

# Sonnedix Finance S.A.

Financial statements as at 31 December 2023 and for the year

From 1 January 2023 to 31 December 2023

and Independent auditor's report

28, Boulevard F.W. Raiffeisen  
L-2411 Luxembourg  
R.C.S. Luxembourg: B206543  
Share capital: EUR 2,031,000

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## Independent auditor's report

To the Sole Shareholder  
Sonnedix Finance S.A.  
28, Boulevard F.W. Raiffeisen  
L-2411, Luxembourg

### Opinion

We have audited the financial statements of Sonnedix Finance S.A. (the "Company"), which comprise the statement of financial position as at 31 December 2023, and the statement of comprehensive income, the statement of changes in equity and statement of cash flows for the year then ended, and the notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2023, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union.

### Basis for Opinion

We conducted our audit in accordance with the Law of 23 July 2016 on the audit profession (the "Law of 23 July 2016") and with International Standards on Auditing ("ISAs") as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" ("CSSF"). Our responsibilities under the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the "responsibilities of the réviseur d'entreprises agréé for the audit of the financial statements" section of our report. We are also independent of the Company in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants ("IESBA Code") as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the financial statements, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Responsibilities of the Board of Directors for the financial statements

The Board of Directors is responsible for the preparation and fair presentation of these financial statements in accordance with IFRS as adopted by the European Union, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is 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 Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

## **Responsibilities of the “réviseur d’entreprises agréé” for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of the “réviseur d’entreprises agréé” that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF 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 financial statements.

As part of an audit in accordance with the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, 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 Company’s internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of Board of 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 report of the “réviseur d’entreprises agréé” to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report of the “réviseur d’entreprises agréé”. 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Ernst & Young  
Société anonyme  
Cabinet de révision agréé



Stéphane Cousin

Sonnedix Finance S.A.

Statement of profit or loss and other comprehensive income  
for the year from 1 January 2023 to 31 December 2023

*(All amounts in Euro unless otherwise stated)*

	Notes	From 1 January 2023 to 31 December 2023	From 1 January 2022 to 31 December 2022
Other income	4	36,393	375
Operating income		36,393	375
Administrative expenses	5	(136,341)	(120,624)
Net operating loss		(99,948)	(120,249)
Finance income		8,763,210	9,378,253
Finance expense		(8,549,147)	(9,149,166)
Net finance income	6	214,063	229,087
Profit before tax		114,115	108,838
Income tax expense	7	(7,523)	122,536
Profit for the period		106,592	231,374
Other comprehensive income		-	-
Total comprehensive income for the period		106,592	231,374

The accompanying notes are an integral part of these financial statements.

Sonnedix Finance S.A.

Statement of financial position  
as at 31 December 2023

*(All amounts in Euro unless otherwise stated)*

	Notes	2023	2022
<b>ASSETS</b>			
Non-current assets			
Loan to shareholder	8	233,567,690	253,557,587
<b>Total non-current assets</b>		<b>233,567,690</b>	<b>253,557,587</b>
Current assets			
Loan to shareholder	8	19,989,896	19,292,306
Other receivables		26,109	145,807
Cash and cash equivalents	9	1,354,004	1,162,793
<b>Total current assets</b>		<b>21,370,009</b>	<b>20,600,906</b>
<b>Total assets</b>		<b>254,937,699</b>	<b>274,158,492</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Share capital	10	531,000	531,000
Share premium	10	1,500	1,500
Capital contribution	10	122,000	122,000
Legal Reserve	10	53,100	53,100
Retained earnings		541,041	309,667
Net result of the year		106,592	231,374
<b>Total equity</b>		<b>1,355,234</b>	<b>1,248,640</b>
<b>LIABILITIES</b>			
Non-current liabilities			
Loans and borrowings	11	233,567,690	253,557,587
<b>Total non-current liabilities</b>		<b>233,567,690</b>	<b>253,557,587</b>
Current liabilities			
Loans and borrowings	11	19,989,896	19,292,306
Trade and other payables	12	17,073	56,471
Current tax liability		7,806	3,488
<b>Total current liabilities</b>		<b>20,014,775</b>	<b>19,352,265</b>
<b>Total liabilities</b>		<b>253,582,466</b>	<b>272,909,852</b>
<b>Total equity and liabilities</b>		<b>254,937,699</b>	<b>274,158,492</b>

The accompanying notes are an integral part of these financial statements



Sonnedix Finance S.A.

