioned package of measures «Fit for 55». The aim of this Directive is to increase the share of renewables in the total energy consumption of the EU to 42.5% from now by 2030, with an additional indicative complement of 2.5%, which will allow to attain the 45% goal.

2) Energy sector regulation in Spain

The energy sector legislation in Spain was amended in 2013 through the publication of Law 24/2013 of 26 December 2013, on Electricity Sector, which adapted the previous regulation (Law 54/1997 of 27 November 1997) to the circumstances of the economy as well as of the electricity and energy sector in Spain.

The main features of the electricity sector are as follows:

- It is a sector in which regulated and non-regulated activities coexist, the regulated activities involving electricity transport and distribution (as well as the system operations), and the non-regulated activities involve production and retail of electricity.

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- The law establishes the principle of economic and financial sustainability of the electricity system, to which the Administration and other entities should adjust their procedures, and according to which any regulatory measure related to the sector, the implementation of which would involve an increase of costs of the electricity system or a reduction of income, should incorporate an equivalent reduction of other costs or an equivalent increase of income in order to guarantee the stability of the system.
- It also limits the imbalance caused by a deficit of income so that its amount must not exceed 2 percent of the estimated income for the year and the accumulated debt due to imbalance must not exceed 5 percent of such income.

The income of the electricity sector comes from the connection fees, which are the same throughout the national territory and are collected by the distributors acting as collection agents of the electricity system, and other regulated prices, specific fiscal measures and, exceptionally, from certain amounts provided by the General State Budget.

With regard to the electricity price, its main components are the following:

- Connection fees
- Cost of energy: Cost of commodity purchase.
- Capacity payments: Supply guarantee cost.
- System operator cost: The amount collected by Red Eléctrica de España in order to maintain the balance between production and demand.
- Marketing margin.
- Taxes: Municipal tax.
- Transmission and distribution losses: Adjustments by the System Operator for electricity transmission and distribution losses.

Among the legislative changes approved and applied in 2022 there are some which continue in force in 2023, and which have made a significant impact on the Spanish energy sector, in particular the measures established for the purpose of continuing to combat the increase of prices caused by the war in Ukraine and to protect the consumers in situation of energy vulnerability, approved on 27 December 2022 by Royal Decree 20/2022, such as:

- The reduction of the Added Value Tax (VAT) to 5% will still be applied until 31 December 2023 to electricity and gas among other fuels. This reduction is designed for consumers with contracts for the supply of electricity, under which their capacity (fixed capacity term) is 10 kW or lower, regardless of the voltage level of the supply and the mode of contract, when the arithmetic mean of the price in the daily market in the last calendar month before the last day of the invoice period has been higher than €45/MWh.
- Likewise, the reduction of the Excise Duty on Electricity to 0.5% and the exemption from the electricity production value tax, which bring a decrease of the electricity invoice, are also maintained until 31 December 2023.
- Moreover, until 31 December 2023 it will not be possible to suspend the supply of electricity, natural gas and water to consumers in situation of vulnerability, severe vulnerability or at risk of social exclusion. The notion of vulnerable consumers includes the natural persons owning an electricity supply point in their usual household, who subscribe to the voluntary price for the small consumer (PVPC) and who meet the requirements established in articles 3 and 4 of Royal Decree 897/2017 of 6 October 2017, which regulates the notions of vulnerable consumer, bono social and other measures for the protection of household electricity consumers.

The main regulatory amendments to the Spanish energy sector, published in the BOE throughout the year 2023, include the following:

- Resolution of 11 March 2023, published on 1 June 2023, of the Secretary of State for the Energy, which modifies the regulations concerning the management of guarantees of the gas system. The resolution presents new templates of bank guarantee agreement and surety insurance certificate, applicable in situation when the guarantees are certified digitally and substitute the ones established by Resolution of 2 August 2016 of the Secretary of State for the Energy.

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- On 13 June 2023, by Royal Decree 446/2023, amendments were introduced to the previous Royal Decree 216/2014 of 28 March, establishing the method for calculating the voluntary prices for the small consumer of electricity and its legal system of subscription, for the purpose of indexing voluntary prices for the small consumer of electricity at forward price signal and of reducing its volatility. In the original text of Royal Decree 216/2014, of 28 March, the determination of the cost of energy was presented solely as the weighted average price of the daily market and of the intraday sessions, which originated the aforementioned exposition to those markets.

The royal decree introduced a price signal to the forward contracts, shaping the signal as a basket of term contracts with reference to the forward market managed by OMIP, applying a distribution of weights among the monthly, quarterly and annual contracts. This distribution among the term contracts allows, on one side, to index (at least partially) the PVPC to price signals with a clear long-term component and, at the same time, contracts of a shorter term are introduced, enabling also the reference retailer to adjust with greater precision their portfolio of power supply to the actual demand. In particular, it suggests that the distribution among the previous term contracts should result in the monthly contract meaning 10% of the total, the quarterly occupying 36% and the annual meaning 54%.

- Additionally, and by virtue of the commitments in the area of planning established in Regulation (EU) 2018/1999 of the European Parliament and of the Council of 11 December 2018, mentioned in the previous paragraph, on 30 June 2023 a draft was presented of the amendment of PNIEC 2023-2030 of the National Integrated Energy and Climate Plans -as a temporary plan before the presentation of the definitive plans in 2024-. The draft includes goals, which are coherent with the reduction of emissions adopted at the European level and which will materialise in form of the following results in 2030:
 - Reduction of greenhouse gas emissions by 32% from 1990,
 - 48% of end-use energy proceeding from renewables,
 - Improvement by 44% of the energy efficiency in terms of end-use energy
 - 81% of the energy generation being renewable energy
 - Reduction of energy dependence to 51%
- On 28 December Royal Decree-Law 8/2023 of 27 December 2023 was published in the BOE, regarding the adoption of measures applicable in 2024 in order to address the economic and social consequences of the conflicts in Ukraine and Near East, as well as to mitigate the effects of the drought, including, among other amendments, a gradual reduction of VAT on electricity and gas, as well as measures related to the Excise Duty on Electricity and Electricity Production Value Tax. These include the following:
 - The extension, within the framework of Corporate Income Tax, of the system of accelerated depreciation of investments using energy from renewable sources, applied to the investments which begin operation in 2024.
 - With regard to the Added Value Tax, the tax rate of 10% on supplies, imports and intra-Community acquisitions of electricity is modified in favour of certain owners of electricity supply contracts, and on deliveries, imports and intra-Community acquisitions of natural gas until 31 December and 31 March 2024 respectively.
 - The tax rate of the Excise Duty on Electricity is increased (from 1 January to 31 March 2024 the tax rate will be of 2.5% and from 1 April to 30 June 2024 - of 3.8%) and minimum quotas are established for certain cases.
 - With regard to the Electricity Production Value Tax, the previous temporary exemption disappears and the tax will be due on 50% of the production value during the first quarter of 2024 and on 75% of the production value during the second quarter, effective tax rate being of 3.5% and 5.25% respectively. From the third quarter on the tax will be payable over the total of production value.
 - The unit value applicable to the electricity producers bound to the Bono Social will be of EUR 0.238676/MWh produced for the year 2024.

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4. Accounting and valuation standards

4.1 Intangible assets

Licences and trademarks

The licenses and trademarks which have a defined useful life are stated at cost less accumulated amortisation and impairment provisions recognised. The amortisation is calculated using the straight-line method in order to assign the cost of the trademarks and licenses during their estimated useful life (4 years).

Computer software

Licenses for computer software acquired from third parties or developed by the company itself are capitalised on the basis of the costs incurred to acquire and prepare them for a specific program use. These costs are amortised during its estimated useful life (between 3 and 4 years).

The expenses related to the maintenance of computer software are recognised as cost when incurred. Cost related directly to the production of unique and identifiable software controlled by the Company, and when it is probable that it will generate economic profit exceeding the cost during more than one year, is recognised as intangible asset. Direct costs include staff costs of software developers and a suitable percentage of general costs.

Other intangible assets

The Company recognises as assets the incremental costs of obtaining a contract with a client if the entity expects to recover those costs.

With regard to the contracts without substantial annual renewal costs, the commission paid for the acquisition of contracts for power supply signed with those customers are recorded by the Company as intangible assets and are transferred to the profit and loss account under the heading of Amortisation charge, linearly during the expected average life of the client. The average expected life of contracts with customers ranges between 1 and 3 years (Note 4.16).

4.2 Property, plant and equipment

Property, plant and equipment are recognised at their acquisition price or cost of production minus their accumulated depreciation and accumulated recognised impairment losses.

The net financial expenses, and other expenses directly attributable to property, plant and equipment, are included in the acquisition cost until they are brought into use.

The costs of extension, modernisation or improvement of property, plant and equipment are capitalised only when they represent an increase in their capacity, productivity or a lengthening of their useful life, and as long as it is possible to know or estimate the carrying value of the assets that are written off inventories when replaced.

The costs of major repairs are capitalised and depreciated over their estimated useful lives while recurrent maintenance expenses are taken to income statement during the year in which they are incurred.

The depreciation of property, plant and equipment is calculated on a straight-line basis according to their estimated useful lives, taking into account ordinary wear and tear. The estimated useful lives are as follows:

	<u>Years of estimated useful life</u>
Plant and machinery	10 – 25
Other plants, facilities and equipment	10
Other property, plant and equipment	10

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The residual value and useful life of assets are reviewed, and adjusted if needed, at each balance sheet date.

When the book value of an asset is greater than its estimated recoverable value, it is immediately written down to the recoverable value.

The profit and loss on the sale of property, plant and equipment is calculated by comparing the income obtained from the sale against book value and then taken to the income statement.

4.3 Financial instruments

a) Financial assets

Classification

Financial assets owned by the Company are classified into the following categories:

- Financial assets at amortised cost: includes financial assets, including those admitted to trading on a regulated market, for which the Company maintains the investment in order to receive the cash flows derived from the fulfilment of the contract, and the terms of the contract allow for the asset to create, on specific dates, cash flows which are exclusively collections of principal and interest on the outstanding principal.

In general, the following items are included in this category:

- i. Trade receivables: originated from sales of goods or supply of services in business transactions with deferred payment, and
 - ii. Non-trade receivables: originated from the transactions of loans granted by the Company, where the amount receivable is or may be determined.
- Financial assets at fair value through net equity: included in this category are the financial assets whose contract terms create, on specific dates, cash flows which are exclusively collections of principal and interests on the outstanding principal, and are not held for trading, nor do they fall under the previous category. Moreover, this category includes also investments in equity instruments allocated irrevocably by the Company at the moment of their initial recognition, as long as they are not held for trading and should not be measured at cost.

The nature of the financial assets classified into this category, if any, shall be explained together with the criteria applied in such allocation, as well as an explanation shall be provided of how the Company fulfilled the necessary criteria of such recognition.

- Financial assets at cost: this category comprises the following investments: a) equity instruments whose fair value cannot be reliably determined, and the derivatives where the underlying asset is the investment; b) hybrid financial assets whose fair value cannot be reliably established, except from when the requirements are met for their accounting at amortised cost; c) contributions made in joint accounts agreements and similar; e) equity loans with interest of a contingent nature; d) financial assets which should be classified in the following category, but their fair value cannot be reliably established.
- Financial assets at fair value through profit and loss: includes the financial assets held for trading and those financial assets which have not been classified into none of the previous categories. Moreover, this category comprises the financial assets allocated optionally by the Company at the moment of their initial recognition, which otherwise would be included in other category, because such allocation eliminates or reduces significantly certain valuation incoherence or accounting asymmetry which would otherwise arise.

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Initial measurement

In general, the financial assets are initially measured at fair value of the consideration paid increased by the directly attributable transaction costs. However, the transaction costs directly attributable to the assets recorded at fair value through profit and loss shall be recognised in the profit and loss account for the year.

Subsequent measurement

The financial assets at amortised cost are measured applying this valuation criterion, with the accrued interest recorded in the profit and loss account applying the effective interest rate method. The financial assets included in the category of fair value through net equity are recorded at their fair value without deducting the transaction costs that may be incurred for the purpose of disposing of them. The changes in fair value are recorded directly in net equity until the financial asset is derecognised from the balance sheet or is impaired, at which moment the amount recognised in this way is allocated to the profit and loss account.

The financial assets at fair value through profit and loss are measured at their fair value and the result of the changes in their fair value is recorded in the profit and loss account.

The investments classified in the previous c) category are measured at cost less the accumulated amount of the value adjustments due to impairment, if applicable. These adjustments are calculated as the difference between book value and the recoverable amount, understood as the greater of fair value less cost of sale and present value of the future cash flows generated by the investment. Except when there is a better proof of the recoverable amount of the investments in equity instruments, the net equity of the investee entity is taken into account, adjusted by the unrealised gain existing at the date of the measurement net of tax effect.

Impairment

At least at the closing date of the year the Company carries out an "impairment test" to the financial assets which are not recorded at fair value through profit and loss. It is considered that there is an objective evidence of impairment if the recoverable amount of the financial asset is lower than its book value. In any case, with regard to the equity instrument at fair value through net equity, it is presumed that there is an impairment if the decrease of its trading price persists for a year and a half or amounts to 40% without the recovery of its value. The impairment is recorded in the profit and loss account.

The Company derecognises financial assets at their expiration or assignment of the rights to the cash flows of the corresponding financial asset and when the risks and profits inherent to its ownership are transferred substantially, such as definitive sale of assets, trade receivables assignment in factoring where the entity does not retain any credit risk or interest risk or financial asset securitisation where the assigning entity does not retain subordinate financing or grants no kind of guarantee or assumes no other kind of risk.

On the contrary, the Company does not derecognise the financial assets and recognises a financial liability at the amount equal to the received consideration in the case of financial asset assignment when the risks and profits inherent to its ownership are substantially retained, such as discount securities, recourse factoring, sale of financial assets with repurchase at fixed price or at sale price with interest, and securitisation of financial assets where the assigning entity retains subordinate financing or other kind of guarantee which absorb substantially all the expected losses.

b) Financial liabilities

Financial liabilities assumed or incurred by the Company are classified into the following valuation categories:

- Financial liabilities at amortised cost: these are debits and payables of the Company, arising from the purchase of goods and services during business operations, or which, not resulting from business operations and not being derivative instruments, stem from transactions of loans obtained by the Company.

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These liabilities are measured initially at fair value of the received consideration adjusted by the cost of the transaction attributable directly. Subsequently, these liabilities are measured at amortised cost.

- Financial liabilities at fair value through profit and loss.
The Company shall indicate, if applicable, the types of financial liabilities classified into this category (for example, derivatives which do not meet the requirements to be considered as hedge instruments).

Derivative liabilities are measured at fair value according to the same criteria as those applied to the financial assets at fair value through profit and loss described in the previous section.

The assets and liabilities are presented separately in the balance sheet and are disclosed only at their net value when the company has the enforceable right to compensate the recognised amounts and, moreover, intends to settle these amounts at net value or to realise the asset and write it off simultaneously.

The Company derecognises financial liabilities when the obligations from which they arise expire.

c) Financial derivatives

The Company uses financial derivative instruments for the purpose of hedging the risks to which its future cash flows are exposed. Basically these are the risks related to electricity price fluctuations.

Financial derivatives are recognised at fair value on the contract date, and are successively recalculated at fair value. The method for recognising the gain or loss depends on whether the derivative is classified as a hedging instrument, and if so, the nature of the asset hedged.

For the purpose of classifying these financial instruments as hedges, they are initially designated as such and the hedge relation is documented. Moreover, the Company verifies initially and periodically throughout the useful life (at least at each accounting closing date) whether the hedge relation is effective, i.e., whether it is prospectively likely that the changes in fair value or the cash flows from the hedged item (attributable to the covered risk) will be compensated with the changes in the hedging instrument.

The Company applies the following types of hedges, which are accounted for according to the description below:

- Fair value hedge: In this case, the changes in the value of the hedging instrument and the item hedged, attributable to the hedged risk, are recognised in the income statement.
- Cash flow hedges: In this kind of hedge the part of profit or loss of the hedging instrument determined as efficient hedge is recognised temporarily in net equity and allocated to the profit and loss account in the same period when the element hedged affects the profit or loss, except for when the hedge correspond to a transaction expected to result in the recognition of a non-financial asset or liability, in which case the amounts recorded in net equity will be included in the cost of the asset or liability when it is acquired or assumed.
- Hedges of net business investments abroad: this kind of hedging transactions are designed to cover the exchange rate risk in the investments in subsidiary and associated companies and are treated as fair value hedges because of the exchange rate component.

The hedge accounting is interrupted when the hedging instrument expires or is sold, terminated or executed, or it no longer meets the criteria of hedge accounting. At that moment any accumulated profit or loss corresponding to the hedging instrument recorded in net equity is maintained within the net equity until the expected transaction takes place. When the transaction subject to the hedge is not expected to take place, the net accumulated profit or loss recognised in net equity is transferred to net income statement for the period.

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For the purpose of considering each hedging transaction to be effective, the Company documents that the economic relation between the hedging instrument and the hedged item is aligned with the risk management objectives.

The Company uses only cash flow hedge derivatives. For these derivatives, the effective part of changes in the fair value of the derivatives designated and qualifying as cash flow hedges is recognised in net equity.

The profit or loss related to the settlements of these contracts is recognised under the heading of Procurements of the income statement.

The amounts accumulated in net equity are released to the consolidated income statement in the year in which the hedged items affects profit or loss.

d) Deposits

The deposits received as a consequence of lease agreements on letting the meters to the clients are measured according to the criteria applied to financial liabilities. The difference between the received amount and the fair value is recognised as advance collection allocated to the income statement during the lease period (during the period when the service is provided). The advance payments whose application is going to take place in a long term are subject to financial adjustments at the balance sheet date of every year, depending on the market interest rate at the moment of its initial recognition.

e) Derecognition and modification of financial liabilities

The Company derecognises a financial liability or a part of it when the obligation specified in the contract is fulfilled or when the Group is legally exempted from the principal responsibility contained in the liability whether through a court proceeding or by the creditor.

The exchange of debt instruments between the Company and the counterparty or substantial modifications of the liabilities initially recognised are accounted for as an extinguishment of the original financial liability and recognition of a new financial liability, provided that the terms of the instruments are substantially different.

f) Issuance and acquisition of equity instruments and financial instruments and recognition of dividends

The Group classifies issued, incurred or assumed financial instruments as financial liabilities in its entirety or in one of its parts, providing that, depending on the economic situation, it means for the Group a direct or indirect contractual obligation to deliver cash or another financial asset or to exchange financial assets or financial liabilities with third parties under conditions that are potentially unfavourable.

The Company recognises the increases and decreases of capital in net equity when the issuance and subscription has been carried out.

In the issuance of compound financial instruments with equity and liability components the Group measures the equity component at the residual amount obtained after subtracting from the fair value of the instrument as a whole the amount of the liability component, including any derivative financial instrument. The liability component is measured at fair value of a similar instrument which does not contain an equity component. However, if an issued instrument is puttable at any time at the investor's request or because of a contingency which cannot be controlled by the Group, the initial value of the financial liability is equal to its issue price. Derivative financial instruments are later measured at fair value through profit or loss. The liability component of the financial instrument is later measured at amortised cost. Transaction costs related to an issue of a compound financial instrument are allocated according to the carrying amount of each of the components at the time of classification.

In an issue of convertible bonds the Company recognises the conversion option as other equity instruments, providing that it is not classified as a derivative financial instrument. The financial liability component and transaction costs are recognised as stated above.

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At the date of the conversion the Company cancels the liability component and proceeds to credit the capital account and, if applicable, the share premium account. Moreover, the original component of net equity is reclassified to the share premium account.

In case of agreement on bonds repayment, the Company cancels the liability and, at the difference against consideration paid, accounts for the result of the transaction as a financial profit or loss in the income statement. Likewise, the original net equity component is reclassified to the reserves account

When the Company cancels a convertible bond before maturity, through early redemption or repurchase where conversion terms remain unchanged, the Company distributes the consideration paid and transaction costs related to the redemption or repurchase between the liability and equity components of the instrument at the date of the transaction, in a way which is congruent with the method used in the distribution carried out for the initial recognition of the instrument.

Once the allocation of the consideration paid between the two components is made, the resulting gain or loss related to the cancellation of liability is recognised in the profit or loss account, and the amount corresponding to the equity component is recognised directly in a reserves account.

If the initial terms of the convertible instrument are amended in order to induce early conversion, the difference, at the date when the terms are amended, between the fair value of the consideration the investor is to receive on conversion of the instrument under the new terms and the fair value of the consideration that the investor would have received under the original terms is recognised as a financial profit or loss in the income statement.

4.4 Fair value measurement

Fair value is the price which would be received from selling an asset or paid for the transfer of a liability in an orderly transaction between market participants at the date of the measurement, whether the price is directly observable or estimated by using a different valuation method.

The measurement at fair value of the financial assets and liabilities is classified according to a hierarchy which reflects the relevance of the variables used in order to carry out such measurement. This hierarchy is comprised of three levels:

- Level 1: Measurements based on the trading price of identical instruments on the active market.
- Level 2: Measurements based on the observable variables of an asset or liability.
- Level 3: Measurements based on variables which are not supported by observable market data.

If there is no listed price available on an active market, the Group uses valuation methods which maximise the use of relevant observable input data and minimise the use of non-observable input data. More specifically, and with regard to different derivative financial instruments not marketable on regulated markets, the Group establishes the fair value by using valuation methods which include the use of recent free transactions between interested and duly informed parties, involving other substantially similar instruments, the analysis of discounted cash flows at interest rates and exchange rates applied in the market at the date of the presentation and models of establishing option prices, improved in order to reflect the specific circumstances of the issuer.

4.5 Inventories

Inventories are measured at the lower of cost and net realisable value. The cost is determined by the weighted average cost.

The cost of inventories includes the cost of raw materials and all costs directly attributable to the purchase and/or manufacturing, including the costs incurred in bringing the inventories to their present location.

The Company's inventories correspond only to the minimum stock of gas necessary to carry out the retailing activity.

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4.6 Cash and other cash equivalents

Cash and cash equivalents include cash in hand and bank deposits payable on demand in credit institutions. Also included within this concept are other short-term investments of high liquidity, if they are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value. Therefore the account includes investments with maturity of less than three months from the date of purchase.

Investments in investment funds are considered as cash and cash equivalents only if the underlying assets of the fund meet the criteria specified above.

For the purposes of the Company's cash flow statement, cash and cash equivalents include bank overdrafts which are repayable on demand and form an integral part of the Company's cash management. Bank overdrafts are recognised in the balance sheet as financial liabilities from borrowings from credit institutions.

The Company classifies as financing the cash flows related to the interest collected and paid and as operating - the dividends collected.

4.7 Net equity

Share capital is represented by ordinary shares.

The costs of issuing new shares or options, net of tax, are presented directly against the net equity, as reduced reserves

In the event of acquiring treasury shares, the compensation paid, including any incremental cost attributable directly, is deducted from net equity until its settlement, new issuance or disposal. When subsequently these shares are sold or are issued again, any received amount, net of any incremental cost of the transaction attributable directly, is included in net equity.

The dividends on ordinary shares are recognised as a reduced value of equity when they are approved by the Company's shareholders.

4.8 Provisions and contingent liabilities

The Directors of the Company have established a difference in the annual accounts between:

- a) Provisions: credit balances that cover current obligations related with past events. Its settlement is likely to originate an outflow of cash, however the amount and/or the moment of the settlement cannot be determined.
- b) Contingent liabilities: possible obligations arising as a consequence of past events whose future materialization is subject to whether or not one or more than one of these events ends up taking place. These events are independent of the Company's will.

