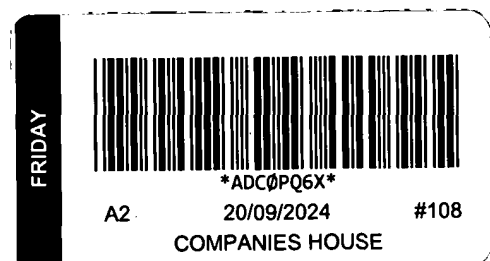


Registered number: 03623664

INFINEUM INTERNATIONAL LIMITED

ANNUAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 2023



INFINEUM INTERNATIONAL LIMITED

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INFINEUM INTERNATIONAL LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2023

The Directors present the strategic report of Infineum International Limited (the “Company”) for the year ended 31 December 2023.

Principal activities

The principal activity of the Company is to act as a service company for the worldwide organisation of the Infineum group of companies. The Company incurs costs and recharges them to affiliate companies.

The Company is a private company limited by shares and is incorporated in England, United Kingdom. The address of its registered office is Milton Hill Business and Technology Centre, Milton Hill, Abingdon, Oxfordshire, United Kingdom, OX13 6BD.

Review of the business

The Company made a profit of £1,727,000 for the financial year ended 31 December 2023 (2022: £10,446,000) The decline in revenue primarily comes from the absence of dividend income. The Company has net current assets of £7,781,000 (2022: £10,112,000).

The Directors are satisfied with the performance of the Company for the year and expect it to continue to trade profitably for the foreseeable future.

Key performance indicators (KPIs)

The Directors believe that due to the straightforward nature of the business, the Company does not require any key performance indicators.

Principal risks and uncertainties

The straightforward nature of the Company, acting as a service company incurring costs and recharging them to affiliate companies, means the Company’s principal risks and uncertainties are associated with financial risk and are discussed in the Directors’ report.

INFINEUM INTERNATIONAL LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2023 (continued)

Section 172(1) statement

During the 2023 financial year the Directors have acted, and they continue to act, in good faith to ensure the success of the Company for the benefit of its shareholder, and for the benefit of the Company's stakeholders.

Given the nature of the Company's activities, it does not have a wide range of stakeholders, however those it has, include:

- Suppliers

The Company relies on its suppliers to provide quality services in order to maintain the highest standards of operation, and reliability in meeting the needs of its customers. The Company is committed to having professional and ethical relationships with its suppliers and the Company clearly articulates its stance on anti-corruption, anti-bribery, and modern slavery with all of its suppliers, and requires that the highest standards of ethics are met.

The Company has a fair process with respect to tendering of contracts and engaging with new suppliers.

- Customers

The Company's customers are predominantly other members of the Infineum group. The Company maintains a professional and ethical relationship with all of its customers, and is clear on its stance against corruption, bribery and modern slavery. This same stance is adopted by all Infineum group companies.

The Directors of the Company understand, and they take into account in conducting the business of the Company, the need to act fairly and consider the impact of any decision-making, long or short term, on the Company's stakeholders.

Employees have not been included as stakeholders as the Company does not have any.

On behalf of the Board



Z. John Atanas
Director

INFINEUM INTERNATIONAL LIMITED
Registered number: 03623664

Date: 24 July 2024

INFINEUM INTERNATIONAL LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2023

The Directors present their report and audited financial statements of the Company for the year ended 31 December 2023.

Directors

The Directors of the Company for the year ended 31 December 2023 and up to the date of signing the financial statements, unless otherwise stated below, are as follows:

Johann Maria Alexander Farina
Juhan Robberts
Frederik Donkers
Z. John Atanas
Rahim Oberholtzer
Richard Zwinkles – Appointed 31st January 2024
Lin Chen – Resigned 31st January 2024

Future developments

The Company continues to review its range of activities generally with a view to improving efficiency in its business. There were no significant investments made during 2023.

Dividends

In December 2023, the Company declared and paid to its shareholder a dividend of £4,062,000 from distributable reserves (2022: £8,741,000).

The Directors recommend that the profit from the year ended 31 December 2023 will be transferred to reserves.

Streamlined energy and carbon reporting (SECR)

The Company can confirm it is classed as a low energy user. The statutory minimum for reporting is 40MWh for the reporting year and therefore the Company is exempt.

Financial risk management

The Company is exposed to financial risks from a variety of factors that include price risk, liquidity risk, cash flow risk, credit risk and foreign currency risk. The board is confident that the exposure to each of these risks is properly managed to limit the possible adverse impact on the financial performance of the Company.

The Directors consider the financial risks that face the Company to be as follows:

Price risk

The Company has little exposure to price risk since it receives a fixed mark-up on costs under agreements with affiliated companies.

Liquidity risk

The Company actively manages its finances to ensure that it has sufficient available funds for its operations. The Company has a structure in place to monitor the best financing structure for the Company and periodically reviews its strategies. The Company has adequate liquidity through a loan and deposit agreement with its parents.

INFINEUM INTERNATIONAL LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2023 (continued)

Cash flow risk

The Company's cash flow risk is minimised by the structure of its operations in that it receives a fixed mark-up on its costs and has adequate liquidity to support its working capital needs.

Credit risk

The Company considers its credit risk to be very low since it only provides services to other affiliates of the Infineum group.

Foreign exchange risk

The Company operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar and the Euro. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities. The management of foreign exchange risk is managed on a wider group basis at corporate level.

These risks and management practices are consistent with those in the previous year.

Research and Development

During the year, the Company incurred costs on research and development recharged from affiliates which are then recharged by the Company on the basis of additives research agreements to other affiliate companies.

Directors' Indemnities

During the financial year and up to the date of approval of the Directors' report the Company did not have in place any qualifying third-party indemnity provisions for the benefit of the Directors of the Company.

Business Relationships

Customers

We recognise that success depends on our ability to consistently satisfy ever-changing customer preferences. We commit to be innovative and responsive and to cultivate an open dialogue with customers.

Suppliers

We understand that our business success reflects on how well we manage those who work on our behalf. The Company is supported by the Infineum group's global procurement organisation, which assists the Company with its procurement strategy and its engagement with suppliers. We also engage with our suppliers on various topics including operation integrity and safety.

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law).

INFINEUM INTERNATIONAL LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2023 (continued)

Under company law, directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

Directors' confirmations

In the case of each director in office at the date the directors' report is approved:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

On behalf of the Board



Z. John Atanas
Director

INFINEUM INTERNATIONAL LIMITED

Registered number: 03623664

Date: 24 July 2024

Independent auditors' report to the members of Infineum International Limited

Report on the audit of the financial statements

Opinion

In our opinion, Infineum International Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the Statement of Financial Position as at 31 December 2023; the Profit and Loss Account and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements

INFINEUM INTERNATIONAL LIMITED

does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' Report for the year ended 31 December 2023 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine 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 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.