Statement of changes in equity  
for the year from 1 January 2023 to 31 December 2023

*(All amounts in Euro unless otherwise stated)*

	Share capital	Share premium	Capital Contribution	Legal reserve	Retained earnings	Net result of the year	Total Equity
Balance as at 1 January 2023	531,000	1,500	122,000	53,100	309,667	231,374	1,248,641
Allocation of the preceding year result	-	-	-	-	231,374	(231,374)	-
Profit for the year	-	-	-	-	-	106,592	106,592
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income/(loss)	-	-	-	-	-	106,592	106,592
Balance as at 31 December 2023	531,000	1,500	122,000	53,100	541,041	106,592	1,355,233

	Share capital	Share premium	Capital Contribution	Legal reserve	Retained earnings	Net result of the year	Total Equity
Balance as at 1 January 2022	531,000	1,500	122,000	53,056	217,053	92,658	1,017,267
Allocation of the preceding year result	-	-	-	44	92,614	(92,658)	-
Profit for the year	-	-	-	-	-	231,374	231,374
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income/(loss)	-	-	-	-	-	231,374	231,374
Balance as at 31 December 2022	531,000	1,500	122,000	53,100	309,667	231,374	1,248,641

The accompanying notes are an integral part of these financial statements.



Sonnedix Finance S.A.

Statement of cash flows  
for the year from 1 January 2023 to 31 December 2023

*(All amounts in Euro unless otherwise stated)*

	Notes	From 1 January 2023 to 31 December 2023	From 1 January 2022 to 31 December 2022
<i>Cash flows from operating activities</i>			
Profit before tax		114,115	108,838
<i>Adjustments for:</i>			
Finance income	6	(8,763,210)	(9,378,253)
Finance expense	6	8,549,147	9,149,166
Operating loss before working capital movements:		(99,948)	(120,249)
<i>Working capital movements:</i>			
Other receivables		119,698	84,975
Trade and other payables	12	(39,398)	(2,018)
<i>Other cash flows from operating activities:</i>			
Interest paid	6	(8,549,147)	(9,149,166)
Interest collected	6	8,763,210	9,378,253
Tax paid	7	(3,205)	(1,363)
Net cash flows used in operating activities		191,210	20,482
<i>Cash flows from investing activities</i>			
Repayment from shareholder	8	19,292,307	18,609,275
Net cash flows generated from/(used in) investing activities		19,292,307	18,609,275
<i>Cash flows from financing activities</i>			
Repayment bonds	11	(19,292,306)	(18,609,275)
Net cash flows generated from financing activities		(19,292,306)	(18,609,275)
Net increase/(decrease) in cash and cash equivalents		191,210	20,482
Cash and cash equivalents	9	1,354,004	1,162,793
Less restricted cash	9	(500,001)	(500,000)
Cash and cash equivalents at the period (net of restricted cash)	9	854,003	662,793

The accompanying notes are an integral part of these financial statements.

Notes to the financial statement

1. Company information

Sonnedix Finance S.A. (the “Company”) (formerly known as Vela Energy Finance S.A.) was incorporated on 26 May 2016 as a “société anonyme” for an unlimited period and is governed under the laws of Grand Duchy of Luxembourg.

The object of the Company is the acquisition, holding and disposal of interests in Luxembourg and/or in foreign companies and undertakings, as well as the administration, development and management of such interests.

The Company may provide loans and financing in any other kind or form or grant guarantees or security in any other kind or form, in favour of the companies and undertakings forming part of the group of which the Company is a member.

The Company may also invest in real estate, in intellectual property rights or any other movable or immovable assets in any kind or form.

The Company may borrow in any kind or form and issue bonds, notes or any other debt instruments as well as warrants or other share subscription rights.

In a general fashion, the Company may carry out any commercial, industrial or financial operation, which it may deem useful in the accomplishment and development of its purposes.