Provisions are recognised when the Company has a present legal or implicit obligation as a result of past events, which will likely lead to an outflow of funds in order to meet the obligation, and when the amount can be reliably estimated. No provisions are recognised for future operating losses.

Provisions are recorded when the unavoidable costs of meeting the liabilities in an onerous contract for valuable consideration exceed the profits expected to be obtained from them.

Provisions are stated at current value of the amount necessary to settle the liability at the balance sheet date, according to the best estimation available.

When it is expected that part of the disbursement necessary to settle the provision is refundable by a third party, the reimbursement is recognised as a separate asset, provided that its receipt is practically assured.

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4.9 Corporate income tax

The expense or income for income tax purposes is the amount which, for this item, accrued during the year and comprises both the expense or income for the current and deferred tax.

Both the current and deferred income tax expense or income is recorded in the income statement. However, the tax effects related to items that are recorded directly in net equity are recognised in net equity.

The current tax assets and liabilities will be stated at the amounts expected to be paid or refunded from the tax authorities, in accordance with current legislation and legislation pending enactment at the year end.

The deferred tax is calculated using the liability method on the basis of the temporary differences that arise between the tax bases of the assets and liabilities and their book value.

However, if the deferred tax arises from the initial recognition of an asset or liability in a transaction other than a business combination which at the time of the transaction does not affect either accounting profit or taxable income, it is not recognised. The deferred tax is determined by applying the legislation and tax rates in force or about to come into force on the balance sheet date and which is expected to be applied when the respective deferred tax asset is realised or the deferred tax liability is settled.

The deferred tax assets are recognised to the extent that it is probable that there will be future tax profits with which to offset the temporary differences.

The Management of the Company is closely watching the developments related to the implementation of the international tax reforms, which introduce a global minimum tax (Pillar 2). Since the end of the last annual reporting period, the International Accounting Standards Board issued amendments to IAS 12, which provide an obligatory temporary exception to the requirements regarding deferred tax accounting for additional tax and require new disclosures in annual accounts. However, because at the date of the Consolidated Annual Accounts as at 31 December 2023 the legislation concerning complementary tax has not yet been approved or substantially approved, it does not have any effect on the Annual Accounts.

4.10 Net turnover

Income from contracts with customers is recognised according to the fulfilment of the performance obligations towards the customers.

Ordinary income represent the transfer of goods or services to the customer for an amount which reflects the consideration that the Group expects to receive in exchange for that goods or services.

For the recognition of revenues it is necessary to apply a procedure in five steps in order to determine the moment in which income needs to be recognised, as well as its amount:

1. Identifying the contract or contracts with a customer.
2. Identifying the performance obligations.
3. Determining the transaction price
4. Allocating the transaction price to different performance obligations.
5. Recognition of income according to the fulfilment of each obligation.

The expenses are recognised when they accrue, or immediately - in the case of outlays that are not going to generate future economic profit or when they do not meet the necessary requirements to be recognised in books as assets.

Sales are measured net of tax and discounts.

Income is recorded at the fair value of the consideration to be received and represents the amounts receivable for goods delivered and services rendered during the Company's normal course of business, minus returns, price reductions, discounts and value added tax.

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Electricity and natural gas sales are recognised as income at the moment of delivery to the customer according to the quantities supplied during the period, before being invoiced. Therefore, sales figures include the estimated volume of supplied electricity, that has not yet been read on the customer's meter

Income on dividends

The Company records in the Net turnover the Income on dividends in accordance with the response from the Accounting and Auditing Institute published in the BOICAC 79 concerning the enquiry submitted in connection with the accounting classification of income and expenses of a holding company in its individual financial statements and regarding the net amount of turnover of the entity.

Other income

The income and expense from interest is accounted for applying the method of effective interest rate applicable to the outstanding principal during the corresponding accrual period.

4.11 Leases

Leases are classified as financial lease when from the terms of the contract it may be deduced that the risks and profits inherent to the ownership of the asset subject to the contract are substantially transferred to the lessee. Where this is not the case, they are classified as operating leases.

Finance lease

With regard to the financial leases in which the Company acts as lessee, the cost of the leased assets is presented in the balance sheet according to the nature of the subject of the contract and, simultaneously, a liability of the same amount. The amount is the lower of the fair value of the leased goods and the current value at the beginning of the contract of the established minimum amounts, including the purchase option, when there are no reasonable doubts regarding its subject. This calculation does not include contingent amounts, the cost of services and taxes charged by the lessor. The total financial charge of the contract is allocated to the profit and loss account for the year in which it is accrued, applying the method of effective interest rate. Contingent payments are recognised as expenses for the year in which they are incurred.

The assets recorded from this kind of transactions are depreciated according to the criteria similar to those applied to the whole of fixed assets, according to their nature.

As at 31 December 2023 the Company does not have financial lease contracts.

Operating lease

The expenses derived from operating lease contracts are charged to the profit and loss account in the year when they are accrued.

Any collection or payment made at contracting an operating lease is treated as advance collection or payment allocated to the income statement throughout the lease period, at the same time as profits from the leased asset are assigned or received.

4.12 Transactions in foreign currency

The Company's annual accounts are stated in euro, which is its functional and presentation currency. The payables and receivables in foreign currency are stated at the year-end exchange rate. The gains and losses in foreign currency from the settlement of these transactions and the translation to year end exchange rates of the monetary assets and liabilities denominated in foreign currency are recognised in the income statement.

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4.13 Related party transactions

Related party transactions are carried out and recognised at fair value according to the criteria and methods established in section 6 of the current Conceptual Framework of the General Accounting Plan and the valuation standards set out before, except for the following transactions:

- Non-monetary contributions of a business to a group entity are measured at book value of the assets that comprise the contributed business.
- In transactions of merger, spin-off and non-monetary contribution of a business corresponding to a direct or indirect subsidiary, the acquired assets are measured at the amount attributed to them in the consolidated annual accounts upon completion of the transaction. If the transaction is carried out with other company from the group, which is not a direct or indirect subsidiary, the acquired assets are measured at accounting values existing before the transaction in the individual annual accounts. The differences that arise are recorded in reserves.

In transactions of merger and spin-off between companies from the group, the date of accounting effects is the initial date of the year in which the merger is approved, providing that it is later than the moment in which the companies are incorporated into the group.

4.14 Cash flow statement

The cash flow statement has been prepared using the indirect method, and using the following expressions as defined below:

- a) Operating activities: activities that make up the ordinary revenues of the Company, and other activities that cannot qualify as investment or financing.
- b) Investment activities: investment, sale or disposal by other means of long-term assets and other investments not included under cash and cash equivalents.
- c) Financing activities: activities that cause changes to the volume and composition of net equity and the liabilities that do not form part of the operating activities.

When it is possible to identify a tax flow in individual operations, such as, for example, Value Added Tax, which give rise to receipts and payments classified as investment and financing activities, these will be classified the same as the transaction to which it refers.

4.15 Recognition of revenues from contracts with customers

Income from contracts with customers is recognised according to the fulfilment of the performance obligations towards the customers.

Ordinary income represents the transfer of goods or services to the customer for an amount which reflects the consideration that the Company expects to receive in exchange for those goods or services.

For the recognition of revenues it is necessary to apply a procedure in five steps in order to determine the moment in which income needs to be recognised, as well as its amount:

1. Identifying the contract or contracts with a customer.
2. Identifying the performance obligations.
3. Determining the transaction price
4. Allocating the transaction price to different performance obligations.
5. Recognition of income according to the fulfilment of each obligation.

The expenses are recognised when they accrue, or immediately - in the case of outlays that are not going to generate future economic profit or when they do not meet the necessary requirements to be recognised in books as assets.

Sales are measured net of tax and discounts.

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Income is recorded at the fair value of the consideration to be received and represents the amounts receivable for goods delivered and services rendered during the normal course of business of Audax Renovables, minus returns, price reductions, discounts and value added tax.

Electricity and natural gas sales are recognised as income at the moment of delivery to the customer according to the quantities supplied during the period, before being invoiced. Therefore, sales figures include the estimated volume of supplied electricity, that has not yet been read on the customer's meter (Note 2 b.g).

Note 3 describes the basic features of the regulations in the energy sector that are applicable.

4. 16 Incremental costs of acquiring new contracts and client acquisition costs

The incremental costs of obtaining a contract are those incurred in order to obtain a contract with a customer, and which would not have been incurred if the contract had not been obtained.

The costs of obtaining a contract, which were incurred regardless of whether the contract was obtained or not, are recognised as an expense when they are incurred, unless they are explicitly attributable to the client without regard to obtaining the contract.

The Company recognises as assets the incremental costs of obtaining a contract with a client if the entity expects to recover those costs.

With regard to the contracts where there are substantial annual renewal costs, the incremental costs incurred directly in acquiring new customer contracts, which correspond primarily to the commission paid for the acquisition of contracts for power supply signed with those customers, are recorded as Prepaid Expenses and are transferred to the profit and loss account under the heading of procurement, linearly during the expected average life of the contract.

With regard to the contracts without substantial annual renewal costs, the commission paid for the acquisition of contracts for power supply signed with those customers are recorded as intangible assets and are transferred to the profit and loss account under the heading of Amortisation charge, linearly during the expected average life of the client (Note 4.1).

The customer acquisition costs recognised as assets are amortised systematically in the Consolidated Profit and Loss Account during the expected average life of contracts with customers which ranges between 1 and 3 years.

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5. Intangible assets

The breakdown and movement in the accounts under “Intangible assets” are as follows:

	Computer software	Licences and trademarks	Other intangible assets	Total
Net book value at 31-12-2021	2,182	—		2,182
Additions	2,769	—	1,927	4,696
Amortisation charge	(712)	—	(442)	(1,154)
Net book value at 31-12-2022	4,239	—	1,485	5,724
Cost	8,563	56	1,927	10,546
Accumulated amortisation	(4,320)	(56)	(442)	(4,818)
Impairment provision	(4)	—	—	(4)
Net book value at 31-12-2022	4,239	—	1,485	5,724
Additions	3,691	—	3,179	6,870
Derecognitions	(1,335)	—	—	(1,335)
Amortisation charge	(1,125)	—	(1,408)	(2,533)
Accumulated amortisation derecognition	36	—	—	36
Net book value at 31-12-2023	5,506	—	3,256	8,762
Cost	10,919	56	5,106	16,081
Accumulated amortisation	(5,409)	(56)	(1,850)	(7,315)
Impairment provision	(4)	—	—	(4)
Net book value at 31-12-2023	5,506	—	3,256	8,762

The recognitions in the year 2023 and 2022 correspond mainly to the development and implementation of various platforms and operating software. The main goal is to adapt the systems at the group level to a better synergy. This process is carried out with the use of external as well as internal resources, and is recorded in the account of other operating income of the income statement of the Company.

As at 31 December 2023 and 31 December 2022 the intangible assets still in use and fully amortised or impaired amount to EUR 1,992 thousand.

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6. Property, plant and equipment

The breakdown and movement in the accounts under “Property, plant and equipment” are as follows:

	Plant and machinery	Other plants, facilities and equipment	Information processing equipment and other fixed assets	Means of transport	Assets under construction	Total
Net book value at 31-12-2021	501	45	159	—	554	1,259
Additions	88	111	62	—	7,798	8,059
Derecognitions	—	—	—	—	(4,193)	(4,193)
Depreciation charge	(35)	(22)	(60)	—	—	(117)
Impairment provision	—	—	—	—	—	—
Net book value at 31-12-2022	554	134	161	—	4,159	5,008
Cost	664	308	813	20	4,159	5,964
Accumulated depreciation	(110)	(159)	(652)	(20)	—	(941)
Impairment provision	—	(15)	—	—	—	(15)
Net book value at 31-12-2022	554	134	161	—	4,159	5,008
Additions	32	37	34	—	4,043	4,146
Derecognitions	(3)	—	—	(13)	(2,969)	(2,985)
Transfers	2,126	—	—	—	(2,126)	—
Depreciation charge	(78)	(25)	(65)	—	—	(168)
Accumulated depreciation	—	—	—	13	—	13
Net book value at 31-12-2023	2,631	146	130	—	3,107	6,014
Cost	2,819	345	847	7	3,107	7,125
Accumulated depreciation	(188)	(184)	(717)	(7)	—	(1,096)
Impairment provision	—	(15)	—	—	—	(15)
Net book value at 31-12-2023	2,631	146	130	—	3,107	6,014

The most significant recognitions in the year 2023 and 2022 are the recognitions in assets under construction corresponding to the development works of photovoltaic plants carried out by Audax Renovables, S.A., which subsequently are re-invoiced to the pertinent companies.

Moreover, during the year 2022 there have been recognitions in Technical facilities and equipment, related to the relocation of the Company's offices to Calle Electrónica 19 in Badalona.

As at 31 December 2023 the tangible assets, still in use and fully depreciated or impaired amount to EUR 178 thousand .(EUR 189 thousand as at 31 December 2022).

As at 31 December 2023, the Company does not have purchase commitments to add to its own fixed assets.

The Company has taken out a number of insurance policies to cover risks relating to Property, plant and equipment. The coverage provided by these policies, which is verified annually, is considered by the management of the Company to be sufficient.

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7. Shareholdings in group and multi-group companies and associates

Non-current investments in group and multi-group companies and associates

The variations throughout the year in the accounts under non-current investments in group companies and associates are as follows:

	Equity instruments in Group companies	Loans to Group entities	Equity instruments in associates and multi- group	Loans to multi-group companies and associates	Total
Net book value a 31/12/2021	339,823	227,177	11,217	11,699	589,916
Increases	2,374	34,688	—	91	37,153
Divestments/derecognitions	(7,644)	(9,146)	—	(67)	(16,857)
Transfers	9,309	(9,312)	—	3	—
Change in impairment	6,601	359	—	—	6,960
Balance at 31/12/2022	350,463	243,766	11,217	11,726	617,172
Cost	392,821	246,949	11,217	11,726	662,713
Accumulated impairment Financial Instruments	(42,358)	(3,183)	—	—	(45,541)
Net book value a 31/12/2022	350,463	243,766	11,217	11,726	617,172
Increases	1,772	9,186	—	27	10,985
Divestments/derecognitions	(24,516)	(46,767)	—	(561)	(71,844)
Transfers	49	(49)	—	—	—
Change in impairment	12,232	2,141	—	—	14,373
Balance at 31/12/2023	340,000	208,277	11,217	11,192	570,686
Cost	370,126	209,319	11,217	11,192	601,854
Accumulated impairment Financial Instruments	(30,126)	(1,042)	—	—	(31,168)
Net book value a 31/12/2023	340,000	208,277	11,217	11,192	570,686

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The breakdown of shareholdings in Group companies specifying recorded impairment and accumulated provision as at 31 December 2023 and 31 December 2022 is as follows:

	2023	2022
Energy generation		
Operating plants in Spain	24,730	17,617
Plants under construction in Spain	89,844	95,136
Operating plants in France	3,498	3,498
Operating plants in Poland	41,153	41,153
Plants under construction in Poland	—	12,232
Plants under construction in Italy	7,997	7,997
Plants under construction in Portugal	21,123	21,123
Gross book value	188,345	198,756
Accumulated impairment provision	(30,044)	(42,276)
Net book value	158,301	156,480
Energy retailing		
Audax Renewables Nederland B.V. (The Netherlands)	53,886	53,886
Eryx Investments, S.L.U. (Spain)	75,322	75,322
Fox Energia, S.A. (España)	—	10,400
Audax Energía, S.R.L. (Italy)	14,740	14,740
Audax Renewables Polska Sp z o.o (Poland)	22,661	22,661
Audax Renewables Kft. (Hungary)	13,934	13,934
Others	1,238	3,122
Gross book value	181,781	194,065
Accumulated impairment provision	(82)	(82)
Net book value	181,699	193,983
Total net book value	340,000	350,463

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The breakdown of loans in Group companies specifying recorded impairment and accumulated provision as at 31 December 2023 and 31 December 2022 is as follows:

	2023	2022
Energy generation		
Operating plants in Spain	35,886	35,539
Plants under construction in Spain	45,754	28,847
Operating plants in France	179	483
Plants under construction in Poland	—	2,337
Plants under construction in Italy	1,736	986
Plants under construction in Portugal	3,059	2,745
Gross book value	86,614	70,937
Accumulated impairment provision	(1,042)	(3,183)
Net book value	85,572	67,754
Energy retailing		
Eryx Investments, S.L.U. (Spain)	18,940	49,826
Audax Energía, S.R.L. (Italy)	18,901	36,833
Audax Renewables Kft. (Hungary)	31,215	30,165
Audax Renewables Polska Sp z o.o (Poland)	—	2,074
Audax Energie GmbH	17,818	21,284
Others	406	603
Gross book value	87,280	140,785
Accumulated impairment provision	—	—
Net book value	87,280	140,785
Holding		
Eléctrica Nuriel, S.L.U.	35,425	35,227
Gross book value	35,425	35,227
Accumulated impairment provision	—	—
Net book value	35,425	35,227
Total net book value	208,277	243,766

a) Equity instruments in Group and multi-group companies and associates

The Appendix II includes detailed information on equity instruments as at 31 December 2023 and 31 December 2022.

Changes in 2023

Sale of shares

On 5 June 2023 the Company carried out the sale of 100% of shares of ADS Energy 8.0., S.L.U., and of 75% of shares of the companies Masqluz 2020, S.L., Comercializadora ADI España, S.L., By Energyc Energía Eficiente, S.L., Love Energy, S.L., Energía Ecológica Económica, S.L. and Pasión Energía, S.L. to the company Unieléctrica Energía, S.A. for the amount of EUR 2,483 thousand, which generated a gain of EUR 600 thousand.

On 14 September 2023 Audax Renovables, S.A. sold its 20.46% share in Fox Energía, S.A. to the company Unieléctrica Energía, S.A., a subsidiary company of Audax Renovables, S.A., for the amount of EUR 4,378 thousand, which brought a loss of EUR 6,022 thousand.

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Purchase of photovoltaic projects

On 20 December 2023 Audax Renovables acquired 100% of shares of the company Aquiles Power, S.L.U. for the total amount of EUR 1,191 thousand from third company Idena Solar, S.L. The main object of the acquired company involves development, construction and operation of a photovoltaic power generation project.

Other transactions

On 14 July 2023 the Company made a non-monetary contribution to ADX Sonne, S.L.U. by contributing 100% of shares in the companies Tohora Solar Inversión, S.L.U., Tarakona Solar Inversión, S.L.U., Solar Buaya Inversiones, S.L.U., Zurván Gestión de Proyectos, S.L., Ulises Power, S.L., Zeus Power, S.L., Hera Power, S.L., Juno Power, S.L., Diana Power, S.L. and Atlas Power, S.L. The contributions were made at their book value and had no impact on the profit and loss account.

On 2 November 2023 the Group began the process of dissolving and liquidating Eolica Warblewo Sp. z o.o, a company located in Poland, whose objects involved the development of a wind farm in Poland. As the Company had already made provisions for the investment involved in that project in previous years, the liquidation did not have any significant impact on the financial statements and, consequently, the amounts were derecognised together with their corresponding impairments.

On 1 December 2023 Audax Renovables, S.A. acquired 70% of the shares of the company Audax Green USA Inc, a company located in the USA, whose objects will involve the development of renewable energy generation projects, however, as at 31 December 2023 the company has not yet begun its activities. Previously these shares were held by a company related to the Company, Audax Green, S.L.U. The Company has not made any significant payment in relation with this investment.

Changes in 2022

Sale of shares

On 21 July 2022 the sale of 49% of shares of the companies Botey Solar, S.L., Centauro Energia Solar S.L., Corinto Solar, S.L., Corot Energía, S.L., Da Vinci Energia S.L., Elogia Calañas, S.L. and las Piedras Solar, S.L. was carried out for the amount of EUR 8,800 thousand to Devo Prime, S.L.U., a company related to the investment fund IKAV. Moreover, in the context of this transaction, the company Arianna Solar, S.L. was set up, in which Audax Renovables holds 51% of shares.

All these companies were involved in operating a set of photovoltaic plants of installed capacity of 69.5 MWp.

Under the agreement of 15 June 2022 on the sale of 49% of shares of the companies mentioned above, a purchase option was granted to the Company concerning the shares held by IKAV. In this context, the Management of the Company carried out an analysis of the accounting impact connected to said purchase option and, based on the terms of the agreement, considered that the purchase option was a financial derivative whose change of value was not significant for the period in question.

Purchase of photovoltaic projects

On 15 March 2022 Audax Renovables acquired 100% of shares of the company Ulises Power, S.L. for the total amount of EUR 484 thousand from third company Idena Solar, S.L. The main object of the acquired company involved development, construction and operation of various photovoltaic power generation projects.

On 22 December 2022 Audax Renovables entered into an agreement with the company Idena Solar, S.L. for the purchase of 100% of shares of the companies Zeus Power, S.L., Hera Power, S.L., Juno Power, S.L., Diana Power, S.L. and Atlas Power S.L. The main object of all the acquired companies involved development and operation of photovoltaic power stations.

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The joint price (fair value) of these transactions amounted to EUR 4,653 thousand, including a set of loans in the amount of EUR 2,170 thousand, which had been previously recorded under liabilities in the balance sheet of the acquired companies.

Other transactions

On 26 April 2022 Audax Renovables set up the companies ADX Sonne, S.L. and the aforementioned Arianna Solar, S.L. for the amount of EUR 3 thousand each. The main object of the new companies involves development, construction and operation of various photovoltaic projects.

On 22 December 2022 Audax Renovables carried out the sale of 100% of shares of Astendong, S.L. for the amount of EUR 15 thousand, with no significant impact as a consequence of the transaction.

Assets impairment test:

The Company has conducted impairment tests using cash flow projections in order to determine the recoverable amount. The impairment tests were made at the year-end date. As a result of these tests, no impairment or reversal of the provision was registered in the year 2023 (reversal of allocation to the provision amounting to EUR 6,906 thousand in the year 2022, mainly for the shareholding provision).

These reversals and impairments are recorded under the heading of Impairment and profit (loss) on disposal of financial instruments, except for the impairment of commercial loans to Group entities, which is registered as loss, impairment and change in provisions from business operations.

Portfolio impairment:

In the current year 2023, as a consequence of the liquidation of the company Eolica Warblewo Sp. z o.o, Audax Renovables, S.A. derecognised its provision allocated to that company in the amount of EUR 12,232 thousand.

In the year 2022, as a consequence of the improvement and update of certain assumptions, the company carried out a reversal of the provision of EUR 6,906 thousand of reversal in 2022 of financial assets related to the energy generation, especially in the power plants in Poland and Spain.

The Company conducts impairment tests once a year, or when there are indications of impairment. The main signs which the Company takes into account in order to evaluate the existence of impairment indications are the following:

- Recurring losses in the evaluated companies.
- Significant harmful change in one of the key assumptions on which the cash flows forecasts are based: production, prices, number of clients, discount rates, gross margins, etc.
- The existence of contingent liabilities in the companies subject to valuation; significant sanctions, failure to meet certain ratios related to financial liabilities.

The Company, as the parent of a Group, prepares forecasts of cash flows for the purpose of measuring individual CGUs in order to formulate the consolidated annual accounts, at least once per year. In this respect, the existence of cash forecasts which lead to a recoverable amount of the measured assets lower than their net carrying amount suggests also the impairment of the Company's assets.