Auditors' responsibilities 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 an auditors' 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 ISAs (UK) 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the requirements of UK tax law, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and

INFINEUM INTERNATIONAL LIMITED

determined that the principal risks were related to posting inappropriate journal entries. Audit procedures performed by the engagement team included:

- enquiries of management including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- reviewing relevant meeting minutes, including those of the Board; and
- identifying and testing journal entries, in particular any journal entries with unusual account combinations posted to revenue, post-close journal entries or journals posted by unexpected users, where any such journals were identified.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Nathan Price (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Cardiff
25 July 2024

INFINEUM INTERNATIONAL LIMITED

PROFIT AND LOSS ACCOUNT - for the year ended 31 December 2023

	Note	2023 £'000	2022 £'000
Turnover	5	264,878	251,889
Cost of sales		(263,533)	(250,166)
Gross profit		<u>1,345</u>	<u>1,723</u>
Operating profit	6	<u>1,345</u>	<u>1,723</u>
Income from shares in group undertakings		-	8,741
Profit before interest and taxation		<u>1,345</u>	<u>10,464</u>
Interest receivable and similar income		514	55
Profit before taxation		<u>1,859</u>	<u>10,519</u>
Tax on profit	7	(132)	(73)
Profit for the financial year		<u><u>1,727</u></u>	<u><u>10,446</u></u>

There were no recognised gains and losses other than the profit for the current and previous years, and accordingly a statement of other comprehensive income is not presented.

INFINEUM INTERNATIONAL LIMITED

STATEMENT OF FINANCIAL POSITION – as at 31 December 2023

	Note	2023 £'000	2022 £'000
Fixed Assets			
Investments	10	64,775	64,775
Current Assets			
Debtors: amounts falling due within one year	11	36,769	28,792
		<u>36,769</u>	<u>28,792</u>
Debtors: amounts falling due after one year	12	-	4
Creditors: amounts falling due within one year	14	(28,988)	(18,680)
Net Current Assets		<u>7,781</u>	<u>10,112</u>
Total Assets less Current Liabilities		<u>72,556</u>	<u>74,891</u>
Capital and Reserves			
Called up share capital	15	*	*
Share premium account		44,775	44,775
Retained earnings		27,781	30,116
Total Equity		<u>72,556</u>	<u>74,891</u>

*Amount less than £1,000

The notes on pages 12 to 23 are an integral part of these financial statements.

The financial statements on pages 9 to 11 were authorised by the Board of Directors on 24 July 2024 were signed on its behalf by:


Z. John Atanas
Director

INFINEUM INTERNATIONAL LIMITED

STATEMENT OF CHANGES IN EQUITY - for the year ended 31 December 2023

	Note	Share Premium Account £'000	Retained Earnings £'000	Total Equity £'000
Balance as at 1 January 2023		<u>44,775</u>	<u>30,116</u>	<u>74,891</u>
Profit for the financial year		-	1,727	1,727
Total comprehensive				
Income for the year		<u>-</u>	<u>1,727</u>	<u>1,727</u>
Dividend	15	-	(4,062)	(4,062)
Balance as at 31 December 2023		<u>44,775</u>	<u>27,781</u>	<u>72,556</u>

		Share Premium Account £'000	Retained Earnings £'000	Total Equity £'000
Balance as at 1 January 2022		<u>44,775</u>	<u>28,411</u>	<u>73,186</u>
Profit for the financial year		-	10,446	10,446
Total comprehensive				
income for the year		<u>-</u>	<u>10,446</u>	<u>10,446</u>
Dividend	15	-	(8,741)	(8,741)
Balance as at 31 December 2022		<u>44,775</u>	<u>30,116</u>	<u>74,891</u>

INFINEUM INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS - for the year ended 31 December 2023

1. General Information

The Company is a private company limited by shares and is incorporated in England, United Kingdom. The address of its registered office is Milton Hill Business and Technology Centre, Milton Hill, Abingdon, Oxfordshire, England, United Kingdom, OX13 6BD.

2. Statement of compliance

The financial statements of the Company have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3. Material accounting policy information

(a) Basis of preparation

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The Directors have assessed that the Company is able to operate on a going concern basis this is based on the strength of the Company's financial position, notably its net current assets, which should allow the company to meet its liabilities over the next 12 months from the reporting date. As such, these financial statements are prepared on a going concern basis, under the historical cost convention. Infineum Holdings B.V. has provided a letter of support to allow the Company to continue to operate as a going concern.

The financial statements contain information about the Company as an individual company and do not contain consolidated financial information as the parent of a group. The Company is exempted under section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its ultimate parent, Infineum Holdings B.V. The immediate parent of the Company is Infineum Netherlands B.V.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies.

(b) Exemptions for qualifying entities under FRS 102

The Company has taken advantage of the following exceptions under FRS 102 on the basis that it is a wholly owned subsidiary of a group headed by Infineum Holdings B.V. whose financial statements are publicly available:

- from preparing a statement of cash flows, on the basis that it is a qualifying entity and the consolidated statement of cash flows includes the Company's cash flows (Section 7 of FRS 102 3.17(d));
- from preparing a reconciliation of the number of shares outstanding at the beginning and end of the period (FRS 102 4.12(a)(iv));

INFINEUM INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS - for the year ended 31 December 2023 (continued)

3. Material accounting policy information (continued)

(b) Exemptions for qualifying entities under FRS 102 (continued)

- from the financial instrument disclosures, required under FRS 102 section 11 paragraphs 11.41(b), (c), (e), (f), 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b), 11.48(c) and section 12 paragraphs 12.26, 12.27, 12.29(a), 12.29(b) and 12.29A as the information is provided in the consolidated financial statement disclosures;
- from disclosing the Company key management personnel compensation, as required by FRS 102 paragraph 33.7; and,
- from the exemption under paragraph 33.1A from the provisions of Financial Reporting Standard 102 'Related Party Disclosures', on the grounds that it is a wholly owned subsidiary of a group headed by Infineum Holdings B.V. whose financial statements are publicly available.

(c) Foreign currency

(i) Functional and presentation currency

The Company's financial statements are presented in pound sterling and rounded to thousands.

The Company's functional and presentation currency is the pound sterling.

(ii) Transactions and balances

Income and expense items denominated in foreign currencies are translated into pound sterling at the rate ruling on their transaction date.

Monetary assets and liabilities recorded in foreign currencies have been translated into Pound Sterling at the rates of exchange ruling on 31 December 2023. Differences on translation are included in the profit and loss account in the period in which they arise. Non-monetary items have been translated at the rate ruling on the 31 December 2023.

All foreign exchange gains and losses are presented in the Statement of Profit and Loss within 'Operating profit'.

