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Rekeep S.p.A.

Interim Condensed consolidated financial statement as of June 30, 2024

Review report on the interim condensed consolidated financial statements

(Translation from the original Italian text)

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To the Sole Shareholder of
Rekeep S.p.A.

Introduction

We have reviewed the interim condensed consolidated financial statements, comprising the consolidated statement of financial position, the consolidated statements of profit or loss, the consolidated statement of other comprehensive income, the consolidated statement of cash flows, the consolidated statement of changes in shareholders' equity and the related explanatory notes of Rekeep S.p.A. and its subsidiaries (the "Rekeep Group") as of 30 June 2024 and for the six months then ended. The Directors of Rekeep S.p.A. are responsible for the preparation of the interim condensed consolidated financial statements in conformity with the International Financial Reporting Standard applicable to interim financial reporting (IAS 34) as adopted by the European Union. Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review.

Scope of Review

We conducted our review in accordance with the International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (ISA Italia) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion on the interim condensed consolidated financial statements.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim condensed consolidated financial statements of Rekeep Group as of June 30, 2024 are not prepared, in all material respects, in conformity with the International Financial Reporting Standard applicable to interim financial reporting (IAS 34) as adopted by the European Union.

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Emphasis of Matter

We draw attention to:

- the paragraph "Assessment of the going concern" contained in the note "2.3 Discretionary assessment, assumptions and significant accounting estimates" of the interim condensed consolidated financial statements, where the Directors describe the events that led to a loss for the period of 14.7 million euros and to a net financial position of 490 million euros as of June 30, 2024, including 132.6 million euros of short-term financial debt. The Directors have assessed the expected results for the current fiscal year and those expected for the subsequent periods, and they have assessed the Group ability to generate sufficient cash flows from its ordinary activity in the next 12 month period in order to regularly meet its obligations in that period of time. Furthermore, as the cash flow generated by the ordinary activity only are not expected to be reasonably sufficient to repay the bond in full in February 2026, they describe in the same note the actions taken to address that circumstance and ensure the sustainability of the debt, including the partial refinancing of the aforementioned bond, identifying other possible sources of financing as well as carve-out (sale of assets or sale of equity investments). Based also on the considerations mentioned above, the Directors have prepared the interim condensed consolidated financial statements on the basis of the going concern assumption, confident that the actions taken to satisfy the significant medium-term financial obligations will generate the necessary cash flows, considering that the uncertainties regarding method and timing of such non-recurring transactions can be quickly solved and that such actions will promptly reach a positive conclusion;

- the note "13. Provisions for risks and charges" of the interim condensed consolidated financial statements, where the Directors describe the assessments made regarding the ongoing disputes at that date.

Our conclusion is not modified in respect of these matters.

Bologna, August 29, 2024

EY S.p.A.
Signed by: Elisa Vicenzi, Auditor

This report has been translated into the English language solely for the convenience of international readers