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As at 31 December 2023, the identified Cash-Generating Units (CGUs) in operation are as follows:

- Cash-Generating Units of Generation in Spain, Poland and France.
- Cash-Generation Units of Retailing in Italy, the Netherlands, Hungary, Germany, Spain and Poland.

Consequently, the majority of financial investments and loans to group companies are subject to impairment tests.

The following are the main assumptions used to calculate the recoverable amount:

Discount rate

Discount rates have been calculated using the weighted average cost of capital (“WACC”), on the basis of the following variables:

- The temporal value of the money or risk-free rate of each country corresponding to the profitability of 35- and 40-year Government bonds.
- The estimated risk premium considering the estimated betas of comparable companies of the sector and a market risk premium, which are after-tax observable variables.

The breakdown of the weighted average cost of capital after tax between generation and retailing (WACC) resulting from the main geographical segments is as follows:

Year 2023

2023								
	Spain	France	Poland	Italy	The Netherlands	Hungary	Portugal	Germany
Risk-free discount rate	3.59%	3.12%	4.44%	4.32%	2.56%	4.86%	3.30%	2.56%
Risk premium *	3.09%	3.09%	3.82%	3.80%	4.50%	4.65%	3.81%	4.46%
Capital cost	6.68%	6.21%	8.27%	8.12%	7.05%	9.51%	7.11%	7.02%
Cost of debt	3.54%	3.90%	5.15%	4.13%	3.11%	5.91%	3.92%	2.94%
After-tax weighted average cost of capital**	6.92%	6.20%	7.93%	7.46%	6.30%	8.82%	6.71%	6.24%

Year 2022

2022								
	Spain	France	Poland	Italy	The Netherlands	Hungary	Portugal	Germany
Risk-free discount rate	2.51%	1.37%	1.67%	3.07%	1.07%	2.07%	1.97%	1.07%
Risk premium *	5.17%	5.03%	5.21%	5.32%	5.30%	5.54%	5.36%	5.24%
Capital cost	7.68%	6.40%	6.88%	8.39%	6.37%	7.61%	7.34%	6.31%
Cost of debt	3.63%	3.90%	4.30%	5.15%	3.55%	5.26%	4.49%	3.35%
After-tax weighted average cost of capital**	6.30%	5.22%	5.81%	7.32%	5.40%	6.76%	6.36%	5.31%

* The estimated risk premium is the result of multiplying the estimated beta (sector companies average) by the market risk premium.

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** Because the sources of information consulted to obtain the parameters used for the calculation of the discount rate do not offer data before taxes, the Group uses discount rates after taxes. Consequently, and to maintain the coherency of the discount rate with the methodology of calculation of the planned flows, the payment of taxes was taken into account.

The Company uses after-tax weighted average cost of capital differentiated between generation and retail (WACC)

Prices

The sale prices of electricity have been estimated on the basis of past experience, external sources of information as well as observable data from the market regarding future prices. For countries in which there are framework agreements on prices, such as Poland and France, the agreed-upon price has been used. An annual increase in prices has been estimated in accordance with the regulatory framework of each one of the countries.

In Spain, with regard to the generation projects subject to order IET/1045/2014, the additional remuneration to the market price after the end of the regulatory useful life has not been taken into account.

Production hours of generation plants

The production hours employed in the calculation of the impairment test have been based, for the operating generation plants, on the average of the historical value of the hours employed in former years (eliminating those years that appear as outliers because of high or low wind levels).

Gross margin and growth rates

The Company has determined the gross margin budgeted based on past return and market development expectations. The weighted average growth rates are coherent with the estimates included in the industry reports.

Valuation report of power plants under development

With regard to the power plants under development, the Group refers to the valuation report prepared by the independent firm E&Y, which sustains the book value of the current portfolio.

In addition to the assumptions set out above, the Directors of the Company have taken into account in the preparation of the calculations of recoverable value other business assumptions that are relevant, such as:

- Estimated life of the projects: In order to determine the number of years to plan in the segment of energy generation, the estimated useful life of the generating equipment, which is of 25 years for wind farms and of up to 35 years for solar farms, has been taken as a reference point.

In regard to the energy retailing companies, cash flows have been planned for the period of 5 years, including residual or terminal values.

- Operating expenses: For future years, the operating expenses have been estimated on the basis of past experience and by applying an estimated inflation rate.

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- For the wind projects in operation in Spain the value of repowering, which can be carried out in current locations is also included

- Increase rates: For production projections in the wind generation segment the estimated production hours were used without projecting any increase. Regarding prices, these are also estimated on the basis of past experience and external information sources, with an increase according to the regulatory framework of each country. With regard to the projections in the energy retailing segment, the volume increase rates have been estimated both for the projected period and for residual values, always based on the knowledge of the market and business expectations in each country. The percentages of the residual value over the total recoverable amount for the main energy retailing companies are as follows:

Year	Spain	The Netherlands	Poland	Italy	Germany
2023	87%	72%	80%	76%	85%
2022	78%	67%	86%	75%	88%

With regard to the photovoltaic projects located in Spain, acquired from Rocío Servicios Fotovoltaicos, S.L.U. (formerly Audax Fotovoltaica, S.L.U.) on 8 May 2019, on 30 December 2020 and on 28 May 2021, as well as the portfolio of photovoltaic projects located in Portugal, acquired on 25 May 2021 from Rocío Servicios Fotovoltaicos, S.L.U. and Audax Green, S.L., and the portfolio of photovoltaic projects acquired from Rocío Servicios Fotovoltaicos, S.L.U. on 11 June 2021, the companies Rocío Servicios Fotovoltaicos, S.L.U. and Audax Green, S.L. being subsidiaries of the Excelsior Times group (the Seller), it is necessary to mention that those acquisitions have substitution clauses for failed or infeasible projects, under which the subsidiaries of the Excelsior Times group, if any of the Projects fails to obtain the permits or licenses necessary for its construction and operation, undertake to compensate the Buyer, meaning Audax Renovables, S.A., by substituting said failed or infeasible projects with other energy production projects of solar photovoltaic technology and similar technical and economic features, with the same number of MW or value in MW, and in a stage of procedure similar to the one agreed between the Parties.

The time frame for substituting those failed projects will be within twenty four plus twelve (24+12) months from the date of the Excelsior Group being notified by Audax of the situation regarding a failed project. As at 31 December 2023 this substitution right is still applicable.

Moreover, a default on the Seller obligation to substitute the failed projects shall involve the obligation of the Seller to reimburse Audax for any amounts paid by Audax to the Excelsior Times Group under the aforementioned purchase and sale agreements, as well as for any amounts invested by Audax in the failed or infeasible projects.

Sensitivity analysis:

As already mentioned, there are certain assumptions whose variations could significantly affect the recoverable value of the assets subject to the impairment testing, which are the discount rate, the production hours, and the sale prices of electricity. The sensitivity of the results to reasonably possible changes in these assumptions, on which the Management have based their determination of the recoverable amount of the wind farms, is as follows:

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Year 2023:

Effect on profit and loss before tax			
	Discount rates	Commodity price	Exchange rate
	Increase of 10%	Increase of 10%	Increase of 10%
Total	(1,632)	5,867	—
	Decrease of 10%	Decrease of 10%	Decrease of 10%
Total	3,736	(4,218)	—

Year 2022:

Effect on profit and loss before tax			
	Discount rates	Commodity price	Exchange rate
	Increase of 10%	Increase of 10%	Increase of 10%
Total	(5,170)	4,355	2,617
	Decrease of 10%	Decrease of 10%	Decrease of 10%
Total	875	(4,837)	(2,617)

b) Loans to Group and multi-group companies and associates

Changes in the year 2023

On 5 December 2023 Audax Renovables signed a loan agreement with the company ADX Sonne, S.L.U. granting a credit line at an annually reviewed interest rate of 4.25%. This debt is subordinated to a loan agreement named Proyecto Minuro, entered into by ADX Sonne S.L.U. for its subsidiaries involved in photovoltaic energy generation and has been led through the European Investment Bank (EIB) for the total amount of EUR 66,000 thousand with maturity in 2029. As a result, the maturity of the Audax Renovables, S.A. agreement is also in 2029.

On 29 December 2023 Audax Renovables, S.A. signed loan agreements with the companies Zeus Power, S.L., Hera Power, S.L., Juno Power, S.L., Diana Power, S.L. and Atlas Power, S.L. for credit lines of EUR 5,000 thousand to EUR 7,000 thousand each, at an annually reviewed interest rate of 4.25% and with maturity on 15 March 2027. The total amount drawn down at the date was of EUR 14,509 thousand.

At the same date, and in connection with the non-monetary contribution outlined in point a) of several companies to ADX Sonne, S.L.U., agreements on assignment of receivables were signed in order to transfer the loans that Audax Renovables S.A. had entered into with all the transferred investee companies for the total amount of EUR 31,645 thousand to ADX Sonne, S.L.U.

During the year 2023 new contributions were made to the company Audax Energia, S.R.L. in the amount of EUR 5,950 thousand, and repayments of loans in the amount of EUR 25,082 thousand were received. Likewise, the Company received net repayments of capital of the loans granted to Audax Renewables Polska Sp z o.o in the amount of EUR 1,510 thousand.

Also during 2023 the company Eryx Investments 2017, S.L.U. carried out repayments of a loan for the amount of EUR 31,840 thousand.

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Changes in the year 2022

During the year 2022 Audax Renovables, S.A. carried out new contributions to Audax Energia, S.R.L. for the amount of EUR 53,620 thousand, to Audax Energie, GmbH for the amount of EUR 8,526 thousand, and to Audax Energia Sp. z o.o. for the amount of EUR 7,440 thousand.

Likewise during the year 2022 contributions were made to Audax Solar SPV XXVI, S.L.U in the amount of EUR 3,580 thousand and to its Portuguese subsidiary in the amount of EUR 17,134 thousand.

During the year 2022 Audax Energia, S.R.L. was carrying out partial repayments of the loan granted in the total amount of EUR 53,208 thousand, as well as Audax Energia Sp. z o.o. in the amount of EUR 3,794 thousand, and its Subsidiary in Portugal in the amount of EUR 7,260 thousand.

During the year 2022 Unieléctrica Energía, S.A. made repayments of the loan granted by the Company in the amount of EUR 27,020 thousand, and new contributions in the amount of EUR 1,583 thousand. As at 31 December 2022 there was no amount drawn down of the loan granted.

During the year 2022 Eolines Beausemblant, S.A.S. carried out partial repayments of the loan granted for the total amount of EUR 1,100 thousand, resulting in a total amount of EUR 432 thousand drawn down as at 31 December 2022.

The companies Botey Solar, S.L., Centauro Energia Solar S.L., Corinto Solar, S.L., Corot Energía, S.L., Da Vinci Energia S.L., Elogia Calañas, S.L. and las Piedras Solar, S.L. made partial repayments throughout the year 2022 in the total amount of EUR 28,706 thousand.

As a consequence of the purchase of the companies Zeus Power, S.L., Hera Power, S.L., Juno Power, S.L., Diana Power, S.L. and Atlas Power S.L. from the company Idena Solar, S.L. on 22 December 2022, referred to in this note, Audax Renovables S.A. acquired certain receivables amounting to EUR 2,170 thousand.

On 1 January 2022 the loan contract with Audax Energie, GmbH was amended in order to increase the limit of the credit line up to EUR 25,000 thousand. The total amount drawn down as at 31 December 2022 was of EUR 19,878 thousand.

On 28 February 2022 Audax Renovables, S.A. signed a loan agreement with the company Zurvan Gestión de Proyectos, S.L.U. granting a credit line of EUR 8,500 thousand, at an annual interest rate of 3.5% reviewed annually, and with maturity on 28 February 2027. The amount drawn down as at 31 December 2022 was of EUR 7,535 thousand.

On 15 March 2022 Audax Renovables, S.A. signed a loan agreement with the company Ulises Power, S.L.U. granting a credit line of EUR 5,000 thousand, at an annual interest rate of 3.5% reviewed annually, and with maturity on 15 March 2027. The amount drawn down as at 31 December 2022 was of EUR 4,803 thousand.

On 30 March 2022 the loan contract with Eryx Investments 2017, S.L. was amended in order to increase the limit of the credit line up to the maximum amount of EUR 50,000 thousand. In the year 2022 Audax Renovables, S.A. made contributions to Eryx Investments 2017, S.L. in the amount of EUR 46,425 thousand. Partial repayments were also carried out in the amount of EUR 10,600 thousand, resulting in a total amount of EUR 47,746 thousand drawn down as at 31 December 2022.

On 1 November 2022 Audax Renovables, S.A. signed a loan agreement with the company ADX Fotovoltaico – Solar Do Céu, L.D.A., granting a credit line of EUR 1,500 thousand, at an annual interest rate of 3.5% reviewed annually, and with maturity on 1 November 2027. As at 31 December 2022 there was no amount drawn down.

On 1 December 2022 the loan agreement with the company Audax Energia Sp. z o.o. was amended in order to extend the maturity date to 31 December 2025. Previously the maturity date was 31 December 2022. It should be noted that Audax Energia Sp. z o.o. made partial repayments amounting to EUR 13,473 thousand, mainly in three transactions of capital increase through debt-for-equity swap: in February 2022 in the amount of EUR 3,416 thousand, in June 2022 in the amount of EUR 5,330 thousand and in November 2022 in the amount of EUR 425 thousand.

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On 1 December 2022 an assignment of collection rights was signed between the companies Eléctrica Nuriel, S.L.U (assignor) and Audax Renovables, S.A. (assignee) and Audax Solar SPV XXVI, S.L.U. (borrower). As a consequence, a collection right of Eléctrica Nuriel S.L.U. against Audax Renovables was created for the amount of EUR 2,117 thousand. As a consideration of the assignment, receivable of the same amount of Audax Renovables from Audax Solar SPV XXVI, S.L.U. was created. The result of this transaction was also a compensation of the loans granted among the three companies.

On 31 December 2022 a transaction of assignment of collection rights was signed between the companies Eléctrica Nuriel, S.L.U and Audax Renovables, S.A., in which Eléctrica Nuriel, S.L.U assigned to Audax Renovables, S.A. receivables from various borrowers in the amount of EUR 2,710 thousand. On the same date another transaction was signed in which various subsidiaries of the group assigned collection rights from the same borrower (Excelsior Times, S.L.U.) to Audax Renovables S.A. for the total amount of EUR 167 thousand. Audax Renovables, S.A. in turn assigned these receivables to Eléctrica Nuriel, S.L.U.

As a consequence of these transactions, amounts were offset by the receivable of Audax Renovables, S.A. from Eléctrica Nuriel, S.L.U. in the amount of EUR 2,543 thousand.

The net cash flow shown in the Cash Flow Statement as collections and payments for financial liability instruments for the total amount of payables to Group companies and associates is the amount of EUR 86,516 thousand, EUR 451,842 thousand of collections from acceptance of loans or repayment of the loans granted, and EUR 365,326 thousand of payments for the granting of loans, contributions or repayment of received loans.

The loans that the Company granted to the Group companies, associated companies and multi-group companies accrue financial interest based on a market rate.

The loans to the group companies, associated companies and multi-group companies generally have a maturity period of over one year and an annual interest rate between 3.50% and 7%.

The breakdown by business segment as at 31 December 2023 and 2022 is as follows:

At 31/12/2023								
Business segment	Retailing							
	Spain	Italy	Germany	France	Panama	Portugal	Hungary	Total
Loans to group companies and associates	54,460	18,901	17,818	—	—	—	31,215	122,394
Impairment								—
Net value								122,394

Business segment	Generation							
	Spain	Italy	Germany	France	Panama	Portugal	Hungary	Total
Loans to group companies and associates	82,235	1,736	—	179	10,908	3,059	—	98,117
Impairment								(1,042)
Net value								97,075

At 31.12.22									
Business segment	Retailing								
	Spain	Italy	Poland	Germany	France	Panama	Portugal	Hungary	Total
Loans to group companies and associates	85,656	36,833	2,074	21,284	—	—	—	30,165	176,012
Impairment									—
Net value									176,012

Business segment	Generation								
	Spain	Italy	Poland	Germany	France	Panama	Portugal	Hungary	Total
Loans to group companies and associates	64,642	986	2,337	—	483	11,470	2,745	—	82,663
Impairment									(3,183)
Net value									79,480

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c) Current investments in group and multi-group companies and associates

The balances of the accounts which comprise current investments in group companies and associates are as follows:

	At 31/12/2023	At 31/12/2022
Loans to companies	12,098	12,269
Other financial assets	4,400	3,521
Investments in group companies and associates	16,498	15,790

The balance of loans to companies for the year 2023 and 2022 corresponds primarily to the balances of current accounts with group companies.

The amount of Other financial assets for they year 2023 and 2022 corresponds to dividends receivable from other group companies. During the year 2023 dividends were recognised to be collected from the companies Arianna Solar, S.L., Eoliennes De Beausemblant, S.A.S. and Eólica Postolin Sp z o.o. in the amount of EUR 3,942 thousand. In 2023 dividends were collected from the three companies in the amount of EUR 3,063 thousand.

8 Financial investments

The breakdown of financial investments, without considering Trade and other receivables (Note 9), is as follows:

	At 31/12/2023	At 31/12/2022
Equity instruments	1	1
Debt securities	45	45
Derivatives	2,865	752
Other financial assets	3,834	14,597
Total long-term financial investments	6,745	15,395
Equity instruments	606	629
Loans to third parties (net of impairment)	24,060	32,015
Derivatives	3,581	4,405
Other financial assets	52,815	50,564
Total short-term financial investments	81,062	87,613

Equity instruments

As at 31 December 2023 and 2022, the balance of current and non-current Equity Instruments includes mainly the amounts held by the Company in different investment funds with short-term and long-term maturity, respectively.

Loans to third parties

Loans to third parties in 2023 correspond mainly to the loans granted to the companies Alcanzia Energía, S.L.U. Sunair One Energy, S.L.U. and Sunair One Home, S.L.U. The outstanding balance of the principal and interest accrued as at 31 December 2023 amounts to EUR 31,778 thousand (EUR 32,010 thousand as at 31 December 2022). In 2023 partial repayments were made for the amount of EUR 1,350 thousand.

As at 31 December 2023 a provision was made for the impairment of the loans granted to Sunair One Energy, S.L.U. and Sunair One Home, S.L.U. in the amount of EUR 7,721 thousand.

Derivatives

The Company entered into hedging contracts as a form of security measure against fluctuations in electricity purchase prices.

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As at 31 December 2023 and 31 December 2022 the breakdown of assets and liabilities related to derivative financial instruments is as follows:

	At 31/12/2023		At 31/12/2022	
	Non-current	Current	Non-current	Current
Assets from derivative financial instruments				
Energy price hedges	2,865	3,581	752	4,405
Total assets	2,865	3,581	752	4,405
Liabilities from derivative financial instruments				
Energy price hedges	860	9	3,207	10,062
Total liabilities	860	9	3,207	10,062

The fair value of the different financial instruments is calculated using the cash flow discount valuation method. The assumptions used in these valuation techniques are based on prices of observable, current market transactions of the same instrument, such as, for example, the interest rate.

Therefore, the variables on which the valuation of the hedging derivatives is based in this section can be observed in an official market (Level 2).

Electricity derivatives

As at 31 December 2023, Audax Renovables holds hedge contracts against the risk of electricity price fluctuations, which are mostly clearing house agreements. As at 31 December 2023 the net fair value of these derivative financial instruments is an asset amounting to EUR 5,577 thousand (liability of EUR 8,112 thousand as at 31 December 2022).

These contracts have been used entirely for the purpose of hedging the price of electricity purchase in the face of possible increase of the market price. There are no hedge derivatives acquired in order to hedge the sale price of electricity or the purchase or sale of natural gas.

The electricity price hedge derivatives comply with the standards for the application of hedge accounting, therefore the changes in the value of these financial instruments are recorded (at the after tax amount) under net equity.

The effect of the cash flow hedge derivatives on the Consolidated Income Statement and Consolidated Statement of Other Comprehensive Income for the year 2023 is the following (in EUR thousand):

	31/12/2023
Changes to the Fair Value in Other Comprehensive Income	7,541
Amount of Other Comprehensive Income reclassified to Income Statement	6,147
Total Cash Flow Hedge Derivatives	13,688

The breakdown of cash flows (undiscounted) by maturity of electricity derivatives as at 31 December 2023 and 31 December 2022 is as follows:

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	Stratification of Cash flows (undiscounted)				
	At 31/12/2023 (EUR thousand)				
	2024	2025	2026	2027 and following	Total
Hedge derivative financial instruments					
Electricity derivatives	3,795	2,207	—	—	6,002

	Stratification of Cash flows (undiscounted)				
	At 31/12/2022 (EUR thousand)				
	2023	2024	2025	2026 and following	Total
Hedge derivative financial instruments					
Electricity derivatives	(5,854)	(1,774)	(876)	—	(8,505)

The breakdown of notional values by maturity of the electricity derivatives as at 31 December 2023 and 31 December 2022 is as follows:

	Stratification of notional values				
	At 31/12/2023 (MWh thousand)				
	2024	2025	2026	2027 and following	Total
Hedge derivative financial instruments					
Electricity derivatives	(281)	(263)	—	—	(544)

	Stratification of notional values				
	At 31/12/2022 (MWh thousand)				
	2023	2024	2025	2026 and following	Total
Hedge derivative financial instruments					
Electricity derivatives	(95)	(35)	(35)	—	(165)

Other financial assets

As at 31 December 2023 and 2022 this account is comprised mainly of guarantees, fixed-term deposits in financial entities, classified as non-current or current assets according to their maturity date, which accrue interest at a market interest rate.

Deposits and sureties granted relate to the amounts transferred to the lessors as a guarantee for the existing lease contracts and the amounts paid out as a guarantee for the purpose of operating on the electricity and natural gas market. The amounts are represented at paid out value which does not differ significantly from their fair value.

Cash flows generated in Other financial assets of the Statement of Cash Flows correspond mainly to new investments in fixed-term deposits, to the guarantees deposited for the purpose of operating on the electricity market, and to the loans granted to third parties. With this regard, the acquisition, settlement, renewal or update of various deposits and sureties have been included in the account of payments and collections of investments in Other financial assets of the Cash flow statement, amounting to EUR 5,659 thousand negative and EUR 11,835 thousand, respectively.

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9. Trade and other receivables

The composition as at 31 December 2023 and 2022 is as follows:

	At 31/12/2023	At 31/12/2022
Clients	43,289	59,322
Trade receivables from group and associated companies (Note 20)	33,784	26,088
Sundry receivables	47	50
Current tax assets	5,043	2,898
Other receivables from Public Administration	4,741	7,966
Valuation adjustments due to impairment (Note 20)	(15,018)	(17,899)
Trade and other receivables	71,886	78,425

The balance of the clients account as at 31 December 2023 and 2022 corresponds to the receivables for energy supplies and includes the accumulated balance of electricity and gas retail which has not yet been invoiced as at the end of the year (see note 18.a).

The account Receivables from group companies and associates includes provided services of technical, accounting and administrative assistance as well as the bilateral energy sales activity, price hedges and representation services provided to various companies of the group.

The accounts receivable are not insured and accrue no interest.

There are no significant differences between the book values and fair values in Trade and other receivables. There are no Trade or other receivables falling due in more than 12 months.

As a general rule, no interest is charged on outstanding invoice receivables.