(d) Revenue recognition

(i) Turnover

Turnover primarily represents amounts received or receivable (excluding value added tax) for sales of services supplied during the year to the Infineum group companies, relating to costs either incurred directly by the Company or recharged to it by other Infineum group of companies. Turnover is recognised in the accounting period in which the services are rendered when the related costs have been either directly incurred by the Company or received as a recharge from other Infineum group companies.

(ii) Income from shares in group undertakings

Dividend income is recognised when the right to receive payment is established.

INFINEUM INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS - for the year ended 31 December 2023 (continued)

3. Material accounting policy information (continued)

(d) Revenue recognition (continued)

(iii) Other interest receivable and similar income

Interest income is recognised using the effective interest rate method.

(e) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts, when applicable, are shown within borrowings in current liabilities.

(f) Investment in subsidiary

Investment in subsidiary company is held at cost less accumulated impairment losses.

(g) Financial instruments

The Company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

(i) Financial assets

Basic financial assets, including trade and other receivables amounts owed by group undertakings, related parties, and other debtors, cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future payments discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method. At the end of the reporting period, financial assets are measured at amortised cost and are assessed for objective evidence of impairment. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the Statement of Profit and Loss.

Other financial assets, including financial asset in equity investment which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price.

Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled; or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party; or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

INFINEUM INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS - for the year ended 31 December 2023 (continued)

3. Material accounting policy information (continued)

(g) Financial instruments (continued)

(ii) Financial liabilities

Basic financial liabilities, including trade and other payables and loans from fellow Infineum group companies amount owed to group undertakings and related parties, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

(iii) Offsetting

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

(h) Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in Other Comprehensive Income or directly in Equity. In this case tax would also be recognised in Other Comprehensive Income or directly in Equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

(i) Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

INFINEUM INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS - for the year ended 31 December 2023 (continued)

3. Material accounting policy information policies (continued)

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

(i) Provisions

Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

(j) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(k) Dividends

Dividends payable are recognised on the date on which the resolution declaring them is passed. These amounts are recognised in the statement of changes in equity.

(l) Significant Judgements

In preparing the financial statements, no significant judgements have been made in applying the Company's accounting policies.

(m) Critical accounting estimates and assumptions

In applying the Company's accounting policies described above, the key sources of estimation uncertainty that carry risk of material adjustment to the carrying value of assets or liabilities in the preparation of these financial statements include:

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below

(n) Financial Assets

Should subsidiaries require an impairment, the details of the assumptions used are set out in the accounting policies and the notes to the financial statements.

4. Auditor Limited Liability Agreement

The Company has agreed with its auditors that the auditor's liability to damages for breach of duty in relation to the audit of the Company's financial statements for the year to 31st December 2023 should be limited to the greater of £5 million or 5 times the auditor's fees, and that in any event the auditor's liability for damages should be limited to that part of any loss suffered by the Company as is just and equitable having regard to the extent to which the auditor, the Company and any third parties are responsible for the loss in question. As required by the Companies Act 2006, the shareholders approved this limited liability agreement by a resolution dated 06 April 2024.

INFINEUM INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS - for the year ended 31 December 2023 (continued)

5. Turnover

Turnover is related to the principal activity of the Company as a service company for the worldwide organisation of the Infineum Group of companies. Turnover originates in the UK.

Geographical markets by destination	2023	2022
	£'000	£'000
Europe	134,748	116,164
Africa, Middle East and Asia	75,605	67,684
Americas	54,525	68,041
	<u>264,878</u>	<u>251,889</u>

6. Operating profit

The operating profit is stated after charging the following:

	2023	2022
	£'000	£'000
Gain on currency translation on trading activities	(100)	(517)
Services provided by the Company's auditors:		
Audit services	23	22
Other assurance Services	-	30

The audit services costs are borne by Infineum UK Ltd., a subsidiary of the Company and are not recharged to the Company.

7. Tax on profit

The tax charge is made up as follows:

	2023	2022
	£'000	£'000
Current tax:		
United Kingdom corporation tax charge on profits of the year	127	67
Deferred tax:		
Origination and reversal of timing differences	5	6
Tax charge on profit	<u>132</u>	<u>73</u>

INFINEUM INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS - for the year ended 31 December 2023 (continued)

The tax assessed for 2023 is lower than (2022: lower than) the standard rate of corporation tax in the United Kingdom for the year ended 31 December 2023 of 25% (2022: 19%). The differences are explained as follows:

	2023	2022
	£'000	£'000
Profit before tax	1,859	10,519
Profit before tax multiplied by the standard rate in the United Kingdom 23.5% (2022: 19%)	437	1,999
Effect of:		
Dividend adjustment	-	(1,662)
Transfer price adjustment	(303)	(265)
Capital allowances	(7)	(5)
Total deferred tax	<u>5</u>	<u>6</u>
Tax charge for the year	<u>132</u>	<u>73</u>

In the 2021 Budget, it was announced that the UK Corporation Tax main rate will increase from 19% to 25% from 1 April 2023 on profits over £250,000. The rate for small profits under £50,000 will remain at 19% and there will be relief for businesses with profits under £250,000. Finance Act 2021 was substantively enacted on 24 May 2021 including the rate change to 25% from 1 April 2023. As this rate change had been substantively enacted at the balance sheet date, a rate of tax of 25% has been reflected in the deferred tax workings where applicable.

8. Employees and Directors

The monthly average number of persons, excluding Directors employed by the Company, in 2023 was zero (2022: zero). During the year, the Company benefited from the seconded services of an average of 12 employees (2022: 15) who were employed by Infineum UK Ltd. All persons were employed in the United Kingdom and were principally involved in the chemical additives business.

	2023	2022
	£'000	£'000
Staff costs:		
Wages and salaries	4,108	3,793
Social security costs	560	544
Other pension costs	308	453
	<u>4,976</u>	<u>4,790</u>

Staff costs (all seconded staff) were charged from Infineum UK Ltd. and include associated pension costs.

INFINEUM INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS - for the year ended 31 December 2023 (continued)

9. Directors' emoluments

There was no remuneration paid to Directors in respect of their services as Directors to the Company (2022: NIL). Directors are not employed by the Company, nor are they included in the number of seconded employees.

10. Investments

(a) Investment in subsidiary

Infineum UK Ltd. is wholly owned by the Company. Infineum UK Ltd. is a private company limited by shares and is incorporated in England, United Kingdom. The address of its registered office is Milton Hill Business and Technology Centre, Milton Hill, Abingdon, Oxfordshire, United Kingdom, OX13 6BD.

Shares in group undertakings:	£'000
Cost and net book value:	
At 1 January and 31 December 2023	64,775

Infineum UK Ltd. share capital is made up of 19,000,000 ordinary shares and 30,611,111 class A shares of £0.50 each.