The registered office of the Company is established in Luxembourg, 28, Boulevard F.W. Raiffeisen, L-2411 Luxembourg and the Company is registered with the Registre de Commerce under the number B206543.

The Company is a wholly owned subsidiary of Sonnedix España EquityCo S.L. (the “Parent”). Vela Energy Finance S.A. operates in one segment being the provision of financing to Vela Energy group entities. No dedicated management reporting information is presented for the Company to a chief decision maker; only the annual financial statements are presented to the management of the Company in analysing the performance of the Company.

In accordance with the legal provisions in Title II of the amended Law of 19 December 2002, these annual accounts were presented on a non-consolidated basis for the approval of the shareholder during the Annual General Meeting. The Company is being consolidated in the financial statements of Sonnedix España EquityCo S.L., which is incorporated in Spain. The Company and the Parent, in turn, are consolidated in the consolidated financial statements of the Sonnedix España, S.L.U (“Ultimate Parent”), which is registered at C/ Principe de Vergara 108, 12th Floor, 28002 Madrid, Spain.

In accordance with the legal provisions in Title II of the amended Law of 19 December 2002, these annual accounts were presented on a non-consolidated basis for the approval of the shareholder during the Annual General Meeting.

The financial year of the Company starts on 1 January and ends on 31 December of each year.

The financial statements of the year 2023 were approved by the Board of Directors on June 19, 2024.

2. Summary of material accounting policies

2.1. Basis of presentation

These financial statements of the Company have been prepared in accordance with the International Financial Reporting Standards as adopted by the European Union, (“IFRS”), on an unconsolidated basis, and with the applicable Luxembourg legal and regulatory requirements.

Notes to the financial statement

2. Summary of material accounting policies (continued)

2.1. Basis of presentation (Continued)

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the Company's accounting policies. Details on significant accounting judgements, estimates and assumptions are provided under Note 3.

These financial statements have been prepared on a historical cost basis. These financial statements have been prepared on a going concern basis.

2.2. Financial instruments

a) Financial assets

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI) or fair value through profit or loss.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collection contractual cash flows, selling the financial assets, or both.

All financial assets are initially measured their fair values plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

*Subsequent measurement*

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

*Financial assets at amortised cost (debt instruments)*

This category is the only one relevant to the Company. The Company measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect cash flows.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Company's financial assets at amortised cost includes other receivables, cash and cash equivalents and loans to shareholders.

Notes to the financial statement

2. Summary of material accounting policies (continued)

2.2. Financial instruments (continued)

a) Financial assets (continued)

*Impairment of financial assets*

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted as an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The Company considers that there has been a default when contractual payments are more than 90 days past due.

b) Financial liabilities

*Classification as debt or equity*

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

*Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include loans and borrowings, trade and other payables and tax liabilities.

*Subsequent measurement*

The measurement of financial liabilities depends on their classification, as described below:

*Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purposes of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria are satisfied. The Company has not designated any financial liability as at fair value through profit or loss.

Notes to the financial statement

2. Summary of material accounting policies (continued)

2.2. Financial instruments (continued)

*Other financial liabilities*

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective rate method.

The effective rate method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts

estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

*Derecognition*

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

2.3. Cash and cash equivalents

Cash and cash equivalents in the statement of financial position may comprise cash at banks and on hand and short-term deposits with a maturity of three months or less, which are subject to an insignificant risk of changes in value.

Restricted Cash

The cash and cash equivalent disclosed above and in the statement of financial position include EUR 500,001 (Note 9) maintained with financial entity. These deposits constitute a debt service reserve fund under the Bond agreement and therefore they are not available for general use by the other entities within the group.

2.4. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

## Notes to the financial statement

## 2. Summary of material accounting policies (continued)

## 2.4. Fair value measurement (continued)

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

The directors consider that carrying amounts of financial assets and financial liabilities recognised in the financial statements (except for the corporate bonds and the shareholders loans) approximate their fair values.

The directors consider that the fair value of the shareholders loans (Level 3) approximate the fair value of the corporate bonds.