Impairment movement

The analysis of the movement of the adjusting accounts representing impairment loss originated by the credit risk of financial assets measured at amortised cost for the years 2023 and 2022 is as follows:

	Adjustment due to client impairment	
	2023	2022
Balance at beginning of year	(17,899)	(15,796)
Allocations	(3,300)	(2,834)
Reversals	1,005	731
Releases	4,814	—
Derecognition from liquidation of companies (Note 7)	362	—
Balance at beginning of year	(15,018)	(17,899)

10. Cash and other cash equivalents

	At 31/12/2023	At 31/12/2022
Cash and bank accounts	31,665	44,973
Other cash equivalents	14	2
Total	31,679	44,975

As at 31 December 2023 the main restrictions to disposable cash correspond to the limitations established on the Spanish bank accounts subject to the global market access agreement with Shell Energy Europe Limited (Note 18) in the amount of EUR 4,283 thousand, its availability being limited to trade operations and there are certain restrictions to specific non-operating purposes. As well as certain restrictions on cash availability amounting to EUR 5,300 thousand because of certain guarantees related to energy retailing.

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11. Net equity

a) Share capital

The Company was incorporated in Barcelona on 10 July 2000 as a joint stock company for an unlimited duration.

As at 31 December 2023 and at 31 December 2022 the share capital of the Company is represented by 440,291,054 shares of a value of EUR 0.1 each.

The Extraordinary General Meeting of Shareholders of the Company on 2 May 2007 agreed to increase share capital by EUR 37,755,975 through the issue of 37,755,975 ordinary shares with a par value of EUR 1 each, and a share premium of EUR 3 per share.

On 9 July 2007 this capital increase was accounted after it was inscribed in the Registry of the Spanish National Securities Market Commission (CNMV), recorded in a public deed and inscribed in the Mercantile Registry.

On 20 February 2008, the Extraordinary General Meeting of Shareholders of Audax Renovables, S.A. adopted a resolution approving a transaction under which several business groups made contributions to the Company in the form of companies with operating wind farms and at different stages of administrative process. In consideration thereof, the Company made a capital increase with non-cash contributions. This transaction included wind farms in Spain and abroad, specifically in India, France and Poland, and resulted in the incorporation of 562.7 MW and contributions amounting to EUR 274,874 thousand.

On 4 August 2008, Audax Renovables, S.A. and Fomento de Inversiones de Capital, S.L. (Foinca), fully owned by Audax Renovables, S.A., were merged by means of a takeover of the latter by the former, with the transfer en bloc of the equity of the latter to Audax Renovables, S.A. All the information referring to this transaction is presented in the 2009 Annual Accounts of Audax Renovables, S.A.

The General Meeting of Shareholders of 30 June 2009 adopted a resolution in favour of the takeover merger by Audax Renovables, S.A. (merging company) and Energía Renovables Mestral, S.L.U. (merged company) through the winding up without liquidation of the latter. All the information referring to this transaction is presented in the 2009 Annual Accounts of Audax Renovables, S.A.

On 30 June 2015 the Ordinary General Meeting of Shareholders of Audax Renovables, S.A. agreed to reduce the share capital by decreasing the nominal value of the shares by EUR 0.3 per share. Consequently, the share capital of the Company as at 31 December 2015 amounted to EUR 98,003 thousand and was represented by 140,003,778 shares, with individual value of EUR 0.7 each, which had been fully subscribed and paid up. All the shares had the same economic and voting rights. As a result of this transaction a special fund was created amounting to EUR 42,001 thousand.

On 19 May 2016 Audax Energía, S.A.U. made a bid to purchase 100% of shares of Audax Renovables, S.A. at the price of fifty cent euro (EUR 0.50) per share. On 8 August 2016 the CNMV announced that the offer made by Audax Energía, S.A.U. had been accepted by the holders of 99,211,899 shares representing 70.86% of the share capital of Audax Renovables, S.A.

On 23 November 2018, the merger by absorption was approved between Audax Renovables S.A. (acquiring company) and Audax Energía S.A.U. (acquired company) by way of an en bloc transfer of assets of the former to the benefit of the latter, the dissolution without liquidation of the acquired company, an increase of the share capital of the acquiring company by the amount of EUR 210,201 thousand, with a share premium amounting to EUR 141,368 thousand, by issuing 300,287,276 shares equal to those already existent, cumulative and indivisible, of EUR 0.70 of nominal value each share. The transaction was entered into the Commercial Register on 25 January 2019.

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Previously, on 28 June 2018, a merger was approved for Audax Energía, S.A. to acquire the companies Orus Energía S.L.U. and A-Dos Energía S.L.U. The merger was entered into the Commercial Register on 19 October 2018. The merger implied an en bloc transfer of assets of the acquired companies (Orus Energía S.L.U. and A-Dos Energía S.L.U.) to the acquiring company (Audax Energía S.A.U.) and the dissolution without liquidation of the acquired companies.

On 19 October 2018, the sole shareholder of Audax Energía, S.A.U. carried out a non-cash increase of capital of Audax Energía, S.A.U. by the amount of EUR 352 thousand, with a share premium account of EUR 68,574 thousand. The increase was wholly subscribed and paid up by the sole shareholder of Audax Energía, S.A.U. through the contribution of 258,240 shares in the company ADS Energy 8.0, S.L.U. representing 100% of the share capital of that company and 3,000 shares in the company Eryx Investments 2017, S.L. representing 80% of the share capital of that company. These contributions were taken into account at the moment of calculating the swap ratio in the merger by absorption of Audax Energía, S.A.U.

All the information referring to these transactions of merger and non-monetary contribution carried out in the year 2018 is presented in the 2018 Annual Accounts of Audax Renovables, S.A.

The merger process carried out in the year 2018 brought about a situation of imbalance in the shareholders' equity of the Company. In order to restore the equilibrium to the financial situation of the Company, on 29 April 2019 the General Meeting of Shareholders approved a reduction of the share capital reducing by EUR 0.6 the nominal value of the shares, which involved an increase of the reserves by EUR 264,175 thousand.

The shares of Audax Renovables, S.A. are admitted to trading on the continuous market of the Spanish Stock Exchange. The share quotation as at 31 December 2023 of the Company's shares was of EUR 1.30 per share (EUR 0.75 as at 31 December 2022).

The Company's shareholders holding more than 10% of shares as at 31 December 2023 and 31 December 2022 are the following:

	At 31/12/2023	At 31/12/2022
Shareholders	%	%
Eléctrica Nuriel, S.L.(*)	64.35%	64.32%
Rest of shareholders (**)	35.65%	35.68%
Total	100%	100%

(*) Additionally, Eléctrica Nuriel, S.L.U. (company belonging to the Excelsior Times Group) has various rights to purchase 40,000,000 shares of Audax Renovables, S.A., which represent 9.08% of the Company. (**) Excelsior Times, S.L.U. holds 1.47% of direct shares in the Company and Audax Renovables, S.A. holds 800,000 treasury shares corresponding to 0.18% of its share capital.

b) Share premium

This account can only be affected by resolutions of the General Meeting of Shareholders of the Company.

c) Reserves

The legal reserve has been funded in compliance with article 274 of the Corporate Enterprises Act, pursuant to which, under any circumstances, the amount equal to 10 per cent of the profit for the year shall be allocated to the legal reserve, until it reaches at least 20 per cent of the share capital.

This reserve may not be distributed and, if it is used to compensate losses, when there are no other reserves available with sufficient funds for that purpose, it shall be replenished with future profits.

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As at 31 December 2023, the Company has this reserve funded with the minimum amount established by the Consolidated Text of the Corporate Enterprises Act.

	At 31/12/2023	At 31/12/2022
Legal and internal		
Legal Reserve	8,806	8,806
Other reserves		
Other reserves	(307,093)	(305,386)
Total	(298,287)	(296,580)

The changes occurred in the reserves account in the year 2023 and 2022 are detailed in the Statement of Changes in Net Equity.

d) Treasury shares

As at 31 December 2023 Audax Renovables, S.A. holds 800,000 treasury shares, which it acquired for the amount of EUR 997 thousand and which reduced the net equity of the Company. The average purchase price amounted to EUR 1.25 per share. The operation was performed in accordance with the share Repurchase Programme approved by the General Meeting of Shareholders on 16 June 2022 establishing the maximum allocated amount of EUR 1,000 and whose purpose is to meet the inherent requirements of the convertible bonds issued by the Company.

As at 31 December 2022 the Company did not own treasury shares.

e) Distribution and allocation of earnings

The General Meeting of Shareholders of the Company held on 30 June 2023 resolved to allocate to the losses from the previous years the loss for the year 2022 in the amount of EUR 1,707 thousand.

The proposed allocation of earnings of Audax Renovables, S.A. for the year 2023 that the Board of Directors will suggest to the General Meeting of Shareholders for its approval is as follows:

Allocation base	EUR
Profit and loss (Loss)	(4,868,014)
Total	—
Allocation	EUR
To losses from previous years	(4,868,014)
Total	(4,868,014)

f) Earnings per share

The breakdown of basic and diluted earnings per share is as follows:

	At 31/12/2023	At 31/12/2022
Number of shares	440,291,054	440,291,054
Average number of shares (excluding treasury shares)	439,591,054	440,291,054
Average number of shares diluted (excluding treasury shares)	439,591,054	440,291,054
Profit (loss) of the Company (EUR thousand)	(4,868)	(1,707)
Profit / (loss) per share (euro per share)		
- Basic	(0.0111)	(0.0039)
- Diluted	(0.0111)	(0.0039)

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The basic gain per share is calculated by dividing the profit for the year attributable to the holders of equity instruments of the Company by the weighted arithmetic mean of ordinary shares circulating over the year.

The diluted gain per share is calculated by adjusting the profit for the year attributable to the holders of equity instruments of the Parent Company and the weighted arithmetic mean of ordinary shares circulating by all the dilutive effects inherent to the potential ordinary shares.

12. Provisions

The breakdown of provisions as at 31 December 2023 and 2022 is as follows:

	At 31/12/2023	At 31/12/2022
Current provision for liabilities	3,091	1,549
Total	3,091	1,549

This account includes mainly the provisions created in order to tackle contingent liabilities towards certain public entities. As at 31 December 2023, the Management of the Company considers that there are no contingencies requiring to be provisioned for.

The Company's Management estimate that the contingent liabilities which could occur as a result of the commitments indicated in Note 19 would not have a significant impact on these annual accounts

On 14 October 2021 the Regulatory Supervision Chamber of the CNMC resolved on imposing economic sanction of EUR 1,500 thousand on Audax Renovables for the potential irregular conduct in consumer contracts under article 65.43 of Law 24/ 2013 of 26 December, concerning events occurred in the year 2019. Against this sanction the company lodged an administrative appeal with the National High Court, as it does not agree with the reasons stated in the resolution and considers that the final amount of the sanction may be reduced according to the defence arguments; the company is now expecting the date to be assigned for voting and decision.

Additionally, on 12 May 2022 the Competition Directorate issued a Proposition of a Resolution against the Company and several companies of the Group, as it considered their conduct as a potential infringement of article 3 of Law 15/2007 of 3 July 2007 on Competition Protection ("LDC"), during the years 2018-2021. The Involved Companies, upon being informed of the Proposed Resolution, did not agree with it and made their relevant representations on 09 June 2022. Subsequently, on the notification date of 13 October 2022, the CNMC council issued a disciplinary decision imposing a sanction of EUR 8,130 thousand on Audax Renovables.

The Companies lodged a contentious-administrative appeal in due time and form on 13 December 2022. The appeal included a request of precautionary measures in the form of (i) suspension of the obligation to pay the sanction and (ii) suspension of the application of the resolutions concerning the prohibition of entering into contracts with public administrations.

The appeal was admitted for processing by the measure of organisation of 9 January 2023 and on 19 January 2023 Audax Renovables and the involved companies were informed of the date assigned to formalise the claim. Subsequently, the National Court requested that the appeals be lodged separately by each of the Companies, which took place on 21 December 2023. The Companies also had to request again the precautionary suspension of the CNMC Resolution, each of them individually. In the case of Audax, the precautionary suspension was approved by judicial decision announced on 8 January 2023.

The Company understands that there is an infringement of the rights of the companies involved, and that there are no reasons for these proceedings to be carried out, however, in 2022 it considered appropriate to allocate EUR 1,500 thousand to the provision for current liabilities in order to cover the maximum probable sanction risk of these proceedings.

During the year 2023 a provision was made for a possible compensation as a consequence of the legal proceedings initiated in connection with a trade agreement with a gas supplier for the amount of EUR 1,542 thousand.

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13. Financial liabilities

The breakdown of financial liabilities, excluding liabilities towards the Group, trade and other payables, as at 31 December 2023 and 2022 is as follows:

	At 31/12/2023	At 31/12/2022
Bonds and other negotiable securities	418,484	481,592
Amounts owed to credit institutions	19,601	30,653
Derivatives (Note 8)	860	3,207
Total long-term debts	438,945	515,452
Bonds and other negotiable securities	88,821	90,372
Amounts owed to credit institutions	11,938	16,999
Derivatives (Note 8)	9	10,062
Total short-term debts	100,768	117,433

Bonds and other negotiable securities

In January 2017 Audax Renovables, S.A. registered a programme of corporate promissory notes on the Alternative Fixed-Income Market (MARF) for the maximum amount of EUR 50,000 thousand with a maturity of 2 years. This promissory notes programme has been renewed annually in order to extend its maximum drawn down balance and maturity date.

On 25 April 2022 Audax Renovables, S.A. renewed again this promissory notes programme in order to extend its maturity to 25 April 2023, maintaining the same maximum outstanding balance of EUR 300,000 thousand of the 2021 renewal.

On 17 May 2023, Audax Renovables, S.A. renewed again this promissory note programme under the name of "Audax 2023 Note Programme" with a maximum outstanding balance of EUR 200,000 thousand, and the maturity date on 17 May 2024.

On 21 December 2023 Audax Renovables, S.A. signed issue and subscription commitments with two entities: (i) in order to renew promissory notes subscribed by Andbank with maturity in June 2024, an agreement with Andbank España Banca Privada, S.A.U. for the subscription of new promissory notes to be issued on MARF in June 2024 for the nominal amount of EUR 24,500 thousand; therefore as at 31 December 2023 it was registered as Liabilities and other negotiable securities, and (ii) other agreement with the related entity The Nimo's Holding, S.L. on the subscription of new promissory notes to be issued on MARF in June 2024 for the nominal amount of EUR 15,500 thousand. In both cases, the new bonds will have a maximum maturity of 2 years from the date of issue.

As at 31 December 2023, the total drawn down balance amounts to EUR 112,369 thousand (EUR 119,510 thousand as at 31 December 2022).

On 19 May 2022 the Company signed an agreement with the Instituto de Crédito Oficial (ICO) obtaining a new credit line in promissory notes guaranteed by the entity for the nominal amount of up to EUR 170 million and a guarantee of up to EUR 119 million. Currently the agreement guarantees 70% of the issues of promissory notes carried out by Audax Renovables on the Alternative Fixed-Income Market (MARF) in the framework of the programme which the company maintains active with the limit of EUR 200 million and with a maximum maturity of 2 years.

In the year 2022 a new disposition of the promissory note programme was carried out with the company Toro Finance for the amount of EUR 15,000 thousand, which was wholly redeemed in June 2022.

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During the years 2017 and 2018 the Company approved programmes for issuing plain bonds on the Alternative Fixed-Income Market (MARF) for the total amount of EUR 135,000 thousand with maturity in 2022 and 2023.

In 2020 the Company carried out a swap transaction and an early and partial redemption of those bond programmes from previous years, for a new issue of green bonds under its programme "EUR 400,000,000 Senior Unsecured Notes Programme Audax Renovables, S.A. 2020". As a consequence, the Company in December 2020 issued bonds for the amount of EUR 200,000 thousand at an interest rate of 4.20% and with maturity on 18 December 2027. This new issue was subscribed partly by the previous holders of the 2017 and 2018 emissions, and partly by new investors.

On 15 June 2021 the Company increased the issue by EUR 100,000 thousand under the name of "Issue Number 3 of Senior Unsecured Notes of Audax Renovables, S.A. 2020" on the same terms.

The Company proceeded to renew this bond programme in 2021, by replacing the one from 2020, and on 11 August 2022 proceeded again to renew this programme under the name of "EUR 400,000,000 Senior Unsecured Notes Programme Audax Renovables, S.A. 2022", which replaced the one from 2021.

As at 31 December 2023, the outstanding balance of this bond amounts to EUR 278,300 thousand (EUR 289,600 thousand as at 31 December 2022).

During the year 2023 the 2018 bond was redeemed for the nominal amount of EUR 16,300 thousand corresponding to those bondholders who did not adhere to the swap operation of the Company. The amount of the 2017 bond had been already redeemed entirely in previous years.

During the year 2023 Audax Renovables acquired the notes issued on the Alternative Fixed-Income Market (MARF) within the programme "Senior Unsecured Notes of Audax Renovables, S.A. 2020" with maturity on 18 December 2027, for the amount of EUR 7,903 thousand, lower than the nominal value of EUR 11,300 thousand at which they were issued, which involved a financial net gain of EUR 3,397 thousand.

In the year 2022 Audax Renovables also acquired the notes issued within this programme for the amount of EUR 6,184 thousand, lower than the nominal value of EUR 10,400 thousand at which they were issued, which involved a financial net gain of EUR 4,216 thousand.

On 18 November 2020 the Board of Directors of the Company approved the issue of senior plain green convertible unsecured bonds (hereinafter "the convertible bonds") for the amount of EUR 125,000 thousand of nominal value and at the annual interest rate of 2.75% payable half-yearly, with maturity on 30 November 2025.

The convertible bonds may be converted in ordinary shares of the Company, either of a new issue or those already issued on the continuous market. The conversion option has an underlying of 51.7 million shares of the Company, which correspond to 11.74% of the total of issued shares. The General Meeting of Shareholders of 21 April 2021 of the company approved the convertibility option, maintaining certain conditions, such as the exclusion of the pre-emptive subscription rights in order to allow the issuance of shares to which this conversion would apply, and the Shareholders' resolutions need to be notarised and together with the amendment to the notarial deed on the issue of convertible bonds need to be registered in the Commercial Register.

The bonds include an option for the investor to convert them into a fixed number of shares at a previously fixed price. Although at the closing date of 2020 the convertibility option had not yet been added to the terms of the instrument, at that date existed a commitment of the majority shareholder to vote in favour of its approval at the General Meeting of Shareholders.

The option of early repayment of the bond, which assists to the bondholders, may be exercised in a scenario of change of control of the Group, takeover bid, halt in the trading of its shares or when the floating capital is lower than 10% of the total of shares. The Group has implemented the accounting policy of initially measuring the financial liability component at the better estimation of the current value of the interest and the repayment price of the bond, assigning the residual amount to the equity component. For the purpose of this estimation, it has been considered improbable that any of the contingent circumstances, on which the exercise of the early redemption option depends, would arise before the ordinary maturity date of the bond.

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Once the bonds are made convertible, the holders will have the right to convert the bond into shares of new issue or into existing shares (to be decided by the Company) at the conversion price of EUR 2.42 per share. The conversion option may be exercised from the moment in which the conversion is declared approved.

Additionally, the Company has the option of early redemption of convertible bonds if certain predetermined conditions are fulfilled. This option may be exercised at the third anniversary of the bond issue, i.e., in November 2023, at the price of 130% of the nominal of the bond. As at 31 December 2023 this option has not been exercised yet (Note 24).

Issuing of bonds is subject to meeting certain financial ratios. As at 31 December 2023 all the established ratios are met.

The amount disclosed under the Liabilities and other negotiable securities as at 31 December 2023 includes the debt to be repaid as a consequence of the issuance of said bonds and promissory notes in current and non-current liabilities.

Current liabilities include financial expenses that had been accrued but not paid at the balance sheet date of 2023 and 2022.

The net cash flow shown in the Cash Flow Statement as collections and payments for financial liability instruments for Bonds and other negotiable securities was the negative amount of EUR 65,982 thousand, the positive amount of EUR 142,495 thousand for the issue of new promissory notes, and a negative amount of EUR 208,477 thousand of payments for the redemption of bonds and promissory notes.

As at 31 December 2023 and 31 December 2022, the following financial liabilities are subject to the requirement of meeting certain minimum ratios or to clauses which, if not complied with, may result in declaring the payment immediately due.

	At 31/12/2023	At 31/12/2022
Bond of nominal value €70M approved in September 2018	—	16,715
Bond of nominal value €2000M approved in December 2020	278,300	289,600
Convertible bond of nominal value €125M approved in November 2020	125,000	125,000
Total	403,300	431,315

The conditions to be fulfilled refer to the ratios of Net financial debt/Ebitda. As at 31 December 2023 all the requirements specified in those contracts are met and no breach of financial obligations is expected to arise by the closing date of the next financial year.

Amounts owed to credit institutions

The breakdown of the Company's bank loans is as follows:

	2023	2022
Loans	31,151	40,122
Lines of credit	5	105
Reverse factoring and similar	383	7,425
Total amounts owed to credit institutions.	31,539	47,652

As at 31 December 2023, the Company has outstanding balances of a loan agreement signed in 2021 with Cofides for the amount of EUR 9,700 thousand, which is due in 2028, and a loan agreement signed with Gedesco Innovfin, S.L in 2020 for the amount of EUR 4,815, which is due in 2025.

The outstanding balance of these loans as at 31 December 2023 amounts to EUR 11,405 thousand (EUR 12,609 thousand as at 31 December 2022).

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(EUR thousand)

Additionally, the Company signed loan agreements (ICO) in 2020 with various financial entities. These loans were covered by a line of guarantees for businesses and sole traders, approved by the Royal Decree-Law 8/2020 of 17 March 2020 on urgent extraordinary measures to tackle the economic and social impact of COVID-19, under which the Ministry of Economic Affairs and Digital Transformation issues guarantees to the loans granted by the credit institutions to the businesses and sole traders in order to help maintain the employment and alleviate the economic effects of the crisis, and the maturity of these loans was between 2022 and 2025.

In 2021 the Company proceeded to renegotiate with various financial institutions some of the loans (ICO) signed during the year 2020 order to postpone the maturity dates of the loans. As at 31 December 2023, the maturity date of the ICO loans of the Company is between 2024 and 2028.

As at 31 December 2023, the outstanding principal of the ICO loans of the Group amounts to EUR 19,913 thousand (EUR 28,211 thousand as at 31 December 2022).

The reverse factoring contracts of the Company relate mostly to the loans obtained by the Company from diverse financial institutions in order to finance the payment of invoices to suppliers and creditors when the invoices become due. Usually the maturity period of these loans is 60 to 120 days. In this sense, the term does not include transactions carried out between group companies. Therefore, we consider the nature of the transaction as financial, including the liability arising in short-term amounts owed to credit institutions.

There are no deposits or guarantees associated with these transactions.

The net cash flow shown in the Cash Flow Statement as collections and payments for financial liability instruments of amounts owed to credit institutions was the negative amount of EUR 16,696 thousand, EUR 6,663 thousand of collections from acceptance of new loans, and EUR 23,359 thousand of payments for the settlement of various loans.