	2023	2022
	£'000	£'000
Allotted and fully paid		
19,000,000 (2022: 19,000,000) ordinary shares of £0.50 each	9,500	9,500
30,611,111 (2022: 30,611,111) class A shares of £0.50 each	<u>15,306</u>	<u>15,306</u>
	<u>24,806</u>	<u>24,806</u>

The Directors believe that the carrying value of the investments is supported by their underlying trade and net assets.

Infineum UK Ltd.'s profit for the year ended 31 December 2023 was £8,072,000 (2022: £10,308,000) and its accumulated profit and loss account reserve at 31 December 2023 was £61,624,000 (2022: £51,983,000).

(b) Financial asset in equity investment

Direct Participations	Domicile	Proportion of issued capital held	Share Capital £000	No of shares
Infineum India Additives Pvt Ltd.	Mumbai, India	0.03%	*	1,000

*Amount less than £1,000

INFINEUM INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS - for the year ended 31 December 2023 (continued)

Infineum India Additives Pvt Ltd. was established and registered in November 2016. The registered address of the Company is Unit No. C-806, One BKC, Plot No. C-66, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, India.

This Company provides business support in the region, as well as carrying out distribution and trading of lubricants and fuel products. There have been no changes to the proportion of share capital or number of shares in the year 2023.

11. Debtors: amounts falling due within one year

The items below are all recoverable within one year.

	2023	2022
	£'000	£'000
Amounts owed by group undertakings	12,919	10,626
Amounts owed by related parties	23,850	17,304
Other debtors	-	862
	<u>36,769</u>	<u>28,792</u>

The amounts owed by group undertakings includes a balance of £11,252,039 (2022: £7,551,151) which relates to a deposit with Infineum Netherlands B.V. which is payable on demand. This balance is unsecured and interest bearing and during 2023 the rate of interest has been SOFR/EURIBOR + a range of 3.90% to 1.84% All other amounts owed by group undertakings and related parties are unsecured, interest free and repayable on demand. Related parties are Infineum Singapore LLP, Infineum USA L.P., Infineum (China) Co. Ltd., Infineum France SNC, Deutsche Infineum GmbH & Co. KG and Infineum Italia s.r.l. which are not owned by Infineum Holdings B.V., (the Company's ultimate holding company), and subsidiaries of Shell plc and Exxon Mobil Corporation, and Saudi Arabia Lube Additives Co. Ltd. (Salaco).

12. Debtors: amounts falling due after one year

Other debtors includes a Deferred tax asset which will be recoverable in more than one year.

	2023	2022
	£'000	£'000
Deferred taxation (Note 11)	-	4
	<u>-</u>	<u>4</u>

INFINEUM INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS - for the year ended 31 December 2023 (continued)

13. Deferred taxation

The deferred tax asset recognised is as follows:

	2023	2022
	£'000	£'000
Accelerated capital allowances	-	4

The movement in the deferred tax asset during the year was:

	2023	2022
	£'000	£'000
Balance brought forward	4	10
Profit and loss account movement arising during the year (Note 4)	<u>(4)</u>	<u>(6)</u>
Balance carried forward	<u><u>-</u></u>	<u><u>4</u></u>

The amount set aside for deferred taxation represents the timing differences between the recognition of items in the profit and loss account for accounting and tax purposes for the years up to and including 2023. There are no unused tax losses or unused tax credits.

The net deferred tax asset expected to reverse in 2024 is £nil.

14. Creditors: amounts falling due within one year

	2023	2022
	£'000	£'000
Amount owed to group undertakings	18,585	15,550
Amounts owed to related parties	9,687	3,060
Corporation Tax	199	70
VAT	517	-
	<u><u>28,988</u></u>	<u><u>18,680</u></u>

Amounts owed to group undertakings and related parties are unsecured, interest free and repayable on demand. Related parties are Infineum Singapore LLP, Infineum USA L.P., Infineum (China) Co. Ltd., Infineum France SNC, Deutsche Infineum GmbH & Co. KG and Infineum Italia s.r.l. which are not owned by Infineum Holdings B.V., (the Company's ultimate holding company), and subsidiaries of Shell plc and Exxon Mobil Corporation, and Saudi Arabia Lube Additives Co. Ltd. (Salaco).

INFINEUM INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS - for the year ended 31 December 2023 (continued)

15. Called up share capital

	2023	2022
	£'000	£'000
Allotted and fully paid		
100 (2022: 100) ordinary shares of £1.00 each	*	*

*Amount less than £1,000

There are no restrictions on the distribution of dividends and the repayment of capital.

	2023	2022
	£'000	£'000
Dividend		
Equity - Ordinary	-	-
Interim 2023 (2022: interim 2022) paid	<u>4,062</u>	<u>8,741</u>
Total dividends paid	<u>4,062</u>	<u>8,741</u>

An interim dividend was paid for the year ended 31 December 2023. This was in the amount of £4,062,000 (2022: £8,741,000). The dividend has been accounted for within the current year financial statements as it was fully paid during the year.

16. Related party transactions

During the year, the Company entered into the following transactions with its related parties:

	Turnover	Purchases
	2023	2023
	£'000	£'000
Non-group affiliates	250,476	136,105
	Turnover	Purchases
	2022	2022
	£'000	£'000
Non-group affiliates	235,597	133,395

Non-group affiliates are Infineum Singapore LLP, Infineum USA L.P., Infineum France SNC, Infineum Italia s.r.l., Infineum (China) Co. Ltd. and Deutsche Infineum GmbH & Co. KG, and their subsidiaries where applicable, which are affiliates not owned by Infineum Holdings B.V., the Company's ultimate holding company. Amounts outstanding from/to related parties as at 31 December 2023 are detailed in Notes 8 and 11.

The principal activity of the Company is to act as a service company for the worldwide organisation of the Infineum group of companies. The Company incurs costs and recharges them to affiliate companies.

All related party transactions relate to corporate charges with non-group affiliates.

INFINEUM INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS - for the year ended 31 December 2023 (continued)

17. Commitment and contingent liabilities

No commitments and contingent liabilities.

18. Ultimate parent and controlling party

The Company is a wholly owned subsidiary undertaking of Infineum Netherlands B.V.. Infineum Netherlands B.V. is wholly owned by Infineum Holdings B.V., which is jointly owned by subsidiaries of Shell Plc and by subsidiaries of Exxon Mobil Corporation. The Company's ultimate parent company and controlling party is Infineum Holdings B.V., which is incorporated in the Netherlands and which is the parent undertaking of the smallest and largest group to consolidate these financial statements. The immediate parent of the Company is Infineum Netherlands B.V. Copies of the Infineum Holdings B.V. consolidated financial statements can be obtained from the following address:

Infineum Holdings B.V.
Schiphol Boulevard 359
1118 BJ Amsterdam Schiphol
The Netherlands

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

INFINEUM HOLDINGS B.V.