Set out below is a comparison, by class, of the carrying amounts that are reasonable approximations of fair values:

	2023		2022	
	Carrying amount	Fair Value	Carrying amount	Fair Value
	EUR	EUR	EUR	EUR
Corporate Bonds (Series A1)	194,619,869	175,157,882	209,427,810	215,710,644
Corporate Bonds (Series A2)	41,381,802	36,002,168	44,530,400	40,857,533
Corporate Bonds (Series A3)	17,555,916	15,098,088	18,891,680	17,471,592
<b>Total</b>	<b>253,557,587</b>	<b>226,258,137</b>	<b>272,849,893</b>	<b>274,039,768</b>

Notes to the financial statement

2. Summary of material accounting policies (continued)

2.6. Fair value measurement (continued)

The following table provides the fair value measurement hierarchy of the company's assets and liabilities whose carrying value differs from the fair value. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value:

Financial Liabilities	2023		
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant observable inputs (Level 3)
	EUR	EUR	EUR
Corporate Bonds	226,258,137	-	-
Total as at 31 December 2023	226,258,137	-	-

Financial Liabilities	2022		
	Quoted prices in active markets (Level1)	Significant observable inputs (Level 2)	Significant observable inputs (Level 3)
	EUR	EUR	EUR
Corporate Bonds	274,039,768	-	-
Total as at 31 December 2022	274,039,768	-	-

There were no transfers between Level 1 and Level 2 during 2023.

2.5. Finance income and Finance expense

Interest income and expense is recognised using the effective interest method.

2.6. Taxes

*Current income tax*

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

*Deferred tax*

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:



Notes to the financial statement

2. Summary of material accounting policies (continued)

2.6. Taxes (continued)

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority. Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change.

The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income (OCI) or directly in equity.

Notes to the financial statement

2.7. Foreign currencies

The financial statements are presented in Euro, which is also the Company's functional currency.

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of monetary items that are designated as part of the hedge of the Company's net investment of a foreign operation. These are recognised in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

2.8. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.9. Dividends and appropriation of reserves

Dividends / appropriation of reserves to holders of equity instruments are recognised as liabilities in the period in which they are declared.

Dividends / appropriation of reserves to holders of equity instruments, or of the equity component of a financial instrument issued by the company, are recognised directly in equity.

3. Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. More particularly, assessing the recoverability of the loan described in note 7 represents a significant judgmental.

Notes to the financial statement

3. Significant accounting judgements, estimates and assumptions (continued)

Other disclosures relating to the Company's exposure to risks and uncertainties includes:

- Financial risk management Note 14
- Capital management Note 15

4. Other income

Other operating income in amount of EUR 36,393 for the year ended 31 December 2023 (2022: nil) is represented by the write-off of over-accrued expenses for prior periods.

5. Administrative expenses

	From 1 January 2023 to 31 December 2023	From 1 January 2022 to 31 December 2022
	EUR	EUR
Accounting and other professional fees	25,348	41,297
Legal and notary fees	-	85
Tax Advising	85,555	57,447
Auditors' remuneration	19,113	10,000
Non-deductible VAT	2,788	-
Bank commission and charges	3,091	11,760
Fine and penalties	96	14
Other	350	20
<b>Total administrative expenses</b>	<b>136,341</b>	<b>120,624</b>

6. Net finance income

	From 1 January 2023 to 31 December 2023	From 1 January 2022 to 31 December 2022
	EUR	EUR
Finance income on loan to shareholder (Note 8)	8,763,210	9,378,253
Finance expense on corporate bonds (Note 11)	(8,549,147)	(9,149,166)
<b>Net finance income</b>	<b>214,063</b>	<b>229,087</b>

7. Income tax expense

	From 1 January 2023 to 31 December 2023	From 1 January 2022 to 31 December 2022
		EUR
Current tax expense	7,523	(122,536)
<b>Income tax expense for the year</b>	<b>7,523</b>	<b>(122,536)</b>

The adoption of Pillar Two by the jurisdictions in which the Company and the Group operates is effective from 1 January 2024. Based on an assessment of historic data and forecasts for the year ending 31 December 2024, the Group does not expect a material exposure to Pillar Two income taxes for the Company for the year ending 31 December 2024.

Notes to the financial statement

7. Income tax expense (continued)

The Company has applied the exception, as set out in the amendments to IAS 12, to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes.