Classification of Financial Liabilities by maturity date

	2024	2025	2026	2027	2028	2029 and following years	Total
Bonds and other negotiable securities	88,821	119,389	22,441	276,654	—	—	507,305
Amounts owed to credit institutions	11,938	8,349	5,104	3,564	2,584	—	31,539
Derivatives	9	4			471	385	869
Total	100,768	127,742	27,545	280,218		385	539,713

Movement of financial liabilities

	31/12/2022	Recognitions	Derecognitions	Transfers	Change in fair value	31/12/2023
Bonds and other negotiable securities	481,592	743	(7,854)	(55,997)	—	418,484
Amounts owed to credit institutions	30,653	212	(53)	(11,211)	—	19,601
Derivatives	3,207	—	—	—	(2,347)	860
Total non-current financial liabilities	515,452	955	(7,907)	(67,208)	(2,347)	438,945
Bonds and other negotiable securities	90,372	162,358	(219,906)	55,997	—	88,821
Amounts owed to credit institutions	16,999	8,541	(24,813)	11,211	—	11,938
Derivatives	10,062	—	—	—	(10,053)	9
Total current financial liabilities	117,433	170,899	(244,719)	67,208	(10,053)	100,768

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14. Other liabilities

The composition of Other current and non-current liabilities as at 31 December 2023 and 2022 is as follows:

	At 31/12/2023	At 31/12/2022
Sureties and deposits received	1,314	439
Long-term deferred payments	286	1,933
Other non-current liabilities	1,600	2,372
Sureties and deposits received	64	64
Long-term deferred payments	64	64
Other current liabilities	64	64

The balance included in Long-term deferred payments for the year 2022 corresponded to the debt assumed with Solar Asset Management, S.L.U. for the purchase on 18 December 2019 by Rocio Servicios Fotovoltaico, S.L.U. (formerly Audax Fotovoltaica, S.L.U), a company related to the Excelsior group, of the company Solar Buaya Inversiones, S.L.U., owner of a photovoltaic energy generation project of 50MW in Carmona (Seville).

As a consequence of the acquisition of the company Solar Buaya Inversiones, S.L.U. in 2020 by Audax Renovables, the Company assumed the position of Rocio Servicios Fotovoltaicos, S.L.U as the creditor of the debt. In 2023 the sale and purchase agreement was performed and, consequently, part of the debt amounting to EUR 1,913 thousand was repaid as the project entered into the stage of Ready to Build.

15. Trade and other payables

The composition as at 31 December 2023 and 2022 is as follows:

	At 31/12/2023	At 31/12/2022
Suppliers	12,665	17,477
Suppliers, group entities (Note 20)	13,464	14,679
Sundry payables	15,104	20,230
Staff	1,390	651
Current tax liabilities	230	401
Public Administration	15,698	9,985
Trade and other payables	58,551	63,423

The amount corresponding to Public Administration in the year 2023 and 2022 relates mainly to the Municipal Electricity Tax (IMU), Value Added Tax (VAT) and provisions for contribution to the National Energy Efficiency Fund.

Most of the accounts payable fall due between 30 and 90 days and no interest accrues on them. The book value of the Company's debts is denominated in euro.

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We set out below the information required by third additional disposition of Law 15/2010 of 5 July 2010 as amended by third final disposition of Law 18/2022 of 28 September 2022, which establishes measures against delayed payment in business transactions and, among other aspects, regulates the payment period in commercial relations between businesses or between businesses and Administration, in accordance with the provisions of the Resolution of the Accounting and Auditing Institute on the information to be included in the notes to the annual accounts with regard to the average period of payment to suppliers and providers in business transactions, published in the BOE on 19 October 2022.

	2023	2022
	Days	Days
Average period of payment to suppliers (*)	25	14
Paid transactions ratio	27	14
Transactions with outstanding payment ratio	22	14
	Amount in EUR thousand	
Total payments carried out	444,452	885,990
Total outstanding payments	27,305	33,578
	30 days	
Monetary value paid in Euro (EUR thousand)	392,681	810,219
Percentage of the total monetary value of payments to suppliers	88.35%	90.98%
Number of invoices paid	485,030	394,746
Percentage of the total of invoices paid to suppliers	76.60%	67.93%

(*) Under the law 11/2013 of 26 July 2013, the maximum legal time limit for payment, applicable to the company with its tax residence in Spain, is of 30 days, except for the case when by agreement a longer time period is established, which under no circumstances can exceed 60 days.

The payments detailed in the above table as payments to providers refer to those which by their nature are trade payables for debts with suppliers of goods and services, in such a way that they include the needed information for the 'Other creditors' account found as current liabilities in the balance sheet.

Under the law 11/2013 of 26 July 2013, the maximum legal time limit for payment applicable to the Company is of 30 days, except for the case when by agreement a longer time period is established, which under no circumstances shall exceed 60 days.

16. Risk management

The Company, in general, considers risk to be any future event or contingency which could hamper the Company's ability to successfully meet its business objectives.

In this regard, Audax Renovables is submitted to several risks which are inherent in different countries and markets where it operates and which can prevent it from achieving its objectives and successfully implementing its strategies. For that reason the Board of Directors, aware of the importance of this aspect, encourages the implementation of necessary mechanisms for significant risks to be correctly identified, managed and controlled.

According to the above, any activity aimed to control and mitigate the risks will be subject to the following basic principles of procedure:

- a) According to the above, any activity aimed to control and mitigate the risks will be subject to the following basic principles of procedure: Integrate the risk-opportunity vision in the management and strategy of the Company.
- b) Ensure an appropriate separation of duties to guarantee an adequate level of independence.

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- c) Constant evaluation of the mechanisms for hedging, transfer and mitigation, in order to ensure their suitability and the implementation of the best market practices.
- d) Guarantee the proper use of risk hedging instruments.
- e) Inform about the risks for the Group and about the implemented systems to mitigate them.
- f) Adjusting the Group's risk policy to all the specific policies which need to be developed in regards to risks.
- g) Ensure the adequate compliance with the Corporate Governance rules.

Regardless of the above, the Company, being aware of their importance, has been taking the appropriate measures concerning the main financial risks: market risk (including exchange rate risk) and liquidity risk. The overall Company's risk management programme is centred on the uncertainty of the financial markets and attempts to minimise the potential adverse effects on its financial profitability.

Interest rate risk

The Company confronts the risk related to its financial liabilities insofar as the interest rate fluctuations affect its cash flows and fair value.

Cash and bank accounts, as well as the Company's financial debt, are exposed to the interest rate risk, which might have adverse effect on the financial profit and loss and cash flows.

The fluctuations in interest rates modify the fair value of the financial assets and liabilities on which a fixed interest rate is accrued as well as the cash flows from the financial assets and liabilities indexed to a floating interest rate, and, accordingly, they impact both net equity and net income, respectively.

Any rise of interest rates would increase the Company's financial expenses related to the part of its debt indexed to a floating interest rate, which would be mitigated by the interest rate hedging policy.

The purpose of interest rate risk management is to maintain a balance between floating and fixed rates on debt in order to reduce the costs of borrowings within the established risk parameters.

On the entirety of the issued bonds an interest at a fixed rate is accrued (Note 13).

The structure of Obligations and amounts owed to credit institutions as at 31 December 2023 and 31 December 2022, taking into account the hedges through derivative contracts, is as follows:

	At 31/12/2023	At 31/12/2022
Fixed interest rate	512,911	581,881
Floating interest rate	25,933	37,735
Total	538,844	619,616

The floating interest rate is subject mainly to the fluctuations of the European Interbank Offered Rate (Euribor). The sensitivity of the net income to the fluctuation in interest rates is as follows:

	Interest rate increase /(decrease)	Effect on profit and loss before tax
2023	10%	(146)
	(10)%	132
2022	10%	(139)
	(10)%	126

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This effect does not include the impact of the interest rate fluctuations on asset impairments, as it is specified in Note 7.

Exchange rate risk

The changes of the exchange rates might affect mainly the fair value of the investments in foreign subsidiary companies which operate in a currency other than the euro, primarily Hungary, Poland and Panama.

The Company does not carry out significant trade operations in foreign currencies and does not have debts of significant amounts in currencies other than the Company's local and functional currency.

The non-euro currencies with which Audax Renovables, S.A. has mostly operated in 2023 and 2022, especially in relation with the investment made in its subsidiaries, are the dollar, the Polish zloty and the Hungarian forint.

Commodity price of electricity risk

Audax Renovables is exposed to the risk of fluctuations in electricity and gas prices, primarily through the operations of purchase and sale of energy, which are carried out on national and international markets. In the short and medium term price fluctuations are managed through specific hedging transactions, generally through the means of derivatives.

Apart from buying derivatives, the Company manages the price risk through long-term power purchase agreements with the power plants of the Group and of third parties.

Exposure to price fluctuations is controlled through controlling risk limits as a measure of balance between the expected return and the risk undertaken. The portfolio positions are revised periodically on the basis of Value at Risk, in compliance with the established limits.

Additionally, specific analyses are carried out, from the risk perspective, of the impact of certain transactions considered as relevant in the risk profile of Audax and in compliance with the established limits.

With regard to natural gas, the exposure to this risk is managed and mitigated by trying to balance the exposures to commodities through bilateral contracts with physical delivery based on the forecast regarding customers' consumption.

The sensitivity of the net income and equity to the market price fluctuations in the main commodities is as follows:

The sensitivity of net income and equity (Other equity components) to the variation in electricity and gas sale prices, taking as a reference the variation of the sale price in the daily electricity and gas market, is as follows:

Credit risk

The credit risk lies in that the counterparty to an agreement might fail to fulfil their contractual obligations, thus bringing about economic or financial loss. The counterparties can be end customers or providers, counterparties on financial markets or on commodity markets, partners.

The Company, even though it has no significant credit risk concentrations in the energy retailing activity, does keep policies to ensure that the energy is sold to the clients with appropriate credit history, e.g. sales carried out through analysis of client scoring before signing the contract.

The designation of an existing credit risk as bad debt is established according to the implemented accounting principles (Note 2). In particular, the Company carries out an individual analysis of the unpaid credits older than 180 days, clients in state of insolvency as well as the clients with relevant proceedings initiated against them.

As at 31 December 2023 the provision for bad debts reached the amount of EUR 15,018 thousand (EUR 17,899 thousand as at 31 December 2022).

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In order to mitigate the credit risk arising from financial positions, the derivative contracts are entered into and cash surpluses are invested in high solvency banks and financial institutions limiting the time horizon of the open positions as well as the credit quality of the counterparties in financial transactions. As at 31 December 2023 and 2022 the Company did not have significant credit risk concentrations.

Liquidity risk

Prudent liquidity risk management derives from the need of financing the Company's activity by temporary differences between the needs and cash generation and involves maintaining sufficient cash and marketable securities and the availability of funding through a sufficient amount of committed credit facilities as well as sufficient ability to close out market positions.

Management follows up the liquidity reserve forecasts of the Company (which includes the availability of credit and cash or cash equivalents) on the basis of the expected cash flows. In this respect, the schedule established for expected cash flows of financial debt (without taking into account financial interest) is included in Note 13, to which the payments corresponding to Trade and other payables maturing in 2024 should also be added (Note 15).

As at 31 December 2023, available liquidity amounts to EUR 31,679 thousand including cash and cash equivalents (EUR 44,975 thousand as at 31 December 2022), and there are no significant undrawn credit facilities.

Capital management

The purpose of capital risk management is to maintain an appropriate ratio between internal and external financing (financial liability).

The leverage ratio of the Company, taking into account only the corporate liabilities to financial institutions (without considering the liabilities to the shareholders nor to other third parties) is as follows:

	At 31/12/2023	At 31/12/2022
Long-term financial liabilities (Note 13)	438,945	515,452
Short-term financial liabilities (Note 13)	100,768	117,433
Derivatives	(6,446)	(5,157)
Financial assets	(53,421)	(51,193)
Cash and other cash equivalents (Note 10)	(31,679)	(44,975)
Net financial debt:	448,167	531,560
Net equity (Note 11)	164,376	159,975
Leverage (Net financial debt / (Net financial debt + Net equity))	73.16%	76.87%

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Guarantee terms risk

In order for Audax Renovables to be able to carry out its activity, it has to provide the guarantees connected to the electricity purchase. The guarantees are provided in the form of guarantees issued by a bank and/or an insurance company, some of which are secured by the positive net liquidity position of the Company.

Should the financial institutions that grant the guarantees decide to cancel them, the Company's retailing activity would become limited, which could, to some extent, affect its viability. Likewise, if those financial institutions modified substantially the terms of the guarantees they had granted (cost, validity, warranties, among others), such modification could affect the profitability of the Company.

As at 31 December 2023 and 2022, the Company does not incur this risk, therefore it carries out its daily operations with perfect normality.

Access to finance

In the division of energy generation the development of the facilities under construction, owned by Audax, the financing conditions and the amount of own funds to be contributed by the Company depends on the availability of finance services and on the existence of loan on the loan market for financing the renewable energy projects.

Financing the renewable energy projects with loans may imply, as a guarantee for the financial institutions, the necessity to pledge all or some of the shares of the Company's investees.

Climate change risk

The green taxonomy is a system established for the purpose of classifying economic activities and providing the businesses and investors with a clear definition of sustainable activity. The main goal of the system is to encourage capital investments for the purpose of financing sustainable development and mitigating the climate change under very clear denominations, aligned with the Paris Agreement and OECD objectives.

Successful implementation of the European taxonomy is fundamental for the continent to achieve the proposed climatic and environmental goals and for the future generations to be able to enjoy a healthy and habitable world. Under the EU Taxonomy Regulation (hereinafter, the "Regulation"), a "green" list has been created, which groups and classifies economic activities which are considered environmentally sustainable according to the recommendations of the Technical expert group on sustainable finance, who established and developed the technical criteria in order to classify these activities.

In this regard, Audax Renovables is deeply involved in fighting the climate change. Therefore, relevant decisions are made by the highest level of management within the Group, i.e. the Board of Directors.

For the Company, bearing in mind Delegated Regulation 2178, which implements the obligation for businesses to publish certain information regarding sustainability, it will signify immediate alignment with the sustainability goals set by the Group, with the aim of maintaining a significant portfolio of investments in photovoltaic and wind energy, as defined in its Strategic Plan 2021-2026, in order to generate and incorporate distribution of energy from 100% renewable sources. The Board of Directors intends to continue evaluating and implementing sustainability plans, as well as analysing risks and designing processes in response to climate change.

The objectives of the Paris Agreement aim to keep the increase of global temperatures at below 2°C and achieve climate neutrality by 2050. The Company had in mind the potential effects of climate change while formulating the annual accounts for the year 2022. Therefore, the Company considered these effects while analysing the impairment of non-financial assets. The projections were based on the best available information about the future and include the planned investments in each CGU at the moment. Additionally, these projections consider the expected effect on the market prices of energy.

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17. Tax situation

From the year 2022 on, the Parent Company as the head entity of the tax group is subject to Corporate Income Tax under the consolidated tax system.

Companies belonging to the Audax Renovables, S.A. Tax Group:

Audax Renovables, S.A.	Masqluz 2020, S.L.	Coral Perkins, S.L
Explotación Eólica La Pedrera, S.L.	Comercializadora Adi, S.L	Zurvan Gestión de Proyectos, S.L
ADS Energy 8.0, S.L.	Neon Energía Eficiente, S.L	ADX Sonne, S.L
Eryx Investments 2017, S.L.	Love Energy, S.L.	ADX Renovables, S.L
Audax Solar SPV IV, S.L.	Energía Ecológica Económica, S.L.	Zeus Power, S.L
Audax Solar SPV VI, S.L.	Pasión Energía, S.L.	Hera Power, S.L
Audax Solar SPV VII, S.L.	Fox Energía, SA	Juno Power, S.L
Audax Solar SPV IX, S.L.	Tohora Solar Inversión, S.L	Diana Power, S.L
Audax Solar SPV X, S.L.	Tarakona Solar Inversión, S.L	Ulises Power, S.L
Unieléctrica Energía, S.A.	Audax Solar SPV XXIV, S.L.U	Atlas Power, S.L
Audax Solar SPV XXVI	Audax Solar SPV XXV, S.L.U	Homepower Energy, S.L.U.
Aznácollar Solar S.L.U	Coral Perkins, S.L	
Solar Buaya Inversiones, S.L.U.	Zurvan Gestión de Proyectos, S.L	
Eólica El Pedregoso, S.L.	ADX Sonne, S.L	
Eólica Del Pino, S.L	ADX Renovables, S.L	

The movement in deferred taxes is as follows:

	Balance 31/12/2022	Sale of companies	Recognitions	Derecognitions	Balance 31/12/2023
Deferred tax assets	11,746	—	3,732	(5,642)	9,836
Deferred tax liabilities	(1,515)	—	(322)	—	(1,837)
Net total	10,231	—	3,410	(5,642)	7,999

	Balance 31/12/2021	Sale of companies	Recognitions	Derecognitions	Balance 31/12/2022
Deferred tax assets	11,625	—	3,282	(3,161)	11,746
Deferred tax liabilities	(2,532)	—		1,017	(1,515)
Net total	9,093	—	3,282	(2,144)	10,231

The main recognitions for the year 2023 in deferred tax assets are temporary differences of recognised expenses, not yet tax-deductible, especially financial expenses. Likewise, the derecognitions in deferred tax correspond to the tax impact of the recognition of asset derivatives and to the derecognition of tax receivables for losses from the previous years.

The reconciliation of the taxable income for the year 2023 is the following:

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Income Statement			Total
Profit (loss) for the year before tax			(5,650)
	Increases	Decreases	
Permanent differences	17,065	(22,775)	(5,710)
Temporary differences			
- arising this year	11,508	(1)	11,507
- arising in previous years	—	—	—
Removals from tax consolidation			(1,288)
Previous taxable income			(1,141)
Group offset taxable losses			(1,890)
Taxable amount			(3,031)

The increase from temporary differences relate mainly to non-deductible financial expenses in 2023, which will be deducted in the future, just as the increase from permanent differences correspond mainly to specific provisions, which cannot be considered as deductible and, likewise, the decreases from permanent differences relate mainly to tax losses as a consequence of the liquidation of an entity in Poland.

The reconciliation of the taxable income for the year 2022 is the following:

Income Statement			Total
Profit (loss) for the year before tax*			(6,407)
	Increases	Decreases	
Permanent differences	2,209	(16,349)	(14,140)
Temporary differences			
- arising this year	6,493	—	6,493
- arising in previous years	—	(6,079)	(6,079)
Removals from tax consolidation			690
Previous taxable income			(19,443)

The main components of the income tax expenses are the following:

	31/12/2023
Current expenses for the year	2,062
Recognition/ (reversal) of deferred taxes for tax receivables	(1,389)
Prepaid and deferred taxes	109
Total	782

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The reconciliation between the applicable tax rate and the effective tax rate for the year 2023 and 2022 is as follows:

	2023	%	2022	%
Income before tax	(5,650)		(6,407)	
Theoretical tax	(1,413)	25%	(1,602)	25%
Permanent differences from dividends	(1,109)		(708)	
Other permanent differences	2,663		453	
Goodwill amortisation	(317)		(317)	
Incorporation of the income contributed by tax-group	(322)		(483)	
Profit from disposal of shares	(2,144)		(492)	
Allocation / (reversal) of financial provision	—		(1,741)	
Derecognition of tax receivables	1,389			
Others	471		190	
Corporate income tax accrued	(782)		(4,700)	

As at 31 December 2023, the Company has net operating losses (NOLs) to be carried forward amounting to EUR 125,913 thousand (EUR 134,614 thousand as at 31 December 2022) as well as other not recognised tax credits amounting to EUR 2,511 thousand. As at 31 December 2022 and in relation to these amounts, the Company has recognised in the annual accounts a tax credit of EUR 1,680 thousand, corresponding to the tax credits whose recoverability has been considered highly probable.

In the year the Company made down payments in the amount of EUR 2,994 thousand. Moreover, in 2023 the Company has had an income from current tax of EUR 2,171 thousand and an expense for derecognition of tax receivables of EUR 1,389 thousand.

The various merger transactions and the non-monetary contribution carried out in the year 2018 (Note 11.a) were submitted to the tax system established in chapter VII of Title VII of Law 27/2014, of 27 November 2014, on Corporate Income Tax. All the financial and tax information related to those transactions was included in the Company's 2018 annual accounts.

On 20 May 2022 the Spanish tax administration informed Audax Renovables S.A. of having commenced the verification and investigation of the tax returns of corporate income tax, value-added tax and personal income tax presented during the fiscal years 2017 to 2020. At the moment of drawing up these consolidated financial statements the Company complies with the information requirements of the tax administration, and there are no significant tax liabilities, however the tax administration is reviewing specifically the adequate recognition of net operating losses of Audax Renovables, S.A. before 2016, which are not capitalised.

The Management of the Company considers that there are no possible tax contingencies which might significantly affect these financial statements.

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18. Income and expenses

a) Net turnover

The breakdown of net turnover, excluding Impairment and profit (loss) on disposal of financial instruments is as follows:

	National		Rest of the European Union		Total	
	2023	2022	2023	2022	2023	2022
Income from energy retailing	359,398	739,566	112,239	142,431	471,637	881,997
Provision of services	2,304	10,883	—	—	2,304	10,883
Income from shareholding in equity instruments in group and associated companies	929	—	3,013	3,085	3,942	3,085
Net turnover	362,631	750,449	115,252	145,516	477,883	895,965

The annual accounts for the year 2023 include the financial statements of a permanent establishment in Portugal. Its registered address is at Avenida das Túlipas, 6, 18º, Miraflores.

As the usual date of meter readings does not coincide with the balance sheet date for the financial year, the Management of the Company makes an estimate of the volume of sales to customers that has not yet been invoiced. The accumulated balance of electricity and gas retailing which has not yet been invoiced is featured under the heading "Trade and other receivables" of the assets of the Balance Sheet and, as at 31 December 2023, amounts to EUR 19,902 thousand (EUR 22,675 thousand as at 31 December 2022). Regarding this energy, there is an estimate relating to the not received invoices for electricity and gas toll costs amounting to EUR 2,776 thousand (EUR 3,430 thousand as at 31 December 2022).

The income from provision of services corresponds to the invoicing of provided services, for example representation, technical assistance and administration services.

The income from shareholding in equity instruments in group and associated companies corresponds to dividends recognised in the years 2023 and 2022.

b) Procurement

The breakdown of Consumption of goods, raw materials and other procurements is as follows:

	2023	2022
Consumption of goods	(420,577)	(864,288)
National purchases	(316,097)	(723,474)
Intra-Community purchases	(104,480)	(140,814)
Import purchases	—	—
Work performed by other entities	(3,580)	(10,958)
Procurement	(424,157)	(875,246)

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As indicated in previous paragraph, as the usual date of meter readings does not coincide with the balance sheet date for the financial year, the Management of the Company makes an estimate relating to the not received invoices for electricity and gas toll costs amounting to EUR 2,776 thousand (EUR 3,430 thousand as at 31 December 2022). The balances accumulated under this heading are included in the "Trade and other payables" account of the liabilities in the Balance Sheet. Additionally, there is an estimate related to the invoices for energy purchase not yet received, amounting to EUR 6,317 thousand (EUR 8,139 thousand as at 31 December 2022). The balances accumulated under this heading are included in the "Trade and other payables" account of the liabilities in the attached Balance Sheet.

Audax Renovables, S.A., has signed several long-term power purchase agreements with diverse non-related companies. Under these agreements the Company will purchase directly an expected aggregated maximum of energy of approximately 1.20 TWh/year. These agreements have an expected validity period of between 10 and 20 years and are subject to certain conditions. Given the nature of these agreements, the Company does not consider them to be financial derivatives.

On 1 February 2023 Audax signed a global agreement on market access with Shell Energy Europe Limited, under which the latter will become, with certain exceptions, the external exclusive provider of electricity and natural gas to Audax in Spain during an initial period of 5 years. The agreement includes provisions which require from Audax the fulfilment of certain minimum ratios, mainly related to a reduction of debt, a minimum profitability and adequate delayed payment limits. Moreover, the agreement stipulates a fee depending on the volume of energy operated with certain minimum obligatory amounts.