ANNUAL FINANCIAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 2023

DIRECTORS

M. Mann
V.L. Bartolozzi
A.S. Verheijen
J.H. Siemssen

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

INFINEUM HOLDINGS B.V.
FINANCIAL YEAR 1 JANUARY 2023 – 31 DECEMBER 2023

ANNUAL REPORT

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INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

INFINEUM HOLDINGS B.V.
FINANCIAL YEAR 1 JANUARY 2023 – 31 DECEMBER 2023

REPORT OF THE DIRECTORS

The Directors have pleasure in submitting Infineum Holdings B.V. (“the Company” or “IHBV”) annual accounts for the financial year ended 31 December 2023.

Infineum Holdings B.V., a company incorporated under the laws of the Netherlands, has its statutory seat in Rotterdam, the Netherlands, and its registered address at Schiphol Boulevard 359, 1118 BJ, Schiphol, the Netherlands. The Company’s registration number is 27174718. The Company’s ultimate shareholders are ExxonMobil Corporation (“ExxonMobil”) and Shell plc (“Shell”). The Company was incorporated in 1998 and acquired the majority of its interests in participations (direct and indirect) during 1999.

Principal Activities

The Company continues to act as a holding company of a group of companies (the “Group”). Its direct and indirect participations in subsidiaries and equity companies are listed in Note 1 of the Consolidated Annual Accounts.

The Company is the holding company for a group engaged in the manufacture, production and distribution of fuel and lubricant additives with two main locations for research and development activities, located in UK and Japan.

Key performance indicators (KPIs)

The Company does not have entity specific KPIs. Performance is monitored and analysed on a global wider group basis, both in terms of finance and safety.

Financial Information

The Group and Company remains in a positive net asset position. The consolidated net profit for the year to 31 December 2023 was \$18.4 million (2022: \$63.0 million). The consolidated revenue for the year to 31 December 2023 was \$1,030.6 million (2022: \$993.5 million). The consolidated net cash inflow for the year was \$12.9 million (2022: outflow of \$13.1 million).

The Company’s results, cash flow and funding requirements are mainly influenced by the results of its operating subsidiaries.

The results of the Company and its subsidiaries are determined based on trading activities and the cash flows are influenced by the timing of the trading activities.

The Company is profitable and, before dividend payments to shareholders, cash generating and hence does not require support from its parent companies.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

INFINEUM HOLDINGS B.V.
FINANCIAL YEAR 1 JANUARY 2023 – 31 DECEMBER 2023

REPORT OF THE DIRECTORS (continued)

Financial Information (continued)

The Group's solvency ratio for the year ended 31st December 2023 is 0.48 (2022: 0.57). The Group's liquidity ratio for the year ended 31st December 2023 is 1.77 (2022: 1.57).

Capital expenditure of the Group in the year primarily relates to investment in software and plant and machinery (2023: \$8.2 million; 2022: \$10.2 million).

In December 2023, the Company declared a dividend of \$25 million (2022: \$34 million) and this was paid to its shareholders in December 2023.

Code of Conduct

The Company has adopted and follows a mandatory set of core policies which provides the basis for the conduct of the wider Infineum group of companies. These can be found on the Company intranet.

Corporate Social Responsibility

The Infineum group of companies is committed to the principles of the Responsible Care global initiative of the chemical industry, and accordingly to advancing the safe and secure management of chemical products and processes through continuous improvement in all aspects of health, safety, environmental and security performance.

As part of this the Infineum group follows these objectives:

- To lead in ethical ways that increasingly benefit society, the economy and the environment.
- To design and develop products that can be manufactured, transported, used and disposed of or recycled safely.
- To work with customers, carriers, suppliers, distributors and contractors to foster the safe and secure use, transport and disposal of chemicals and provide hazard and risk information that can be accessed and applied in their operations and products.
- To design and operate facilities in a safe, secure and environmentally sound manner.
- To instill a culture throughout all levels of the organizations to continually identify, reduce and manage process safety risks.
- To promote pollution prevention, minimization of waste and conservation of energy and other critical resources at every stage of the life cycle of products.
- To cooperate with governments at all levels and organizations in the development of effective and efficient safety, health, environmental and security laws, regulations and standards.
- To support education and research on the health, safety, environmental effects and security of products and processes.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

INFINEUM HOLDINGS B.V.
FINANCIAL YEAR 1 JANUARY 2023 – 31 DECEMBER 2023

REPORT OF THE DIRECTORS (continued)

Corporate Social Responsibility (continued)

- To communicate product, service and process risks to stakeholders and listen to and consider their perspectives.
- To make continual progress toward a goal of no accidents, injuries or harm to human health and the environment from products and operations and openly report health, safety, environmental and security performance.
- To seek continual improvement in the integrated Responsible Care Management System® to address environmental, health, safety and security performance.
- To promote Responsible Care by encouraging and assisting other companies to adhere to these Guiding Principles.

Risk Management

Doing business inherently involves risk taking. By managing these risks, the Company strives to secure sustainable performance. Therefore, the Company operates a risk management framework that allows management to tolerate risks in a controlled manner, which is an essential element of its corporate governance and strategy development.

Risk management framework

The Company has implemented a risk management framework through which management aims to provide reasonable assurance that strategic and business objectives can be achieved. Management reviews the risk management framework and the Company's main risks on a regular basis. For those risks deemed material, mitigation action plans are developed and reviewed periodically to ensure that these are adequate.

Risk appetite

Management has formalized the Company's risk appetite and determined that the risk appetite varies between zero and moderate depending on the risk category:

Risk appetite table:

<i>Risk category</i>	<i>Category description</i>	<i>Risk appetite</i>
Strategic risk	Risk relating to prospective earnings and capital arising from strategic changes in the business environment and from adverse strategic business decisions.	Moderate
Operational risk	Risk relating to current operational and financial performance arising from failed internal processes and systems or from external events.	Low

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

INFINEUM HOLDINGS B.V.
FINANCIAL YEAR 1 JANUARY 2023 – 31 DECEMBER 2023

REPORT OF THE DIRECTORS (continued)

Risk Management (continued)

Risk appetite table: (continued)

<i>Risk category</i>	<i>Category description</i>	<i>Risk appetite</i>
Financial risk	Risk relating to financial loss due to the financing structure, cash flows and financial instruments of the business (including capital structure, insurance and fiscal structure) which may impair its ability to operate.	Low – moderate
Compliance risk	Risk resulting from non-compliance with relevant laws and regulations (including health and safety), internal policies and procedures.	Zero tolerance

Risk factors

This section describes the main risks that the Company is facing. The risks have been classified by risk categories.