The Company is subject to all taxes applicable to a Luxembourg commercial company. Management of the Company recognizes based on the last filed tax return that the Company has no tax losses carried forward available as at 31 December 2022 and estimates no tax losses for the financial year ended 31 December 2023.

Tax applying the corporate income tax rate and the income tax expense for the period are reconciled as follows:

	From 1 January 2023 to 31 December 2023	From 1 January 2022 to 31 December 2022
	EUR	EUR
Profit before tax	114,115	108,838
Accounting result as at year end	114,115	108,838
<u>Reintegration of non-deductible charges</u>		
Reintegration of unrealised margin on financing activity	121,165	94,209
Taxable result	7,050	(14,629)
Taxable basis	7,050	(14,629)
CIT basis (rounded)	7,000	(14,629)
CIT rate	16%	16%
Corporate Income Tax	1,124	-
Contribution to employment fund - rate	7%	7%
Contribution to employment fund for the year	-	-
Total income tax	1,124	-
MBT basis rounded (After set-off of the EUR 17,500 allowance)	-	(32,129)
MBT rate	7%	7%
MBT for the year	-	-
Net Wealth Tax	6,240	5,035
Income taxes related to previous years	159	(127,571)
Other tax items	6,399	(122,536)
Income tax expense for the year	7,523	(122,536)

There is no unrecognized deferred tax asset.

8. Loan to shareholder

	2023	2022
	EUR	EUR
Loans granted	272,849,893	291,459,168
Accrued interest	8,763,210	9,378,253
Interest received	(8,763,210)	(9,378,253)
Principal received	(19,292,307)	(18,609,275)
Total at the end of the year	253,557,586	272,849,893
Current portion of long-term loan to shareholder	(19,989,896)	(19,292,306)
Non-current portion at the end of the year	233,567,690	253,557,587

Notes to the financial statement

8. Loan to shareholder (continued)

On June 22, 2016 the Company entered into an agreement with Sonnedix España Equityco, S.L.U. (formerly known Vela Energy EquityCo S.L.U.) (parent company) to advance all proceeds raised from the issuance of corporate bonds to the parent company.

The redemption of loan and the interest payments are directly associated with terms of the corporate bonds, as disclosed in note 11. The interest rate of this loan is same as the one of the bonds plus a margin.

As at 31 December 2022 the interest accrued amount to *EUR nil*, and the principal repayments in the 12 months following the balance sheet date amount to *EUR 19,292,306*.

As at 31 December 2023 the interest accrued amount to *EUR nil*, and the principal repayments in the 12 months following the balance sheet date amount to *EUR 19,989,896*.

The last instalment will be repaid on June 30, 2036.

9. Cash and cash equivalents

	2023	2022
	EUR	EUR
Cash and cash equivalents	1,354,004	1,162,793
Net	1,354,004	1,162,793

  

	2023	2022
	EUR	EUR
Cash at banks	1,354,004	1,162,793
Less: Restricted cash	(500,001)	(500,000)
Total cash and cash equivalents	854,003	662,793

Restricted cash represents an amount of *EUR 500,001 (2022: EUR 500,000)* maintained with a financial institution relating to a debt service reserve fund, in relation to the Bonds issued as described in Note 11.

10. Equity

*Share capital*

As at 31 December 2023 and 31 December 2022, the authorised and issued share capital of the Company amounted to *EUR 2,031,000* which represents 2,031,000 shares with a nominal value of one Euro (EUR 1).

As at 31 December 2020, the Company has received *EUR 500,000* against the issue of 2,000,000 shares of EUR 1 each and therefore an amount of *EUR 1,500,000* remains unpaid against the issued share capital.

All shares of the Company held by the parent have been pledged against the issuance of corporate bonds (note 10) under the share pledge agreement entered into between the parent company as "Pledgor" and BNP Paribas Trust Corporation UK Limited as "Trustee".

*Share premium*

On 26 May 2016, the shareholder resolved to issue share capital amounting to *EUR 31,000* and *EUR 1,500* to the share premium account.

## Notes to the financial statement

## 10. Equity (continued)

*Legal reserve*

Under Luxembourg law the Company is required to transfer to a legal reserve a minimum of 5 % of its net profits each year until this reserve equals 10 % of the issued share capital. This reserve is not available for distribution.