The Management of the Company, at the moment of drawing up these financial statements, has not identified any element which would indicate that the company is going to default on any of the established ratios.

The agreement ensures better access to future positions instead of going directly to the wholesale market and improves directly the Company's working capital position in its operations in Spain

c) Staff costs

The breakdown of staff costs for the year 2023 and 2022 is as follows:

	2023	2022
Wages and salaries	(9,536)	(8,595)
Damages	(840)	(139)
Employer contributions	(2,041)	(1,882)
Other social expenses	(20)	(26)
Total staff costs	(12,437)	(10,642)

The average number of employees for the years 2023 and 2022 by category is as follows:

	2023	2022
Senior Management*	4	4
Management	8	7
Leadership	14	18
Middle Management	17	13
Others	187	200
Total	230	242

* including internal auditor.

Moreover, in accordance with the provisions of the Gender Equality Act, Organic Law 3/2007 of 22 March 2007, published in the BOE (Official State Gazette) of 23 March 2007, the average number of employees at the end of 2023 and 2022 broken down by category and gender is as follows:

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At 31/12/2023	Men	Women	Total
Senior Management*	2	1	3
Management	5	2	7
Leadership	10	1	11
Middle Management	9	12	21
Others	65	115	180
Total	91	131	222

* including internal auditor.

At 31/12/2022	Men	Women	Total
Senior Management*	2	2	4
Management	6	2	8
Leadership	8	8	16
Middle Management	4	7	11
Others	72	121	193
Total	92	140	232

* including internal auditor.

Detailed information regarding the composition of the board of directors in terms of gender is included in Note 21.

The average number of the Company's employees with a disability equal to or greater than 33% (or equivalent local qualification) in the years 2023 and 2022, by category, is as follows:

	2023	2022
Others	5	2
Total	5	2

d) Other operating expenses

The breakdown of other operating expenses is as follows:

	2023	2022
External services	(12,809)	(12,530)
Taxes	(9,296)	(4,928)
Loss, impairment or change in provisions from business operations	(11,018)	(101)
Other current operating expenses	(2,812)	(1,838)
Total operating expenses	(35,935)	(19,397)

The taxes account is comprised mainly of the provision for IMU (Municipal Electricity Fee applied to the connection to the grid in order to transport electricity to the consumption points and depending on the grid being located on the ground, underground or air of municipal public ways, making special use of local public property which might be subject to tax at an established rate if the local government decides to apply it) amounting to EUR 1,930 thousand as at 31 December 2023 (EUR 3,641 thousand as at 31 December 2022). It also includes a contribution to the energy efficiency fund in the amount of EUR 3,920 thousand and a contribution to the electricity subsidy (Bono Social) amounting to EUR 502 thousand.

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On 7 March 2022 the Administrative Litigation Chamber of the Supreme Court issued judgment no. 285/2022 by which it admitted in part the administrative appeal lodged by the Company against Royal Decree 897/2017, which regulates the definitions of vulnerable consumer and bono social (a discount rate). The judgment grants the Company the right to be indemnified and receive compensation of the amounts paid for the bono social and its associated costs. As a consequence of the court judgment, the Company recognised an asset to be received from Public Administration in the amount of EUR 1,666 thousand.

e) Financial profit (loss)

	2023	2022
Financial income	11,077	15,019
From negotiable securities, loans and other financial instruments	11,077	15,019
In group and associated companies (Note 20)	9,182	10,165
In third parties	1,895	4,854
Financial expenses	(27,740)	(28,964)
From liabilities to group companies and associates (Note 20)	(685)	(180)
From liabilities to third parties	(22,784)	(21,868)
Other financial expenses	(4,271)	(6,916)
Exchange differences	18	(409)
FINANCIAL PROFIT (LOSS)	(16,645)	(14,354)

19. Commitments and contingencies

Guarantees with third parties

As at 31 December 2023 the Company has been given guarantees through financial institutions and insurance companies amounting to EUR 61,632 thousand (EUR 102,847 thousand as at 31 December 2022) to cover the relevant obligations with third parties. The guarantees have been granted mostly to cover the transactions of electricity purchase on the market.

The Company's Management estimate that any liabilities unforeseen at 31 December 2023, which could arise from the commitments indicated in this Note and in Note 14, would not have had a significant impact on these annual accounts.

Apart from the guarantees or bank guarantees which the Company provides in order to carry out its activity, there are pledges and limitations to the cash disposition, related to the existence of various deposits in the amount of EUR 40,350 thousand (EUR 38,940 thousand as at 31 December 2022), which are pledged to various financial institutions and are classified as current financial assets.

Contractual commitments

The following table shows the minimum total payments for non-cancellable operating leases at 31 December 2023 and 2022, corresponding to the Company:

Period	31/12/2023	31/12/2022
Up to one year	587	588
Two to five years	2,247	2,120
More than five years	1,375	1,752
Total	4,209	4,460

Operating lease expenses in the year 2023 rose to EUR 849 thousand (EUR 881 thousand in 2022).

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Audax Renovables, S.A. considers that the provisions and value adjustments recorded in these annual accounts adequately cover the risks specified in this Note and therefore, it does not expect that they will generate any liabilities or value adjustments other than those which have been recorded (Note 7).

20. Information on related party transactions

Related parties are:

- a) Significant shareholders of Audax Renovables, S.A., meaning those who directly or indirectly hold an interest equal to or exceeding 3%, as well as shareholders which, while not being significant, have exercised the power to appoint a member of the Board of Directors:

According to the above definition, Eléctrica Nuriel, S.L.U. is considered to be a related party.

- b) The Directors and Senior Management of any company belonging to the Audax Renovables Group and their immediate families, "Directors" meaning members of the Board of Directors, and "Senior Management" meaning people who report directly to the Company's Board of Directors or its Chief Executive Officer and, at all events, its internal auditor. Transactions with the Directors and senior management of the Audax Renovables Group are disclosed in Note 21.
- c) All the companies belonging to the Excelsior Group.

The transactions between related companies have been carried out at arm's length.

The transactions involving services rendered between group companies have been objective and unbiased and carried out at arm's length, based on the incremental cost system, under which the estimated cost plus a margin has been allocated to the different Group or related companies. Thus, the costs shared by the Company and other group companies are distributed and charged by project and activity, based on parameters of activity and hourly charges (using periodical slips per employee). Detailed definitions of the services and remits to be carried out are prepared, and the average indicators used to calculate the charges are determined.

Moreover, the loans that the Company has extended to the group companies, associates or multi-group companies accrue financial interest based on a market rate.

The balances and transactions carried out in the years 2023 and 2022 between Audax Renovables, S.A. and the related parties are as follows:

- a) Balances with related parties:

The accounts receivable and payable with the parent company (the parent company meaning Excelsior Times, S.L.) and companies belonging to the Excelsior Group as at 31 December 2023 and 2022 are as follows:

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Year 2023

	Parent company	Group and related companies	Total
Long-term investments in group companies and associates (Note 7)	—	570,686	570,686
Trade and other payables			
Short-term receivables from group companies and associates (Note 7)	3	33,777	33,780
Short-term investments in group companies and associates (Note 7)	37	16,461	16,498
Total assets	40	620,924	620,964
Long-term payables to group companies and associates	—	41,005	41,005
Short-term payables to group companies and associates	—	4,585	4,585
Suppliers, group entities (Note 15)	376	13,088	13,464
Total liabilities	376	58,678	59,054

Year 2022

	Parent company	Group and related companies	Total
Long-term investments in group companies and associates (Note 7)	—	617,172	617,172
Trade and other payables			
Short-term receivables from group companies and associates (Note 7)	46	25,730	25,776
Short-term investments in group companies and associates (Note 7)	80	15,710	15,790
Total assets	126	658,612	658,738
Long-term payables to group companies and associates	—	—	—
Short-term payables to group companies and associates	10,023	19,185	29,208
Suppliers, group entities (Note 15)	2,862	11,817	14,679
Total liabilities	12,885	31,002	43,887

Long-term investments in group companies in 2023 decreased in comparison to 2022, mostly as a consequence of repayments from its subsidiaries, particularly from Eryx Investments, S.L. in the amount of EUR 31,840 thousand and Audax Renewables, S.R.L. in the amount of EUR 19,132 thousand.

In 2023 promissory notes of the related company La Sirena Alimentación Congelada, S.A.U. (a company of the Excelsior Times group) were purchased for the amount of EUR 11,645 thousand, of which EUR 8,944 thousand were collected as at 31 December 2023. As at 31 December 2023 the outstanding balance amounts to EUR 2,974 thousand including interests accrued.

Long-term payables to group companies in the year 2023 increased due to a loan agreement signed in December 2023 with Unieléctrica Energía, S.A. for the amount of EUR 29,500 thousand, on which interest accrues at the rate of 4.25% annually reviewed, with maturity in 2028.

Moreover, in 2023 Audax Renewables Kft. signed a loan agreement with Audax Renovables, S.A. for the amount of EUR 6,500 thousand, on which interest accrues as the rate of 3.7%, with maturity in 2025.

The reduction in current debts with the parent company corresponds mainly to the repayment of the greatest part of the loan agreement with Excelsior Times, S.L.U. in 2023.

The cash flows derived from the Current payables to Group companies are included in the cash flows described in note 7.b.

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b) Related party transactions:

Year 2023

	Parent company	Group and related companies	Total
Turnover			
Net sales	3	80,329	80,332
Green energy guarantee of origin services	-	4,626	4,626
Technical, accounting and administration services	-	349	349
Income from shareholdings in equity instruments	-	4,142	4,142
Other operating income and similar			
Generators management and bilateral contracts commission	-	94	94
Staff and other services	2	5,854	5,856
Other transactions			
Sale of fixed assets	-	4,235	4,235
Financial income			
Interest on granted loans	-	9,182	9,182
Total Income and similar	5	108,811	108,816
Procurement			
Purchase of energy	-	102,066	102,066
Commodity price hedge	-	(6,626)	(6,626)
Customer acquisition services	-	99	99
Green energy guarantee of origin services	-	1,290	1,290
Other operating expenses and similar			
Office space rental	-	727	727
Staff and other services	2,319	399	2,718
Occupational risk prevention services	-	20	20
Other transactions			
Purchase of fixed assets	-	13	13
Financial expenses			
Interest on loans and other debts	9	843	852
Total Expenses and similar	2,328	98,831	101,159

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Year 2022

	Parent company	Group and related companies	Total
Turnover			
Net sales	1	200,756	200,757
Green energy guarantee of origin services	-	656	656
Technical, accounting and administration services	-	513	513
Income from shareholdings in equity instruments	-	3,085	3,085
Other operating income and similar			
Generators management and bilateral contracts commission	-	294	294
Staff and other services	47	5,150	5,197
Other transactions			
Sale of fixed assets	-	3,726	3,726
Financial income			
Interest on granted loans	-	9,517	9,517
Total Income and similar	48	223,697	223,745
Procurement			
Purchase of energy	-	25,920	25,920
Commodity price hedge	-	8,589	8,589
Customer acquisition services	-	50	50
Other operating expenses and similar			
Office space rental	-	680	680
Staff and other services	2,445	300	2,745
Occupational risk prevention services	-	25	25
Other transactions			
Purchase of fixed assets	-	4,039	4,039
Financial expenses			
Interest on loans and other debts	23	641	664
Commission for credit assignment	2,425	-	2,425
Total Expenses and similar	4,893	40,244	45,137

Income

In the year 2023 and 2022 income from the most significant transactions carried out with the Group companies relates to:

- Energy sales under bilateral contracts, mainly to Unieléctrica Energía, S.A. and its subsidiaries.
- Invoicing for technical and administrative assistance services, as well as staff and other general services provided to the companies of the Group.
- Interest receivable from the loans granted.

Expenses

With regard to the most significant transaction costs for the years 2023 and 2022, these relate to the purchase of energy through bilateral agreements, mainly from Unieléctrica Energía, S.A. and its subsidiaries, as well as hedging transactions on energy prices with various companies of the Group. In 2023 the price hedges involved a lower expense in procurement (higher expense in the year 2022).

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Moreover, in the year 2022 the Company recorded financial expenses with Excelsior Times, S.L.U. for a commission for the assignment of receivables, in the amount of EUR 2,425 thousand. This transaction, carried out in the form of an agreement dated 29 December 2022 between the Company (assignor company) and Excelsior Times, S.L.U. (assignee company), consisted in the assignment of certain receivables from clients and was guaranteed by Eléctrica Nuriel, S.L.U., which granted a pledge on behalf of the Assignee to the Assignor with the shares of the Company.

These service agreements belong to the acquisition of photovoltaic projects located in Spain and acquired from Rocío Servicios Fotovoltaicos, S.L.U. (formerly Audax Fotovoltaica, S.L.U.) on 8 May 2019, on 30 December 2020 and on 28 May 2021, as well as the portfolio of photovoltaic projects located in Portugal and acquired on 25 May 2021 from Rocío Servicios Fotovoltaicos, S.L.U. and Audax Green, S.L., and the portfolio of photovoltaic projects located in Italy and acquired from Rocío Servicios Fotovoltaicos, S.L.U. on 11 June 2021, as the companies Rocío Servicios Fotovoltaicos, S.L.U. and Audax Green, S.L. are subsidiaries of the Excelsior Times group, where it should be mentioned that the parties undertook to sign a contract for services between the Buyer, directly or indirectly through the companies, and the Seller, as the provider of the services, in connection with the development of the projects and until putting the projects into operation (a "COD" contract), which, in accordance with the information provided in the fairness opinion on the valuation of the projects issued by Ernst&Young at the dates of the acquisition, would be calculated at the amount of EUR/MW 790,000 and EUR/MW 850,000 at the COD state for fixed or solar tracker technology, respectively.

These contracts were signed by Audax Renovables, S.A. and Rocío Servicios Fotovoltaicos, S.L.U. on 26 September 2019 and on 29 June 2021 for the portfolio of projects located in Spain and on 29 June 2021 for those located in Italy and Portugal.

During the year 2023, the company Excelsior Times, S.L.U., the parent company of the Excelsior Group, has rendered management services to Audax Renovables, S.A., the parent company of the Audax Renovables Group, for the amount of EUR 2,160 thousand (EUR 2,160 thousand in 2022).

21. Information on members of the Board of Directors and Senior Management

Remuneration of the members of the Board of Directors

The Ordinary Meeting of Shareholders of Audax Renovables, S.A., held on 30 June 2023, approved, in accordance with the previous report of the Appointments and Remuneration Committee and on the motion of the Board of Directors, a new remuneration policy of remuneration to the directors of the Company, applicable in the years 2023 (effective as of 1 July 2023), 2024, 2025 and 2026.

The Company's remuneration policy is designed to reward dedication, qualification and responsibility required by the office of Director, without compromising their independence. The remuneration recognizes the attendance and participation of the Directors in the sessions of the Board of Directors and its Commissions.

The remuneration comprises (i) a monetary remuneration which the directors may receive for their attendance at the meetings of the Board of Directors, of the Audit Committee and of the Appointments and Remuneration Committee, as appropriate, in accordance with the criteria established in the remuneration policy; and (ii) a monetary remuneration for the directors who were given executive duties. Moreover, there is a remuneration for coordination duties, paid to the coordinating director of the Company.

In the year 2023 the amount accrued by all the members of the Board of Directors of Audax Renovables, S.A. was of EUR 1,284 thousand (EUR 818 thousand in 2022) for their membership of the Board and its various Delegated Committees, as well as remuneration for their employment relationship or direct responsibilities at different executive levels, where appropriate.

In the year 2023 the expenses for civil liability insurance premium of the Directors and Senior Management amount to EUR 109 thousand (EUR 113 thousand in 2022).

As at 31 December 2023 the Board of Directors of the Company is composed of 3 men and 2 women (4 men and 2 women as at 31 December 2022).

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Other information on Directors

Article 229 of the Spanish Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010 of 2 July 2010, has imposed on Directors, or their individual representatives, the duty to report to the Board of Directors, and failing that, the other Directors, or, in the case of a Sole Administrator, the General Meeting of Shareholders, any direct or indirect conflict of interest they may have with the Company. The affected Director must abstain from intervening in the resolutions or decisions on the operation to which the conflict refers.

Additionally to the information of the previous paragraph, in the years 2023 and 2022 no contracts were terminated, amended or early extinguished between the Company and any of its shareholders or Board members or persons acting on their behalf, which would concern transactions beyond the usual scope of the Company's business activity, or which would be entered into on terms different than usually.

Likewise, it should be underlined that the rest of the Directors have declared that they are not subject to any direct or indirect conflict of interest with the Company.

Senior Management's remuneration

The remuneration charged for all kinds of reasons in the year 2023 by the Senior Management amounted to EUR 530 thousand (EUR 401 thousand for the year 2022).

As at 31 December 2023 the Senior Management of the Company is made up of one woman and two men.

22. Auditors' fees

The audit company (KPMG Auditores, S.L.) who audited the annual accounts of the Company has invoiced over the years ended on 31 December 2023 and 2022 fees for professional services in the following amounts:

	2023	2022
Audit services	96	94
Other services	90	87
Total	186	181

The amounts featured in the above table include the entirety of the fees related to the services rendered during the years 2023 and 2022, independently of the invoice date.

During the years 2023 and 2022 no fees were accrued to other entities associated to KPMG International.

23. Environment

Environmental aspects are borne in mind throughout the entire process of obtaining the authorisation and building the facilities of the projects that the Company develops, as well as preparing the required studies according to the legislation governing each country.

In 2023 and 2022 no significant environmental expenses have been incurred by the Company.

On 27 August 2004 Royal Decree Law 5/2004, which regulates the regime for trading in greenhouse gas emissions rights, was adopted, the objective of which was to assist in complying with the obligations under the Kyoto Protocol Convention.

The Company has not been assigned CO2 emissions and has no expenses arising from the consumption of these rights. The Management of the Company does not expect that any penalties or contingencies will arise from compliance with the requirements under Law 1/2005.

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24. Subsequent events

On 17 January 2024 Audax Renovables S.A. signed a binding agreement on repurchase and conversion of convertible bonds with an institutional investor concerning the issue of green bonds of EUR 125 million convertible to ordinary shares of the Company, with maturity in 2025 (Note 13).

Under this agreement two transactions are carried out, the first one where the Company repurchases 100 bonds of a nominal value of EUR 10,000 thousand for the price of EUR 7,550 thousand, and the second one where the bondholder will convert 314 bonds of a nominal value of EUR 31,400 thousand to shares of a new issue of the Company, at a price of €2.389 per share.

The conversion of the aforementioned 314 bonds will involve the issue of a total of 13,139,725 shares of Audax Renovables, S.A. of a new issue, representing 2.984% of the outstanding capital stock of the Company. Moreover, and as a consideration for the exercise of the aforementioned right of conversion, the Company shall pay to the bondholder the amount of EUR 6,888 thousand, equivalent to the difference between the par value of the converted bonds at the agreed value of €1.28 per share of the Company and 75.5% of the nominal value of the bonds subject to conversion, i.e. EUR 23,707 thousand.

The transaction outlined will bring to Audax Renovables S.A. the opportunity to reduce its gross debt by a total of EUR 41,400 thousand, and its net financial debt by EUR 26,962 thousand.

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APPENDIX I

Shareholdings in Group companies

Audax Renovables, S.A. has a controlling shareholding in the following companies:

Company name	Registered address	Country	Objects	Shareholding	
				Direct	Indirect
Generación Iberia, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Retailing	100%	—
Audax Energia, S.R.L.	Corso Enrico Tazzoli 235, 10137 Torino, Italia	Italy	Retailing	100%	—
Audax Solution, S.R.L.	Via Natale Battaglia 10, 20127 Milano, Italia	Italy	Retailing	—	100%
Audax Energie, GmbH	Otto Franke Strabe, 97, 12489 Berlin, Germany	Germany	Retailing	100%	—
Audax Renewables Polska Sp z o.o	ul. Żurawia 6/12, 00-503 Warsaw (Poland)	Poland	Retailing	100%	—
Audax Renewables Nederland B.V. (formerly Main Energie, B.V.)	Oplagestraat 1, 1321 NK Almere, The Netherlands	The Netherlands	Retailing	100%	—
Audax Renewables Kft.	Fiastyúk utca 4-8, H-1139 Budapest, Hungria	Hungary	Retailing	100%	—
Audax Gas Trading Kft	Fiastyúk utca 4-8, H-1139 Budapest, Hungria	Hungary	Retailing	100%	—
Audax Green USA Inc	2525 Ponce de Leon Blvd., PH 12th Floor, Coral Gables (Florida), USA	USA	Generation	70%	—
Eólica El Pedregoso, S.L.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	80%	—
Eólica Del Pino, S.L.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	80%	—
Eoliennes De Beausemblant, S.A.S.	1 Côte Lavigne, 64800 Mirepeix, Francia	France	Generation	80%	—
Eólica Postolin Sp. z o.o.	ul. Libelta 2/1, 85-080 Bydgoszcz, Poland	Poland	Generation	100%	—
Audax Solar SPV IV, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	100%	—
Audax Solar SPV VI, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	100%	—
Audax Solar SPV VII, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	100%	—
Audax Solar SPV IX, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	100%	—
Audax Solar SPV X, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	100%	—
Coral Perkins, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	100%	—
Aznalcóllar Solar, S.A.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	100%	—
Audax Solar SPV XV, S.L.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	60%	—
Merfonda Solar, S.L.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	—	60%
Sarda Solar, S.L.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	—	60%
ADX Sonne, S.L.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Holding	100%	—
Tohora Solar Inversión, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	—	100%
Tarakona Solar Inversión, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	—	100%
Solar Buaya Inversiones, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	—	100%
Zurván Gestión de Proyectos, S.L.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	—	100%
Ulises Power, S.L.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	—	100%
Zeus Power, S.L.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	—	100%
Hera Power, S.L.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	—	100%
Juno Power, S.L.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	—	100%
Diana Power, S.L.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	—	100%
Atlas Power, S.L.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	—	100%
Aquiles Power, S.L.U	Paseo de la Castellana, 140, 7º C – 28046 Madrid	Spain	Generation	100%	—
Arianna Solar, S.L.	C/Templo 25 08911 Badalona (Barcelona)	Spain	Holding	51%	—
Botey Solar, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	—	51%