The risks listed are not exhaustive, and additional risks and uncertainties not presently known to the Company or deemed material, may also have or develop a material adverse effect on its business, operations, financial condition or performance, or other interests. Similarly, the mitigating actions mentioned below are not exhaustive, may be ineffective and may be adjusted from time to time, and their inclusion in this section does not create any legal obligation for the Company. The sequence in which these risks and mitigating actions are presented in no way reflects any order of importance, chance or materiality.

Strategic risks

Fluctuating commodity prices

Price fluctuations can test the business assumptions and influence the Company's investment decisions, operational performance and financial position.

The Company reviews commodity price movements against the economic evaluation criteria of its ongoing projects, thus ensuring the economic viability. Commodity price volatility is intrinsic to the chemical additives business.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

INFINEUM HOLDINGS B.V.
FINANCIAL YEAR 1 JANUARY 2023 – 31 DECEMBER 2023

REPORT OF THE DIRECTORS (continued)

Risk Management (continued)

Compliance risks

Changes in legislation and fiscal and regulatory policies

Changes in legislation, taxation (tax rate or policy), regulations and policies all pose a risk to operations and can affect the operational performance and financial position of the Company.

The Company monitors changes to legislation applicable to the Company and compliance with tax code and license obligations.

Financial risks

Foreign exchange risk

Changes in currency values and exchange controls, particularly those between the Sterling, Euro and US Dollar can directly affect the costs and financial position of the Company and influence the operational performance.

Currency fluctuation is an intrinsic business risk that is hard to predict and manage.

The Company does not use financial instruments for the purposes of managing economic exposure to currency movements. Management is confident that the structure is in place to monitor risk and limit possible adverse impacts on the performance of the Company.

Interest Rates

The Company incurs interest rate risk on its interest-bearing non-current receivables, and on interest-bearing current liabilities. Management continues to monitor this position to ensure the interest rate risk profile is appropriate for the Company.

Liquidity risk

The Company actively manages its finances to ensure that it has sufficient available funds for its operations. The Company has a structure in place to monitor the best financing structure for the Company.

Fraud risk

The directors are responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud. There is an enterprise risk management framework in place to assist functions in managing risk in a systematic way on an on-going basis. Risk assessments are carried out for each key process in order to understand the risks and to incorporate risk responses into a system of management control, protecting company assets and ensuring reliable reporting and compliance with applicable laws and regulations. Mitigating controls are documented and updated as appropriate as processes change. The strength of these controls is regularly reviewed by the Internal Audit function and periodic peer review.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

INFINEUM HOLDINGS B.V.
FINANCIAL YEAR 1 JANUARY 2023 – 31 DECEMBER 2023

REPORT OF THE DIRECTORS (continued)

Risk Management (continued)

Operational risks

Safety and environmental risks

Risks related to the safety of people, assets and environment are inherent to the industry in which the Company operates. Materialization of these risks may severely affect the reputation, financial position and business continuity of the Company.

The Company implements HSSE policies which comply with relevant international standards. The Company also has insurance cover.

Climate change

Risks related to climate change are increasing in the industry in which the group of Companies operates. This could see a decline in usage of the internal combustion engine which could impact its profitability. There is also the risk of increased legal and regulatory measures and compliance obligations. The group of Companies also recognises the devastating impacts climate change will have on the global community in which it operates and has made sustainability a key part of its strategy.

The wider Infineum group has set specific and measurable 2025 ambitions set against a 2018 baseline in the priority areas of operations, solutions and supply chain. These are set out in more detail on page 41 of the 2023 Sustainability Report which is available on the Infineum website. In 2023, the wider Infineum group also defined its ambition to support the Paris Agreement's GHG emissions reduction trajectory and reach net zero for scope 1 and 2 GHG emissions from its operated assets by 2050. As part of this, the group of Companies has set a provisional roadmap for achieving a 50% reduction in emission intensity by 2030. This involves working with energy providers to improve the renewable energy mix and optimising manufacturing facilities to reduce the energy intensity of operations.

In order to achieve these goals, the wider Infineum group is working to embed sustainability in the organisational culture. The wider group has a Sustainability Executive Team which brings additional oversight and stewardship over the implementation of its strategy and helps to integrate sustainability objectives across functions. A management framework is in place to ensure that environmental protection is incorporated into its business planning and operations. Actions to integrate sustainable design solutions into the product development process have been defined including choosing more sustainable components and life cycle management, tracking the whole life cycle of a product from plant, to in use phase, to disposal.

The group of Companies aim to collaborate with suppliers to accelerate improvements across the value chain and to drive sustainability opportunities, with the intent to have 80% of relevant spend covered by sustainability assessments by 2025.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

INFINEUM HOLDINGS B.V.
FINANCIAL YEAR 1 JANUARY 2023 – 31 DECEMBER 2023

REPORT OF THE DIRECTORS (continued)

Risk Management (continued)

Climate change

In 2024, the Infineum group of companies published its second annual Sustainability report for the year 2023, highlighting key sustainability data and progress made toward its Sustainability strategy 2023. The report has been externally audited and is publicly available on the Infineum website.

Corporate Governance

The Board of Directors meets on a regular basis in the Netherlands and considers matters appropriate to a holding company.

At this moment the composition of the Board of Directors is one female and three males, therefore this does not reflect the situation as described in article 276 Book 2 of the Dutch Civil Code, however the Company will look for opportunities to change this position when any new Board vacancies arise in the future.

The group of companies have specific ambitions to ensure the leadership population is reflective of the communities in which they operate. The proportion of female senior leaders and female executive leaders stood at 30% and 20% for the year ended 2023 respectively, with the goal to increase these figures to 33% and 25% by the year 2025. There are numerous local initiatives and tailored training programmes in place to support this ambition, including specific inclusivity training for leaders. There is a framework in place which allows all alleged incidents of discrimination to be anonymously reported and investigated.

Services are provided to the Company by Infineum International Limited ("IINT"), through a service agreement. At the request of the Company, IINT also provides services to any subsidiary (both direct and indirect) of the Company. The Board seeks the advice of the IINT Board in relation to matters for which IINT has advisory responsibility. The Board of Directors independently evaluates the advice of the IINT Board, before making any decisions. The Board of Directors ensures that it has been sufficiently informed on all items presented to it for consideration.

The average number of persons employed by the Group in 2023 was 607 (2022: 610).

Activities in the field of Research & Development (R&D)

Certain subsidiaries of the Company carry out R&D activities, namely Infineum Japan Ltd and Infineum UK Ltd. This research and development activity relates to a range of projects, which includes projects that aim to achieve product performance improvements.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

INFINEUM HOLDINGS B.V.
FINANCIAL YEAR 1 JANUARY 2023 – 31 DECEMBER 2023

REPORT OF THE DIRECTORS (continued)

Energy Consumption

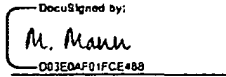
The wider Infineum group's corporate energy consumption from non-renewable sources in 2023 was 2.87 gigajoules (2022 3.05 gigajoules). Gross direct Green House Gas Emissions in 2023 were 56.3 metric tonnes Co2 equivalent (2022 58.0 metric tonnes).