During the financial year 2021 the shareholder contributed an amount of *EUR 122,000* in cash as capital contribution without issuing any shares. This capital contribution is distributable to the shareholder subject to availability of the funds.

*Dividend distribution*

During the financial year no dividend has been distributed (2022: EUR nil).

## 11. Loans and borrowings

	2023	2022
	EUR	EUR
Corporate bonds	272,849,893	291,459,168
Accrued interest	8,549,147	9,149,166
Interest paid	(8,549,147)	(9,149,166)
Payments	(19,292,306)	(18,609,275)
	253,557,587	272,849,893
Short-term portion of loans and borrowings	(19,989,896)	(19,292,306)
Non-current loans and borrowings	233,567,690	253,557,587

On June 16, 2016, the Company entered into the following agreements for issuance of the corporate bonds:

- The Company as Issuer entered into a trust deed with BNP Paribas Trust Corporation UK Limited as Trustee, for benefit of the bond holders.
- The Company as Issuer entered into a Subscription Agreement with CaixaBank S.A. and Deutsche Bank AG, London Branch as Joint Lead Managers (JLM), whereby the JLM agreed to subscribe Class A1 and Class A2 bonds issued by the Company.
- The Company as Issuer entered into a Bond Purchase Agreement with Massachusetts Mutual Life Insurance Company as Bond Purchaser (BP) and Deutsche Bank AG, London Branch as Settlement Agent (SA), whereby the BP agreed to purchase Class A3 Bonds and appointed the Settlement Agent SA to act on its behalf.
- The Company as Issuer entered into a Placement Agreement with Merrill Lynch International as a Placement Agent, for the purpose of co-ordinating the placing of the bonds, together with the Joint Lead Managers, without underwriting or subscribing any bonds in its personal capacity.

All bonds bear an interest at the rate of 3.195% payable semi-annually in arrears on the outstanding principal amount from June 22, 2016, on June 30 and December 31 except for the first payment which is due on January 2, 2017.

Notes to the financial statement

11. Loans and borrowings (continued)

The bonds are listed in the Frankfurt Stock Exchange in the “open market” segment. The Company did not incur in any debt issuance cost in relation to this financing.

The principal amount is redeemable under the amortisation schedule as per the trust deed, where the first repayment is scheduled on January 2, 2017 and all future repayments semi-annually on June 30 and December 31. The latest repayment date is June 30, 2036.

The terms of the Corporate Bonds contain certain covenants. As of December 31, 2023, the Company is in compliance with such covenants. In turn, such terms contain certain post-closing covenants that the Company has complied with.

12. Trade and other payables

	2023	2022
	EUR	EUR
Accrued liabilities	17,073	56,471
Total trade and other payables	17,073	56,471

13. Related party transactions

Sonnedix España EquityCo S.L.U., incorporated in Spain, holds 100% shares of the Company and is therefore the parent company.

The Company entered into a loan agreement with the shareholder as disclosed in note 8.

14. Financial risk management

The Company’s principal financial assets include loan to a parent company and cash at bank. The Company’s principal financial liabilities comprise corporate bonds and accrued expenses. The main purpose of these financial liabilities is to finance the Company’s operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company’s senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. The Company does not hold any equity instruments and is therefore not subject to any equity price risk.

*Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not hold any financial instruments at variable interest rate and therefore it is not exposed to such risk as at 31 December 2023.



Notes to the financial statement

14. Financial risk management (continued)

*Foreign currency risk*

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. All Company's assets and related financing are denominated in EUR and consequently the Company is not exposed to any significant foreign currency risk.

*Credit risk*

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its financing activities, including long term loan to shareholder, receivable from shareholder and deposits with banks and financial institutions. The credit risk of the shareholder has been assessed as low due the operation of the group consists in the generation of energy trough photovoltaic solar panels which it is billed and charged to the National Commission of Markets and Competition (CNMC), and to market representatives.