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Company name	Registered address	Country	Objects	Shareholding	
				Direct	Indirect
Corot Energía, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	—	51%
Las Piedras Solar, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	—	51%
Da Vinci Energía, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	—	51%
Elogia Calañas, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	—	51%
Corinto Solar, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	—	51%
Centauro Energía Solar, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	—	51%
Audax Solar SPV XXIV, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	100%	—
Audax Solar SPV XXV, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	100%	—
Audax Solar SPV XXVI, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	100%	—
Green Show, L.D.A.	Avda. Das Tulipas, 6, 18º, Miraflores Office Center. 1495 158 Algés. Portugal	Portugal	Generation	95%	5%
ADX Fotovoltaico - Solar Da Luz, L.D.A	Avda. Das Tulipas, 6, 18º, Miraflores Office Center. 1495 158 Algés. Portugal	Portugal	Generation	—	100%
ADX Fotovoltaico - Solar Do Ceu, L.D.A	Avda. Das Tulipas, 6, 18º, Miraflores Office Center. 1495 158 Algés. Portugal	Portugal	Generation	—	100%
Clever Road, L.D.A.	Avda. Das Tulipas, 6, 18º, Miraflores Office Center. 1495 158 Algés. Portugal	Portugal	Generation	100%	—
Audax Solar SPV Italia 1, S.R.L.	Via Boccaccio 7, 20123 Milan, Italy	Italy	Generation	100%	—
Audax Solar SPV Italia 2, S.R.L.	Via Boccaccio 7, 20123 Milan, Italy	Italy	Generation	100%	—
Audax Solar SPV Italia 3, S.R.L.	Via Boccaccio 7, 20123 Milan, Italy	Italy	Generation	100%	—
Audax Solar SPV Italia 4, S.R.L.	Via Boccaccio 7, 20123 Milan, Italy	Italy	Generation	100%	—
Audax Solar SPV Italia 5, S.R.L.	Via Boccaccio 7, 20123 Milan, Italy	Italy	Generation	100%	—
Audax Solar SPV Italia 6, S.R.L.	Via Boccaccio 7, 20123 Milan, Italy	Italy	Generation	100%	—
Eryx Investments 2017, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Retailing	100%	—
Unieléctrica Energía, S.A.	Avenida de la Arruzafilla, 14 Córdoba	Spain	Retailing	—	100%
Explotación Eólica La Pedrera, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	—	100%
Fox Energía, S.A.	Avda. Alcalde Lorenzo Carbonell 18, local, Alicante	Spain	Retailing	—	89.21%
Nabalia Energía 2.000, S.A.	Plaça Urquinaona 7, Barcelona (Barcelona)	Spain	Retailing	—	57.5%
Acsol Energía Global, S.A.	Avenida de la Arruzafilla, 14 Córdoba	Spain	Retailing	—	63.34%
Vivo Energía Futura, S.A.	Avda. San Salvador 18, local, Badalona (Barcelona)	Spain	Retailing	—	63.33%
Iris Energía Eficiente, S.A.	Calle Castellón 4 Bajo, Local 1, Orihuela (Alicante)	Spain	Retailing	—	67%
Cima Energía Comercializadora, S.L.	Avenida Portugal, 27 4 º - oficina 8. 26001, Logroño, La Rioja	Spain	Retailing	—	68.69%
Ahorre Luz Servicios Online, S.L.	Plaza Urquinaona número 7 Barcelona	Spain	Retailing	—	57.5%
Propensalternativa Unipessoal, LDA	Avenida do Forte 8, Fracção 1N, 2790-072 Carnaxide, Portugal	Portugal	Retailing	—	57.5%
ADX Renovables, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Retailing	—	100%
ADS Energy 8.0., S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Retailing	—	100%
Homepower Energy, S.L.U.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Retailing	—	100%
Masqluz 2020, S.L.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Retailing	—	75%
Comercializadora ADI España, S.L. (formerly Alset Comercializadora, S.L.U.)	Avenida de la Arruzafilla, 14 Córdoba	Spain	Retailing	—	75%
Neon Energía Eficiente, S.L (formerly By Energyc Energía Eficiente, S.L.)	Calle Lorenzo Salom, número 6, bajo Valencia (46007),	Spain	Retailing	—	75%
Love Energy, S.L.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Retailing	—	75%
Energía Ecológica Económica, S.L.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Retailing	—	75%
Pasión Energía, S.L. (formerly Feed Energía, S.L.)	Avenida de la Arruzafilla, 14 Córdoba	Spain	Retailing	—	75%

AUDAX RENOVABLES, S.A.
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(EUR thousand)

b) Shareholdings in associated companies and multi-group companies

Company name	Registered address	Country	Objects	Shareholding		Controlling relation
				Direct	Indirect	
Audax Solar SPV XXVII, S.L.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	50%	—	Significant influence
Audax Solar SPV XXVIII, S.L.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	50%	—	Significant influence
Audax Solar SPV XXIX, S.L.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	50%	—	Significant influence
Audax Solar SPV XXX, S.L.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	50%	—	Significant influence
Audax Solar SPV XXXI, S.L.	Calle de la Electrónica, 19, planta 7C - Badalona (Barcelona)	Spain	Generation	50%	—	Significant influence
Parque Eólico Toabré, S.A.	Cincuenta, edificio 2000, 5a planta Ciudad de Panamá, Panama	Panama	Generation	30%	—	Significant influence

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APPENDIX II

Shareholdings in Group companies

At 31/12/2023						
Company	Share capital	Reserves	Result	Total shareholder's equity	Gross book value	Dividends
Generación Iberia, S.L.U.	200	75	(89)	186	779	—
Audax Energía, S.R.L.	100	1,773	2,344	4,217	14,740	—
Audax Energie, Gmbh	50	(15,522)	(1,438)	(16,910)	50	—
Audax Renewables Polska Sp z o.o	2,545	974	(1,832)	1,687	22,659	—
Audax Renewables Nederland B.V. (formerly Main Energie, B.V.)	—	40,082	26,979	67,061	53,886	—
Audax Renewables Kft	2,790	25,874	14,860	43,524	13,934	—
Audax Gas Trading Kft	249	(126)	919	1,042	409	—
Audax Green USA Inc	—	—	—	—	—	—
Eólica El Pedregoso, S.L.	146	3,651	(1,085)	2,712	8,989	—
Eólica Del Pino, S.L.	75	(907)	(680)	(1,512)	8,630	—
Eoliennes De Beausemblant, S.A.S.	556	1,903	346	2,805	3,498	176
Eólica Postolín Sp. z o.o.	11,931	10,430	2,885	25,246	41,153	2,837
Audax Solar SPV IV, S.L.U.	3	10	(6)	7	2,465	—
Audax Solar SPV VI, S.L.U.	3	10	(6)	7	3,658	—
Audax Solar SPV VII, S.L.U.	3	7	(4)	6	4,378	—
Audax Solar SPV IX, S.L.U.	3	8	(5)	6	2,659	—
Audax Solar SPV X, S.L.U.	3	8	(5)	6	2,125	—
Coral Perkins, S.L.U.	3	1	(1)	3	11	—
Aznalcóllar Solar, S.A.U.	60	600	(9)	651	1,504	—
Audax Solar SPV XV, S.L.	3	(7)	(6)	(10)	3,288	—
ADX Sonne, S.L.	103	9,677	(8)	9,772	9,782	—
Aquiles Power, S.L.U	8	245	(1)	252	759	—
Arianna Solar, S.L.	39	14,038	1,849	15,926	7,112	929
Audax Solar SPV XXIV, S.L.U.	3	4	(2)	5	2,766	—
Audax Solar SPV XXV, S.L.U.	3	4	(4)	3	1,848	—
Audax Solar SPV XXVI, S.L.U.	3	27	(20)	10	53,507	—
Green Show, L.D.A.	2	18	(13)	7	3,876	—
Clever Road, L.D.A.	2	1	(10)	(7)	17,247	—
Audax Solar SPV Italia 1, S.R.L.	10	1,140	(5)	1,145	5,656	—
Audax Solar SPV Italia 2, S.R.L.	10	44	(16)	38	162	—
Audax Solar SPV Italia 3, S.R.L.	10	184	(5)	189	197	—
Audax Solar SPV Italia 4, S.R.L.	10	322	(5)	327	244	—
Audax Solar SPV Italia 5, S.R.L.	10	240	(5)	245	378	—
Audax Solar SPV Italia 6, S.R.L.	10	533	(5)	538	1,361	—
Eryx Investments 2017, S.L.U.	4	60,410	(560)	59,854	75,322	—
Others	—	—	—	—	1,094	—
Total	18,950	155,731	44,357	219,038	370,126	3,942
Shareholding impairment provision					(30,126)	
Net book value					340,000	

AUDAX RENOVABLES, S.A.
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At 31/12/2022						
Company	Share capital	Reserves	Result	Total shareholder's equity	Gross book value	Dividends
Generación Iberia, S.L.U.	200	195	(120)	275	779	-
Audax Energía, S.R.L.	100	674	1,242	2,016	14,740	-
Audax Energie, Gmbh	50	(8,161)	(7,361)	(15,472)	50	-
Audax Renewables Polska Sp z o.o	2,545	4,597	(3,623)	3,519	22,660	-
Main Energie, B.V.	—	36,939	3,144	40,083	53,886	-
Audax Renewables Kft.	2,790	32,739	(6,932)	28,597	13,934	-
Audax Gas Trading Kft	249	157	(283)	123	409	-
Eólica El Pedregoso, S.L.	146	2,462	1,189	3,797	8,989	-
Eólica Del Pino, S.L.	75	(1,762)	855	(832)	8,630	-
Eoliennes De Beausemblant, S.A.S.	556	1,728	394	2,678	3,498	769
Eólica Postolín Sp. z o.o.	11,931	10,430	2,832	25,193	41,153	2,316
Eolica Warblewo Sp. z o.o	14	(178)	(3)	(167)	12,232	-
Audax Solar SPV IV, S.L.U.	3	6	(3)	6	2,458	-
Audax Solar SPV VI, S.L.U.	3	8	(5)	6	3,651	-
Audax Solar SPV VII, S.L.U.	3	5	(2)	6	4,373	-
Audax Solar SPV IX, S.L.U.	3	5	(3)	5	2,653	-
Audax Solar SPV X, S.L.U.	3	4	(3)	4	2,118	-
Coral Perkins, S.L.U.	3	4	(3)	4	11	-
Aznalcóllar Solar, S.A.U.	60	603	(3)	660	1,504	-
Solar Buaya Inversiones, S.L.U.	3	20	(12)	11	3,365	-
Audax Solar SPV XV, S.L.	3	(4)	(3)	(4)	3,288	-
Tohora Solar Inversión, S.L.U.	3	5	(3)	5	992	-
Tarakona Solar Inversión, S.L.U.	3	6	(3)	6	706	-
Zurván Gestión de Proyectos, S.L.	5	89	(22)	72	1,820	-
Ulises Power, S.L.	6	7	(6)	7	492	-
ADX Sonne, S.L.	3	3	(2)	4	6	-
Arianna Solar, S.L.	39	15,874	(15)	15,898	7,112	-
Zeus Power, S.L.	15	114	(1)	128	650	-
Hera Power, S.L.	15	105	(1)	119	633	-
Juno Power, S.L.	15	(2)	(1)	12	392	-
Diana Power, S.L.	16	(2)	6	20	430	-
Atlas Power, S.L.	3	(1)	(3)	(1)	378	-
Audax Solar SPV XXIV, S.L.U.	3	8	(4)	7	2,766	-
Audax Solar SPV XXV, S.L.U.	3	8	(4)	7	1,848	-
Audax Solar SPV XXVI, S.L.U.	3	22	(12)	13	53,490	-
Green Show, L.D.A.	2	32	(14)	20	3,876	-
Clever Road, L.D.A.	2	10	(9)	3	17,247	-
Audax Solar SPV Italia 1, S.R.L.	10	1,105	27	1,142	5,656	-
Audax Solar SPV Italia 2, S.R.L.	10	49	(5)	54	162	-
Audax Solar SPV Italia 3, S.R.L.	10	181	2	193	197	-
Audax Solar SPV Italia 4, S.R.L.	10	314	6	330	244	-
Audax Solar SPV Italia 5, S.R.L.	10	236	3	249	378	-
Audax Solar SPV Italia 6, S.R.L.	10	518	11	539	1,361	-
ADS Energy 8.0., S.L.U.	258	1,487	(128)	1,617	1,870	-
Masqluz 2020, S.L.	3	2,024	1,398	3,425	2	-
Comercializadora ADI España, S.L.U. (formerly Alset Comercializadora, S.L.U.)	3	(45)	162	120	2	-
By Energyc Energía Eficiente, S.L.	3	(67)	21	(43)	2	-
Love Energy, S.L.	3	(392)	212	(177)	2	-
Energía Ecológica Económica, S.L.	3	(117)	74	(40)	2	-
Pasión Energía, S.L. (formerly Feed Energía, S.L.)	3	(74)	(80)	(151)	2	-
Eryx Investments 2017, S.L.U.	4	60,931	(521)	60,414	75,322	-
Fox Energía, S.A.	500	5,355	2,205	8,060	10,400	-
Total	19,716	168,254	(5,410)	182,560	392,821	3,085
Shareholding impairment provision					(42,358)	
Net book value					350,463	

AUDAX RENOVABLES, S.A.
Notes to the Individual Annual Accounts for the year 2023
(EUR thousand)

b) Shareholdings in associated companies and multi-group companies

At 31/12/2023						
Company	Share capital	Reserves and others	Result	Total shareholder's equity	Gross book value	Dividends
Audax Solar SPV XXVII, S.L.	3	(6)	(5)	(8)	663	—
Audax Solar SPV XXVIII, S.L.	3	(6)	(5)	(8)	663	—
Audax Solar SPV XXIX, S.L.	3	(6)	(4)	(7)	663	—
Audax Solar SPV XXX, S.L.	3	(6)	(4)	(7)	663	—
Audax Solar SPV XXXI, S.L.	3	(6)	(5)	(8)	649	—
Parque Eólico Toabré, S.A.	543	12,414	1,426	14,383	7,916	—
Total	558	12,384	1,403	14,345	11,217	—

Shareholding impairment provision					—	
Net book value					11,217	

At 31/12/2022						
Company	Share capital	Reserves and others	Result	Total shareholder's equity	Gross book value	Dividends
Audax Solar SPV XXVII, S.L.	3	(3)	(3)	(3)	663	—
Audax Solar SPV XXVIII, S.L.	3	(3)	(3)	(3)	663	—
Audax Solar SPV XXIX, S.L.	3	(3)	(3)	(3)	663	—
Audax Solar SPV XXX, S.L.	3	(3)	(3)	(3)	663	—
Audax Solar SPV XXXI, S.L.	3	(3)	(3)	(3)	649	—
Parque Eólico Toabré, S.A.	563	1,337	9,865	11,765	7,916	—
Total	578	1,322	9,850	11,750	11,217	—

Shareholding impairment provision					—	
Net book value					11,217	

AUDAX RENOVABLES, S.A.

DIRECTORS' REPORT FOR THE YEAR 2023

The following Directors' Report for the Year 2023 has been drawn up in accordance with the "Guide for Setting up Listed Companies' Management Reports" issued by the CNMV.

1. Entity's situation

Audax Renovables, S.A. (hereinafter: Audax Renovables, Audax or the Company), incorporated in the year 2000 under the name of Fersa Energías Renovables, S.A., currently has its registered office at: Calle Electrónica, 19, planta 7, puerta C, 08915, Badalona (Barcelona).

Audax as the head entity of a consolidated group operates on the markets in Spain, Portugal, Poland, Germany, Italy, France, the Netherlands, Hungary and Panama.

The Company's main activities involve:

- Development, construction and exploitation of all kinds of activities related to electricity generation from 100% renewable sources.
- Energy retailing, purchase and sale of electricity, including export and import, fuel retailing for energy production, natural gas retailing, CO2 emissions trading and telecommunications retailing; as well as all the necessary additional activities.

In 2003 the shares of Audax were admitted to trading on the secondary market of the Barcelona Stock Exchange and in 2007 they were included in the SIBE (integrated stock exchange system) of the Madrid Stock Exchange. Now the shares are traded on the Spanish Continuous Market with the ticker symbol of ADX.MC. From 23 March 2020 Audax Renovables, S.A. is included in the IBEX SMALL CAP ®.

In August 2016 Audax Energía, S.A., after its takeover bid had been accepted by 70.86% of the shareholders of Audax Renovables, became the majority shareholder the latter. The transaction was in line with the strategy of Audax Energía, S.A. of vertical integration between the generation and the retailing activities in order to mitigate the impact of electricity price fluctuations on the business margins.

On 25 January 2019 the Commercial Register in Barcelona registered the merger by absorption approved on 23 November 2018 by the board of directors of both companies, Audax Renovables, S.A. as the absorbing company, and Audax Energía, S.A. as the absorbed company.

Audax Renovables operates also as a holding company, which is the parent company of a group of subsidiary companies, joint ventures and associated companies.

The distribution of the share capital of Audax as at 31 December 2023 is as follows:

Shareholders	Shareholding	
	At 31/12/2023	At 31/12/2022
Eléctrica Nuriel, S.L.(*)	64.35%	64.32%
Free Float	35.47%	35.68%
Treasury shares	0.18%	0.00%
Total	100%	100%

(*). Additionally, Eléctrica Nuriel, S.L.U. has various rights to purchase 40,000,000 shares of Audax Renovables, S.A., which represent 9.08% of the Company. (**). Excelsior Times, S.L.U. holds 1.47% of direct shares in the Parent Company.

1.1. Organisational structure

The Company and its subsidiaries manage jointly the businesses of both generating renewable energy and retailing electricity and gas, in order to optimise the vertical integration that has been carried out. This allows the governing bodies of the company to facilitate the decision-making process within the existing business lines.

The information on the entity's management structure, the functions and the different regulations of the Board of Directors' committees is available in the Annual Report on Corporate Governance at the following link:

<https://www.audaxrenovables.com/gobierno-corporativo/informes/>

1.2. Company structure

The majority shareholder of Audax is Eléctrica Nuriel, S.L., which holds 64.35% of the shares, and the rest of shareholders hold 35.65%.

In turn, 100% of shares of Eléctrica Nuriel, S.L. belong to Excelsior Times, S.L.U. with its registered address at: Calle Temple No. 25, 08911 Badalona (Barcelona).

The most significant shareholders of Audax Renovables, S.A. are the following:

Shareholder	Total direct and indirect stake	
	No. of shares	% of share capital
Eléctrica Nuriel, S.L.U.	283,332,165	64.35%
Purchase rights of Eléctrica Nuriel, S.L.U.	40,000,000	9.08%
Global Portfolio Investments, S.L.	31,330,656	7.12%
Excelsior Times, S.L.U.	6,476,401	1.47%
Free Float	78,351,832	17.80%
Treasury shares	800,000	0.18%
Total	440,291,054	100%

The list of shareholdings in group entities and in associated and multi-group entities of Audax as at 31 December 2023 is provided in the Appendix I to the annual accounts.

1.3. Profile and strategy

The Company's strategy in recent years has been centred around the following fundamental pillars:

1. To become the benchmark in 100% renewable energy generation by bolstering our project portfolio.
2. Strengthen Audax's leadership as the top independent retailer in the SME segment in Spain.
3. Double the profitability covering 2/3 of the energy supplied under long-term PPA contracts based on own and third parties' power generation plants.

Moreover, as a response to the events of the recent years, when the energy market was affected by various macroeconomic circumstances, actions have been taken to strengthen the Company's strategy:

1. Improvement of the processes of estimation of future demand and consumption.

2. Implementation of more demanding trade policies in the different geographic regions where the group operates.
3. Improvement of the internal processes, policies and procedures.
4. Diversification of risk (country risk, client risk and commodity risk).

2. Evolution and results of the business

2.1. Significant events of the period

This directors' report shows the evolution of Audax throughout the year 2023, when it managed to increase its EBITDA to €13.7 million, 49% up from the same period of the previous year. The results are the consequence of the actions undertaken by the company over the last two years.

The vertical integration of Audax mitigates the risk of volatility in the market allowing to ensure regular and stable income from the generated energy and allows the energy supply and retail to be protected against market fluctuations.

Among the most important events of the period we can point out the following:

- ⑩ On 1 February 2023 the Audax Group signed a global agreement on market access with Shell Energy Europe Limited, under which the latter becomes, with certain exceptions, the external exclusive provider of electricity and natural gas to the Audax Group in Spain during an initial period of 5 years.

The agreement ensures better access to future positions than by going directly to the wholesale market and improves the Group's working capital position, at the same time boosting its competitiveness in the market to offer differential products to its clients.

This leads to a direct improvement of competitiveness of Audax in the Spanish market, creating as well a new impulse to attain the goals based on the vertical integration of its generation and retail activities in one solid financial position.

- The Board of Directors of the Company resolved to carry out a programme of repurchase of own shares (the "Repurchase Programme") in accordance with the authorisation granted by the general meeting of shareholders held on 16 June 2022.

The Repurchase Programme involved a maximum of 800,000 shares, which represent 0.18% of current share capital of the Company, and the result was the purchase of the aforementioned number of shares at an average price of €1.2464/share and the payment of a total amount in cash of €997,123.

- On 28 February 2023 Audax Renovables (ADX.MC) was included in the MSCI World Small Cap, a global reference index, which groups the small capitalisation value companies in 23 countries of developed economies. Comprised of more than 4,000 listed companies, the index covers approximately 14% of the free float market capitalisation in each country.
- On 9 May 2023 the Company announced that the rating agency Ethifinance Ratings awarded the Audax Group a "BBB-" rating.
- On 17 May 2023 the Company incorporated a promissory note programme named "Audax 2023 Commercial Paper Note Programme" (Programa de Pagarés Audax 2023) on the Alternative Fixed-Income Market (MARF), with a maximum outstanding balance of €200,000,000 and maturity date on 17 May 2024.
- As at 30 June 2023, Eduard Romeu Barceló, for professional reasons, resigned as executive director of Audax Renovables, S.A. and, consequently, as deputy chairman of the Board of Directors of the Company, thus relinquishing all his roles in the Group.

- On 26 September 2023 Audax informed that the Parque Eólico Toabré project (in Panama) in which Audax Renovables, S.A. holds a share of 30%, certified the issue of a Corporate Green Bond programme amounting to USD\$200 million at the Panama Stock Exchange.
- Moreover, on 27 September 2023 it announced that Morningstar Sustainalytics ESG Rating qualified the company as “ESG Low Risk Company”. The rating confirms the leadership of the Group in ESG performance and states that the risk of the Group experiencing negative impact from ESG factors is low.
- On 7 December Aduax signed a loan agreement (Senior facilities agreement) for the amount of €66,000,000 for the construction of a portfolio of 12 photovoltaic projects in Spain. This loan, led by the European Investment Bank (EIB), will allow to boost the set-up of a solar projects portfolio of 141 MWp of total capacity.
- Moreover, on 21 December the Company announced the commencement of the construction works of the photovoltaic project Lucero, located in the municipality of Carmona in the province of Seville, which will add a total capacity of 57.48 MWp to the Group's generation portfolio.
- As a subsequent event, on 17 January 2024 the Company signed a binding contract on repurchase and conversion of convertible bonds, named AUDAX RENOVABLES, S.A.'S GREEN SENIOR UNSECURED CONVERTIBLE BONDS DUE 2025 REPURCHASE AND CONVERSION AGREEMENT with an international investor, concerning the issue of €125 million in green bonds convertible to ordinary shares of the Company with maturity in 2025.
Under this repurchase and conversion agreement two transactions will be carried out, the first one where Audax will repurchase 100 bonds for the price of €7,550,000, and the second one in which the bondholder will convert 314 bonds into newly issued shares of the Company at a price of €2.389 per share.
The conversion of the aforementioned 314 bonds will involve the issue of a total of 13,139,725 shares of Audax of a new issue, representing 2.984% of the outstanding capital stock of the Company and 2.898% of the capital after the increase of capital. Moreover, and as a consideration for the exercise of the aforementioned right of conversion, the Company shall pay to the bondholder the amount of €6,888,152, equivalent to the difference between the par value of the converted bonds at the agreed value of €1.28 per share of the Company and 75.5% of the nominal value of the bonds subject to conversion (€23,707,000).
This transaction will allow Audax to reduce its gross debt by a total of €41,400,000 and the net financial debt by €26,941,848, thus bringing about a new impulse to achieve the debt reduction goals.