Subsequent Events and Future Developments

No significant future developments are expected in the markets or the business of the Company in 2024.

BOARD OF DIRECTORS:

A.S. Verheijen 

M. Mann 

V. L. Bartolozzi 


J.H. Siemssen 

Date: 08 August 2024

Schiphol Boulevard 359
1118 BJ Schiphol,
The Netherlands.

Company Registration: 27174718

Victor Joannes
Cornelis
Valckx  Digitally signed by
Victor Joannes Cornelis
Valckx
Date: 2024.08.16
11:31:48 +02'00'

 PricewaterhouseCoopers
Accountants N.V.
For identification
purposes only

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

CONSOLIDATED BALANCE SHEET

As at 31 December 2023

(Before appropriation of results for the year)

	Note	31 December 2023 USD'000	31 December 2022 USD'000
ASSETS			
NON-CURRENT ASSETS			
Intangible assets	4	25,991	8,836
Property, plant and equipment	5	42,666	46,630
Financial assets	6	18,020	17,817
		<hr/>	<hr/>
TOTAL NON-CURRENT ASSETS		86,677	73,283
CURRENT ASSETS			
Inventories	7	48,617	83,780
Receivables	8	323,685	400,769
Cash and cash equivalents	9	47,541	34,613
		<hr/>	<hr/>
TOTAL CURRENT ASSETS		419,843	519,162
		<hr/>	<hr/>
TOTAL ASSETS		506,520	592,445
SHAREHOLDERS' EQUITY & LIABILITIES			
SHAREHOLDERS' EQUITY	10	259,766	254,741
PROVISIONS	11	9,130	7,821
CURRENT LIABILITIES	13	237,624	329,883
		<hr/>	<hr/>
TOTAL SHAREHOLDERS' EQUITY & LIABILITIES		506,520	592,445

The accompanying notes on pages 14 to 38 form an integral part of the annual accounts.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

CONSOLIDATED PROFIT AND LOSS ACCOUNT
For the year ended 31 December 2023

	Note	2023 USD'000	2022 USD'000
Revenue	14	1,030,640	993,518
Movement in raw materials and stocks of finished goods		35,160	(40,687)
Other operating income	15	346,165	285,473
Total operating income		1,411,965	1,238,304
Raw and auxiliary materials and other external costs	16	(1,013,307)	(832,951)
Wages and salaries	22	(47,594)	(46,019)
Social charges	22	(4,548)	(4,646)
Pension charges	22	(6,498)	(7,195)
Depreciation and amortisation of intangible and tangible fixed assets	4,5	(5,672)	(5,306)
Other operating charges	17	(293,821)	(270,633)
Total operating expenses		(1,371,440)	(1,166,750)
Operating profit		40,525	71,554
Loss on liquidation of participation		(1,571)	-
Net finance income and exchange differences	19	1,875	5,550
Profit from ordinary operations before taxation		40,829	77,104
Taxation	20	(22,810)	(14,534)
Share in profit of participation		370	433
Net profit		18,389	66,003

The accompanying notes on pages 14 to 38 form an integral part of the annual accounts.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
For the year ended 31 December 2023

	2023	2022
	USD'000	USD'000
Net Profit	18,389	63,003
Other items of comprehensive (loss)/income		
Items that are not reclassified to profit or loss in later periods:		
Share of other comprehensive income in equity	2,483	1,705
Items that may be reclassified to profit or loss in later periods:		
Currency translation differences	3,819	(4,901)
Total other items of comprehensive income/(loss)	6,302	(3,196)
Total comprehensive income	24,691	59,807

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

CONSOLIDATED CASH FLOW STATEMENT
For the year ended 31 December 2023

	Note	2023 USD'000	2023 USD'000	2022 USD'000	2022 USD'000
<u>Cash flow from operating activities</u>					
Net profit			18,389		63,003
Adjustments for:					
Depreciation and amortisation	4,5	5,672		5,306	
Tax expense		22,810		14,534	
Interest income	19	(1,909)		(5,585)	
Interest expense	19	34		35	
Share of profit of associates and joint venture	27	(755)		(403)	
Loss on disposal of investment		1,571		-	
Loss on post retirement benefit reserve	33	2,484		1,705	
			29,907		78,595
Movements in working capital:					
Decrease/(increase) in receivables		77,084		(99,117)	
Decrease/(increase) in inventories		35,161		(40,686)	
Decrease in creditors, including VAT payable/reclaimable		7,597		1,290	
			119,842		(138,513)
Movement in provisions			711		842
Cash inflow/(outflow) generated from commercial operations			168,849		(59,076)
Interest received	19	1,909		5,585	
Interest paid	19	(34)		(35)	
Income taxes paid		(17,582)		(10,022)	
			(15,707)		(4,472)
Cash inflow/(outflow) generated from operating activities			153,142		(63,548)
<u>Cash flow from investing activities</u>					
Acquisition of intangible fixed assets		(8,031)		(10,205)	
Acquisition of tangible fixed assets		(8,181)		-	
Transfer from tangible fixed assets		250		-	
Disposal of tangible fixed assets		54		-	
Disposal of investment		(1,571)		-	
Dividend received from equity companies		566		285	
Cash outflow from investing activities			(16,913)		(9,920)
<u>Cash flow from financing activities</u>					
Loan (to)/from group companies		(34,918)		27,355	
Loan (to)/from non-group companies		(69,568)		101,577	
Dividend payment to shareholders		(25,251)		(33,997)	
Cash (outflow)/inflow from financing activities			(129,737)		94,935
Net cash inflow for the year			6,492		21,467

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

CONSOLIDATED CASH FLOW STATEMENT (continued)
Year ended 31 December 2023

Effect of exchange rate changes on cash items	<u>6,436</u>	<u>(8,394)</u>
Increase in cash and cash equivalents for the year	<u>12,928</u>	<u>13,073</u>

Movements in cash and cash equivalents can be analysed as follows:

	2023 USD'000	2022 USD'000
At 1 January	34,613	21,540
Movements in the year	12,928	13,073
At 31 December	<u>47,541</u>	<u>34,613</u>

The closing cash figure for 2023 comprises of a \$47,541k (2022: \$34,613k) cash asset.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS
For the year ended 31 December 2023

1. General

Activities

Infineum Holdings B.V. has its statutory seat in Rotterdam, the Netherlands, and its registered address at Schiphol Boulevard 359, 1118 BJ Amsterdam Schiphol, the Netherlands. The Company's registration number is 27174718. The Company's ultimate shareholders are ExxonMobil Corporation ("ExxonMobil") and Shell plc ("Shell"). It is the holding company for a group engaged in the manufacture and distribution of fuel and lubricant additives. The holding company was incorporated on 23 September 1998 and acquired the majority of its interests in participations during 1999. A list of significant participations is provided below. Throughout these accounts, the terms "Infineum" and "Group" refers to the Infineum Holdings B.V. group.