The credit risk on cash and cash equivalents is managed through the selection of high rating bank counterparty. Management is as of the opinion that this risk is limited because the counter parties are reputable banks with good credit ratings.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the end of the reporting period was as follows:

--- All amounts in EUR ---

Financial Assets	Less than 12 months	Greater than 1 year; Less than 5 years	More than 5 years	Total
Loan to shareholder	19,292,306	84,181,926	169,375,661	272,849,893
Other Receivables	145,807	-	-	145,807
Cash & Cash equivalents	662,793	-	500,000	1,162,793
<b>Total as at 31 December 2022</b>	<b>20,100,906</b>	<b>84,181,926</b>	<b>169,875,661</b>	<b>274,158,493</b>
Loan to shareholder	19,989,896	85,410,088	148,157,602	253,557,586
Other Receivables	26,109	-	-	26,109
Cash & Cash equivalents	854,003	-	500,001	1,354,004
<b>Total as at 31 December 2023</b>	<b>20,870,008</b>	<b>85,410,088</b>	<b>148,657,603</b>	<b>254,937,699</b>

*Liquidity risk*

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

Prudent liquidity risk management is achieved through maintaining sufficient cash.

Notes to the financial statement

14. Financial risk management (continued)

Liquidity risk (continued)

The following are the remaining undiscounted contractual maturities at the end of the reporting period of financial liabilities as at 31 December 2023.

Financial liabilities	--- All amounts in EUR ---			Total
	Less than 12 months	Greater than 1 year; Less than 5 years	More than 5 years	
Corporate bonds	27,841,454	111,935,616	193,942,748	333,719,818
Accrued liabilities	56,471	-	-	56,471
Total as at 31 December 2022	27,897,925	111,935,616	193,942,748	333,776,289
Corporate bonds	27,917,079	110,456,039	167,505,246	305,878,364
Accrued liabilities	17,073	-	-	17,073
Total as at 31 December 2023	27,934,152	110,456,039	167,505,246	305,895,437

15. Capital management

For the purpose of the Company's capital management, capital includes issued capital, share premium and all other reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital to ensure that the net equity does not fall below more than 50% of subscribed share capital of the Company.

	2023	2022
	EUR	EUR
Issued share capital	531,000	531,000
Share premium	1,500	1,500
	532,500	532,500
Net equity	1,355,234	1,248,640
Percentage	255%	234%

16. Staff

The Company employed no staff during the years 2022 and 2023.

17. Emoluments granted to the members of the managing and supervisory bodies and commitments in respect of retirement pensions for former members of those bodies

In 2023 and 2022 no remuneration was paid to the executives or key management personnel of the Company.

Notes to the financial statement

18. Commitments and contingencies

The Company has no commitments and/or contingencies as at 31 December 2023, except for the shares pledged against the issuance of corporate bonds and future contractual payments of interest on corporate bonds, which have been disclosed in note 8 and 11, respectively.

19. Standards issued and effective from 1 January 2023

A number of new or amended Standards became applicable for the current reporting period. The below amendments which were effective from 1 January 2023 did not have any material impact on the Company's financial statements:

- Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting policies (issued on 12 February 2021);
- Amendments to IAS 12 Income taxes: International Tax Reform – Pillar Two Model Rules (issued on 23 May 2023);
- Amendments to IAS 8 Accounting policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates (issued on 12 February 2021).

20. Standards issued but not yet effective

The Company has adopted all IFRS that are currently applicable and endorsed by the European Union.

At the date of authorisation of these financial statements, the group has not applied the following new and revised IFRS Accounting Standards that have been issued but are not yet effective:

- IAS 1 Presentation of Financial Statements – Amendments regarding the classification of Liabilities as Current or Non-current (issued 23 January 2020, 15 July 2020 and 31 October 2022) effective on 1 January 2024;
- IFRS 18 : Presentation and Disclosure in Financial Statements (issued on 9 April 2024) effective on 1 January 2027 ;
- IFRS 19 : Subsidiaries without Public Accountability: Disclosures<sup>2</sup> (issued on 9 May 2024) effective on 1 January 2027 ;

The Company is still assessing the impact that the adoption of the above standards will have, but does not expect material impacts on the financial statements.

21. Subsequent events

No events occurred subsequent to the annual closing which are significant enough to warrant disclosure in the accompanying financial statements.

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Director B:  
Miguel Ángel García Mascuñán

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Director B:  
GALCA Georgiana