2.3. Analysis of the results

The most significant results figures for the year 2023 in comparison to the year 2022 are as follows:

Profit and Loss	2023	2022	Var. (%)
Operating income (1)	485,506	913,232	-47
Gross margin (2)	61,349	37,986	62
EBITDA (3)	13,696	9,218	49
EBIT (4)	10,995	7,947	38
Profit (loss) for the year	-4,868	-1,707	-185

EUR thousand

(1) Operating income = Net turnover + Changes in inventories of finished goods and work in progress + Other operating income

(2) Gross margin = Operating income + Procurement

(3) EBITDA (Gross operating income) = Gross margin + Staff costs + Other operating expenses + Surplus provisions + Impairment and profit or loss on disposal of fixed assets

(4) EBIT (Operating income) = Gross operating income (EBITDA) + Amortisation and depreciation

Operating income has decreased in 2023 by 47% due to the price decrease after the previous general increase triggered by the global energy crisis in 2022 and, additionally, by the conflict in the Eastern Europe, which lead to high volatility in the markets due to the fear of possible shortage of gas supply.

Moreover, the gross margin amounts to EUR 61,349 thousand, 62% up from the previous year. The year 2023 ends with EBITDA of EUR 13,696 thousand, meaning an increase of 48.6% in comparison to the previous year.

Audax Renovables closes the year 2023 with a net loss of EUR -4,868 thousand, compared to the loss of EUR -1,707 thousand for the year 2022.

2.4. Principal operating figures

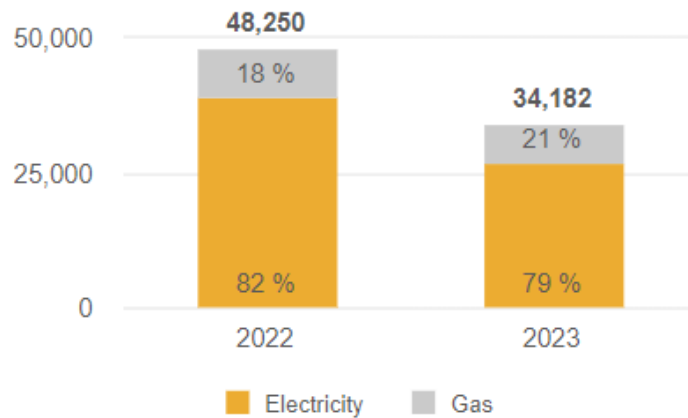
The principal figures are as follows:

Supply points:

Audax has 34,181 active energy supply points, compared to 48,249 energy supply points at the end of 2022, down by 32%. This decrease is mainly the result of transferring clients to other companies of the group for the purpose of providing those clients with improved quality of services, and focussing Audax brand image on its main type of client, i.e., the SME.

In 2023 the electricity supply points constitute 79% of the total number, and natural gas supply points constitute 21%, while in 2022 the figures were 82% and 18%, respectively.

Supply points per energy



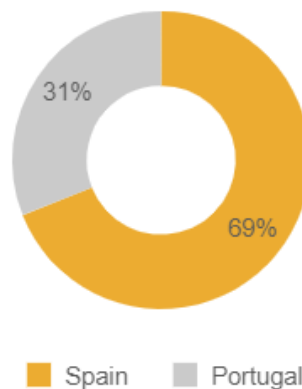
The following table shows the change in the supply points in the years 2023 and 2022, and its distribution between electricity and gas:

Supply points	2023	2022	Diff. (%)
Total Electricity	26,893	39,337	-32
Total Gas	7,288	8,912	-18
Total Supply Points	34,181	48,249	-29

At the individual level, Audax reduced by 29% the number of its supply points. The following chapter concerning energy supplied by the Company shows how the reduction of supply points did not affect in the same way the reduction of supplied energy, which decreased only by 6% in comparison to the same period of the previous year.

By geographical segment, the distribution of the supply points in Spain and Portugal at the end of the year 2023 is as follows:

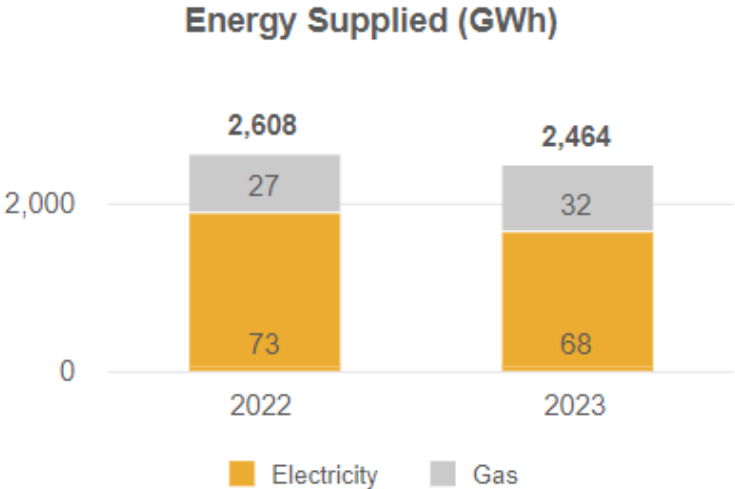
Spain and Portugal Supply Points



Supplied energy:

The total amount of energy supplied by Audax in the year 2023 is of 2.4 TWh, compared to 2.5 TWh of the previous year. This decrease is related to the reduction of the number of supply points, however it is clearly much smaller. Following the strategy of the Company, it is evident that in response to the changes experienced by the energy market in the year 2022 as well as in 2023, Audax adopted necessary measures in order to adapt to the circumstances, by focusing its endeavours to strengthen the profitability over growth.

In the current year the supplied electricity represents 68%, whereas gas constitutes 32% of the total volume:

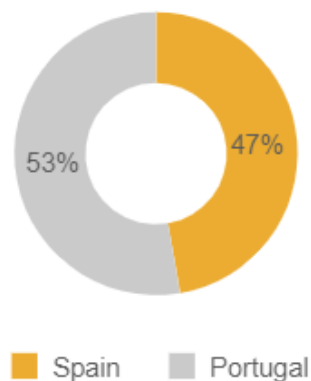


The following table shows the changes of the supplied energy and the comparison of its distribution between electricity and gas in 2023 and 2022:

Supplied energy (GWh)	2023	2022	Diff. (%)
Total Electricity	1,597	1,834	-13
Total Gas	767	675	14
Total supplied energy	2,364	2,508	-6

In terms of geographical segments, the distribution of the supplied energy in Spain and Portugal at the end of the year 2023 is as follows:

Portugal and Spain Energy Supplied



3. Liquidity and Capital Resources

3.1. Leverage

Net Financial Debt	Dec-23	Dec-22	Var.
Financial Debt ⁽¹⁾	538,844	619,616	-80,772
Assets and liabilities arising from derivatives	-5,577	8,112	-13,689
Cash and other cash equivalents	-85,100	-96,167	11,067
Net financial debt (2)	448,167	531,561	-83,394
Net Equity (3)	164,376	159,975	4,401
Leverage ⁽⁴⁾	73.2%	76.9%	-4%

EUR thousand

(1) Financial Debt = Debt from issued bonds and other negotiable securities + Amounts owed to credit institutions

(2) Net Financial Debt = Financial Debt + Derivative assets and liabilities - Cash and other cash equivalents

(3) Net Equity = Net equity of the Parent Company + of the minority interests

(4) Leverage = Net Financial Debt / (Net Financial Debt + Net Equity)

Financial Debt has been reduced by EUR 81 million, from EUR 620 million in 2022 to EUR 539 million in 2023, down by 13%.

Net Financial Debt at the end of 2023 amounts to EUR 448 million, compared to EUR 532 million as at 31 December 2022. The leverage also decreases to 73.2%, compared to 76.9% of the previous year.

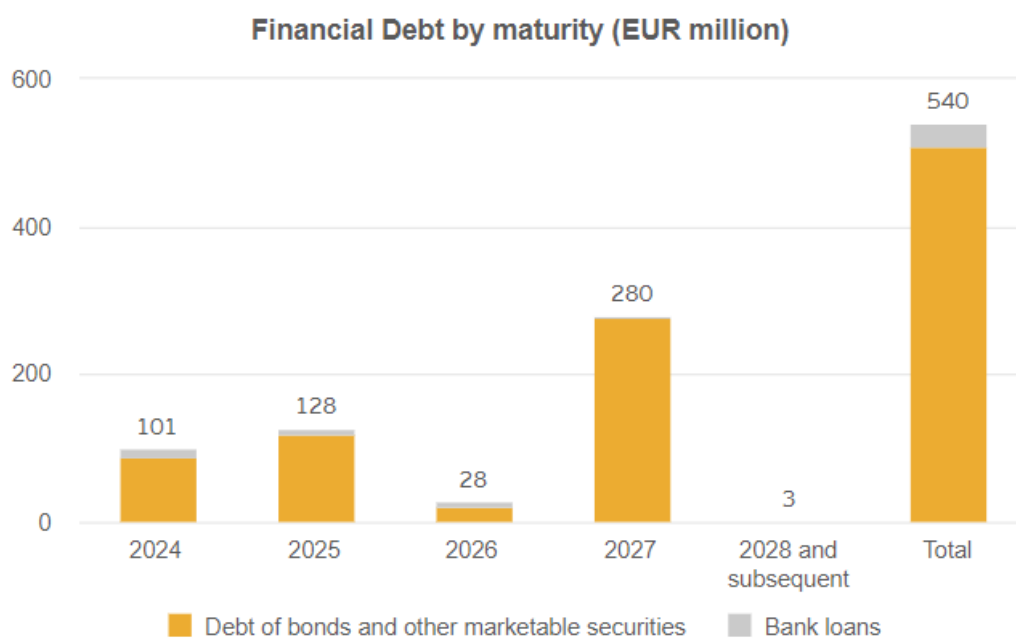
3.2. Financial Debt structure

In regard to financial liabilities, their structure by type of debt is as follows:

Financial Debt structure	Dec-23	% of total	Dec-22	% of total
Bonds	395,173	67%	420,934	60%
Promissory notes	112,132	24%	151,030	30%
Loans	31,151	6%	40,122	7%
Lines of credit	5	0%	105	0%
Reverse factoring and similar	383	1%	7,425	1%
Total Financial Debt	538,844	100%	619,616	100%

EUR thousand

The maturity dates of the Financial Debt are as follows:



See Note 13 to the financial statements about Financial Liabilities for more detailed information.

3.3. Rating management

On 9 May 2023 the rating agency ETHIFINANCE RATINGS, formerly AXESOR, confirmed the rating of Audax Renovables, S.A. at "BBB-".



4. Main risks and uncertainties

The Company's Risk Control and Management System

Audax Renovables, in general terms, considers it to be a risk any eventuality or contingency which might impede the Company's ability to successfully fulfil its business objectives.

In this regard, Audax is exposed to several risks which are inherent in different countries and markets where it operates and which can prevent it from implementing its strategies and achieving its objectives successfully. Therefore, the Board of Directors, aware of its importance, establishes a threshold of risk-opportunity in its *Risk Appetite Statement* and encourages the implementation of necessary mechanisms for the relevant risks to be adequately identified, managed and controlled according to its *General Policy of Risk Control and Management*.

According to the above, the *General Policy of Risk Control and Management* and, essentially, any activity aimed to control and mitigate the risks shall meet the following basic principles of procedure:

1. Integrate the risk-opportunity vision established in the *Risk Appetite Statement* in the management and strategy of the Company.
2. Ensure an appropriate separation of duties to guarantee an adequate level of independence.
3. Constant evaluation of the mechanisms for hedging, transfer and mitigation, in order to ensure their suitability and the implementation of the best market practices.
4. Guarantee the proper use of risk hedging instruments.
5. Inform about the risks for the Company and about the implemented systems to mitigate them.
6. Adjusting the Group's risk policy to all the specific policies which need to be developed in regards to risks.
7. Ensure the adequate compliance with the Corporate Governance rules.
8. Act at any time respecting the law and the Corporate Code of Ethics and Conduct.

The General Policy of Risk Control and Management and its basic principles are implemented according to the three lines of defence.

1. The First Line of Defence, represented in the functions of Business, operates the Company within the framework of the *General Policy of Risk Control and Management* and of the Delegation of Authority established by the Second Line of Defence, subject to the approval of the Risk Committee. The First Line of Defence shall meet the following responsibilities:
 - To identify, measure and communicate the opportunities as well as potential identified risks.

2. The Second Line of Defence, represented in the Risk Control functions, identifies, measures and controls the risks incurred by Business. The Risk Committee reports directly to the Board of Directors and is hierarchically independent of Business. The Second Line of Defence shall meet the following responsibilities:
 - To establish a structure of policies, guidelines and limits and indicators of risk, as well as the corresponding mechanisms of their approval and deployment, which review and establish the risk appetite assumed annually in a qualitative and quantitative way, according to the established objectives and corresponding annual budgets, both at Audax and its main subsidiaries' level.
 - To continually identify relevant risks and threats, with regard to their possible impact on the key management goals and the financial statements (including contingent liabilities and other off-balance sheet risks).
 - To analyse those risks in each one of the businesses or corporate functions, as well as with regard to their integrated effect on the Group as a whole.
 - To measure and control the risks following homogeneous procedures and standards, which are common to the whole Group.
 - To analyse the risks associated to the new investments as an essential element in the process of decision making in profitability-risk approach.
 - To maintain a system of monitoring and control of the compliance of policies, guidelines and limits through adequate procedures and systems, including the contingency plans necessary in order to mitigate the impact of risk materialisation.
3. The Third Line of Defence, represented in the Internal Audit functions, verifies the correct and strict application of the established policies. Internal Audit reports directly to the Board of Directors and is hierarchically independent of the other Lines of Defence. The Third Line of Defence shall meet the following responsibilities:
 - The constant evaluation of the suitability and efficiency of the application of the system and of the best practices and recommendations concerning risks from the perspective of their possible incorporation into the model.
 - To audit the integral control and management system by the Internal Audit Management.

Moreover, the *General Policy of Risk Control and Management* is developed and complemented through the specific risk management policies approved by the Risk Committee, validated by the Internal Audit, and which are in consonance with the *Risk Appetite Statement* and the *General Policy of Risk Control and Management* itself, such as the policy of market risk management or *Hedging Policy*, or the *programme of global risk management*, which is focused on the uncertainty of the financial markets and endeavours to minimise the potential unfavourable effects on its financial profitability.

In the Company's general Policy of Risk Control and Management, the risk factors are, in general, the ones specified below:

1. Corporate governance risks.
2. Financial risks.
 - Credit risk
 - i. Energy generation activity
 - ii. Energy retail activity
 - Market risk
 - Electricity market price volatility risk
 - Liquidity risk
 - Interest rate risk
 - Guarantee terms risk
 - Access to finance
 - i. Exchange rate risk
 - ii. Capital management risk
 - iii. Financial restriction risk
3. Risks related to the business sector
 - Macroeconomic risks
 - Market concentration risks
4. Regulatory risk
 - Retail activity
 - Generation activity
5. Competition risk
6. Operational risks
 - Cost of deviation of demand for energy
 - Risk of malfunction
7. Risk of exposition to the Spanish market
8. Litigation and reclamation risk
9. Dependence and concentration of qualified providers
10. Risk related to the meteorological conditions
11. Risks related to insurance
12. Dismantling of facilities
13. Dependence on factors impossible to be controlled by the Company
14. Risks that are specific to the Company
 - Concentration in Audax ownership
 - Customer concentration
 - Information systems risk
 - Risk derived from debt
 - Key-person dependency risk
 - Risk of fraud
 - Other risks related to the retail activity
 - i. Risk of product or price of the retail activity
 - ii. Risk of reduced ability to negotiate price

5. R+D+i activities

As at 31 December 2023 the Company has allocated EUR 1,151 thousand to the R+D+i activities, while as at 31 December 2022 the amount allocated to this purpose was of EUR 1,087 thousand.

6. Staff

As at 31 December 2023 the number of the Company's employees is 222, while as at 31 December 2022 there were 232 employees.

7. Natural environment

In the year 2023 and 2022 no significant environmental expenses have been incurred by the Company.

8. Acquisition and disposal of treasury shares

As at 31 December 2023 Audax Renovables, S.A. owns 800,000 treasury shares acquired in 2023 for the amount of EUR 997 thousand, which reduced the net equity, all this in accordance with the share Repurchase Programme authorised by the General Meeting of Shareholders on 16 June 2022, which establishes the maximum amount of EUR 1,000 thousand assigned for the purpose.

As at 31 December 2022 the Parent Company did not own treasury shares.

9. Other important information

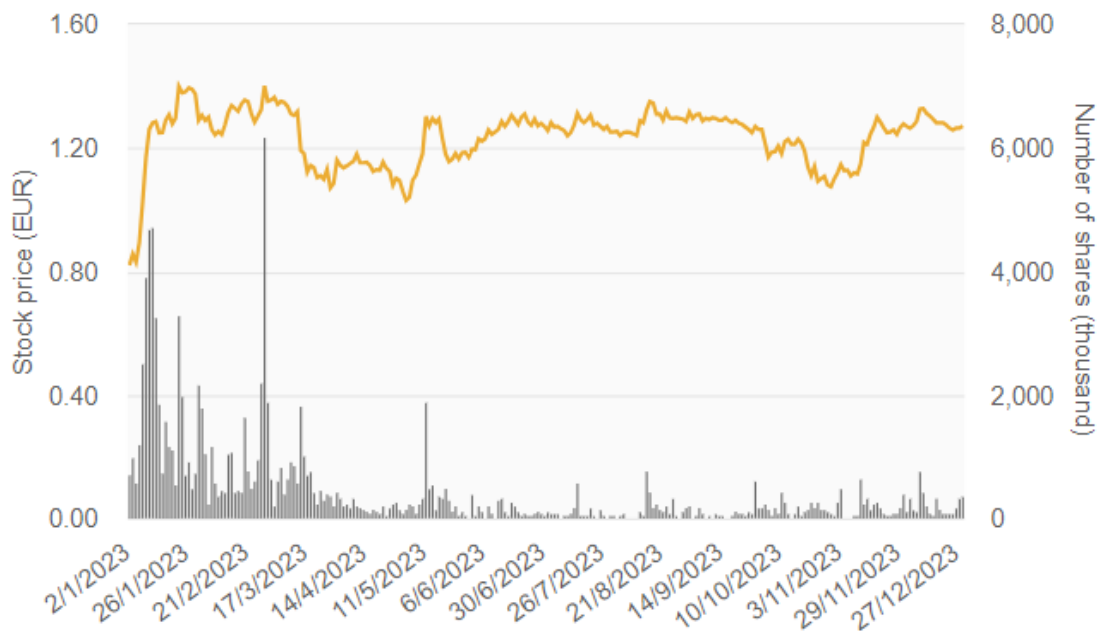
9.1. Stock market information

The majority shareholder of Audax Renovables is Eléctrica Nuriel, S.L., which holds 64.35% of the shares, and the rest of shareholders hold 35.65%. The most significant shareholders of the Company are as follows:

Shareholder	Total direct and indirect stake	
	No. of shares	% of share capital
Eléctrica Nuriel, S.L.U.	283,332,165	64.35%
Purchase rights of Eléctrica Nuriel, S.L.U.	40,000,000	9.08%
Global Portfolio Investments, S.L.	31,330,656	7.12%
Excelsior Times, S.L.U.	6,476,401	1.47%
Free Float	78,351,832	17.80%
Treasury shares	800,000	0.18%
Total	440,291,054	100.00%

From 23 March 2020 Audax Renovables, S.A. is included in the IBEX SMALL CAP ®. Moreover, on 28 February 2023 the Company was included in the MSCI World Small Cap, a global reference index, which groups the small capitalisation value companies in 23 countries of developed economies.

The stock market evolution of Audax during 2023 was as follows:



The following table shows the main trading data for the year 2023:

Audax Renovables - ADX.MC	2023	Units
Number of shares admitted to trading	440,291,054	No.
Share price at the beginning of the period	0.750	€ / share
Share price at the end of the period	1.300	€ / share
Maximum trading price	1.401	€ / share
Minimum trading price	0.703	€ / share
Trading price fluctuation during the period	73.45	%
Capitalisation at the end of the period	572,378,370	€
Number of traded shares	228,271,944	No.
Effective volume	269,783,945	€
Daily volume of traded shares (average)	594,458	No.
Effective daily volume (average)	702,562	€

9.2. Dividend policy

The goal of the Board of Directors of Audax is to maximise the remuneration to the shareholders.

Audax endeavours to ensure the dividend payout, providing that pertinent factors are fulfilled regarding cash generation and distributable reserves availability. Due to these determinants, it is not possible to guarantee the amount of the dividend nor the year in which the distribution is going to take place.

10. Significant events subsequent to the balance sheet date

On 16 January 2024 the Company informed about the repurchase of bonds carried out in the period between 17 November 2023 and 31 December 2023 in a total of 60 transactions for the nominal amount of €6 million.

On 17 January 2024 the Company signed a binding contract on repurchase and conversion of convertible bonds, named AUDAX RENOVABLES, S.A.'S GREEN SENIOR UNSECURED CONVERTIBLE BONDS DUE 2025 REPURCHASE AND CONVERSION AGREEMENT with an international investor, concerning the issue of €125 million in green bonds convertible to ordinary shares of the Company with maturity in 2025.

Under this repurchase and conversion agreement two transactions will be carried out, the first one where Audax will repurchase 100 bonds for the price of €7,550,000, and the second one in which the bondholder will convert 314 bonds into newly issued shares of the Company at a price of €2.389 per share.

The conversion of the aforementioned 314 bonds will involve the issue of a total of 13,139,725 shares of Audax of a new issue, representing 2.984% of the outstanding capital stock of the Company and 2.898% of the capital after the increase of capital. Moreover, and as a consideration for the exercise of the aforementioned right of conversion, the Company shall pay to the bondholder the amount of €6,888,152, equivalent to the difference between the par value of the converted bonds at the agreed value of €1.28 per share of the Company and 75.5% of the nominal value of the bonds subject to conversion (€23,707,000).

This transaction will allow Audax to reduce its gross debt by a total of €41,400,000 and the net financial debt by €26,941,848, thus bringing about a new impulse to achieve the debt reduction goals.

11. Average period of payment to suppliers

As specified in Note 15, the Company's average period of payment to suppliers in the year 2023 was of 25 days.

12. Corporate Governance Annual Report

The Annual Report on Corporate Governance shall be presented on the CNMV website.

13. Annual Report on the Remuneration of Directors

The Annual Report on Remuneration of Directors shall be presented on the CNMV website.

14. Non-financial information statement

The Non-Financial Information Statement has been formulated in accordance with the Global Reporting Initiative (GRI) standards. The information is featured in the Consolidated Directors' Report presented together with the Consolidated Annual Accounts of Audax Renovables, S.A. and its subsidiaries.

AUDAX RENOVABLES, S.A.



The Annual Financial Report of Audax Renovables, S.A. for the year 2023 comprising:

- Individual annual accounts - Individual balance sheet, Individual income statement, Individual statement of recognised income and expenses, Individual statement of changes in net equity, Individual statement of cash flows and Notes to the individual annual accounts
- Individual Directors' Report

Prepared according to the European Single Electronic Reporting Format in compliance with Commission Delegated Regulation (EU) No 2019/815, under identification number D3EFE4994551E5DF74ED185056206C128D79A45EBD013C603E526A7DCAFCEFA3, was drawn up by the Board of Directors of Audax Renovables, S.A. at its meeting on 23 February 2023. Approved and signed below by all the Directors, in compliance with article 253 of the Spanish Companies Act.

BOARD OF DIRECTORS

Mr Francisco José Elías Navarro
Chairman

Mr Josep María Echarri i Torres
Member

Mr Ramiro Martínez-Pardo del Valle
Member

Ms Anabel López Porta
Member

Ms Rosa González Sans
Member