The Company had the following subsidiaries (direct and indirect) and participations at 31 December 2023:

<u>Consolidated</u>	<u>Domicile</u>	<u>Proportion of issued capital held (Direct / indirect)</u>
Infineum Brasil Ltda.	Rio de Janeiro, Brazil	99.8%
Infineum Iberia S.L.U.	Madrid, Spain	100%
Infineum International Limited.	Milton Hill, England	100%
Infineum UK Ltd.	Milton Hill, England	100%
Infineum India Additives Private Limited	Mumbai, India	99.97%
Infineum Japan Ltd.	Tokyo, Japan	100%
Infineum Korea Ltd.	Seoul, Korea	100%
Infineum Netherlands B.V.*	Rotterdam, the Netherlands	100%
 <u>Non - consolidated</u>		
Jinzhou Jinex Lubricant Additives Co Ltd	Jinzhou, Peoples Republic of China	50%
Shanghai High Lube Additives Co. Ltd.	Shanghai, Peoples Republic of China	50%
Saudi Arabia Lube Additives Co. Ltd.	Jeddah, Kingdom of Saudi Arabia	40%

* This investment is held directly by the Company. All other participations are held indirectly through Infineum Netherlands B.V.

The consolidated balance sheet and consolidated statement of income include the Company's financial statements and the financial statements of its direct and indirect subsidiaries.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

2. Material accounting policy information

Basis of preparation

The company financial statements and the consolidated financial statements have been prepared in accordance with Part 9, Book 2 of the Netherlands Civil Code and the firm pronouncements in the Guidelines for Annual Reporting in the Netherlands as issued by the Dutch Accounting Standards Board.

Given the international structure and nature of operations of the subsidiary companies, the Company's financial statements are presented in US Dollar.

There have been no changes to accounting policies compared to 2023.

The balance sheet, profit and loss account and cash flow statement include references to the notes.

Principles of consolidation

The consolidated financial statements of the Company include those companies in which it, directly or indirectly, has an interest of more than 50% of the voting rights or can exercise control. The total assets, liabilities and results (if owned for a full year) of the consolidated companies are included. Minority interests in the equity and income of subsidiary companies are shown separately. Intercompany balances, transactions and unrealised profit in inventory are eliminated on consolidation. The consolidated profit and loss account includes the proportion of the results for the period of any acquired or divested companies which the Company has held during the year as entitled under the terms of the applicable contracts, less provisions for any permanent impairment in value.

Companies in which it, directly or indirectly, has a material interest of at least 20% and no more than 50% of the voting rights are carried at net asset value. Other investments are carried at cost.

The accounting policies of the Group companies and other consolidated legal entities have been changed where necessary, in order to align them to the prevailing Group accounting policies.

An abridged income statement has been included in the company financial statements.

Going concern

The Directors have assessed that the Company is able to operate on a going concern basis. This is based on the strength of the Company's financial position, notably its net assets and forecasts taking account of reasonably possible changes in trading conditions, which should allow the Company to meet its liabilities over the next 12 months from the reporting date. The company participates in treasury agreements with its shareholders, giving it access to sufficient liquid resources for the foreseeable future. As such, the accounting principles applied to the valuation of assets and liabilities and the determination of results in these financial statements are based on the assumption of continuity of the Company as a going concern. The Company continues to review its range of activities generally with a view to growing the business.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

2. Material accounting policy information (continued)

Related parties

All legal entities that can be controlled, jointly controlled or significantly influenced are considered related parties. Entities which can control the company and other entities controlled by them are also considered related parties. In addition, statutory directors and other key management are also considered to be related parties.

Transactions with related parties are disclosed in the notes insofar as they are not transacted under normal market conditions. The nature, extent and other information is disclosed if this is necessary in order to provide the required insight.

All group companies mentioned above (page 14) are considered to be related parties. Transactions between group companies are eliminated on consolidation. Non-consolidated affiliated group companies (Infineum USA L.P., Infineum USA Inc., Infineum Singapore LLP, Infineum (Shanghai) Additive Co. Ltd, Infineum (China) Co. Ltd, Infineum Italia S.r.l., Infineum France S.N.C. and Deutsche Infineum GmbH & Co. KG) are also considered to be related parties. The ultimate parent companies, Shell plc and ExxonMobil Corporation, and any subsidiaries of these companies also qualify as related parties.

Related party transactions are disclosed in the accounts in 'Receivables' (Note 8), 'Current liabilities' (Note 13), 'Revenue' (Note 14), and 'Raw and auxiliary materials and other external costs' (Note 16) and 'Other operating charges' (Note 17).

All transactions with related parties are transacted under normal market conditions.

Acquisitions and disposals of group companies

Identifiable assets acquired and liabilities assumed in a business combination are recognised in the financial statements from the acquisition date.

The acquisition price consists of the cash consideration, or equivalent, agreed for acquiring the company plus any directly attributable expenses. If the acquisition price exceeds the net amount of the fair value of the identifiable assets and liabilities, the excess is capitalised as goodwill under intangible assets.

Entities continue to be consolidated until they are sold; they are deconsolidated from the date that control ceases. The disposal is recognised as the carrying value of the investment less any return of capital from the entity.

Cash flow statement

The cash flow statement has been prepared according to the indirect method. The cash and cash equivalents in the cash flow statement comprise the balance sheet item cash and the bank overdraft forming part of current liabilities. Cash flows in foreign currencies have been translated at the rate of exchange ruling at the transaction date. Exchange differences affecting cash items are shown separately in the cash flow statement. Receipts and expenditures in respect of interest and taxation on profits are included in the cash flow from operating activities. The cost of acquisition of new group companies, insofar as they are paid for in cash, and dividends received are included in the cash flow from investing activities. Dividends paid are recognised as cash used in financing activities. The cash and cash equivalents of newly acquired group companies are deducted from the cost of acquisition. Non-cash transactions, including finance leasing, are not included in the cash flow statement.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

2. Material accounting policy information (continued)

Estimates

The preparation of financial statements in conformity with the relevant rules requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. If necessary, for the purposes of providing the view required under Section 362(1), Book 2, of the Netherlands Civil Code, the nature of these estimates and judgements, including the related assumptions, is disclosed in the notes to the financial statement items in question.

Accounting policies for the Balance Sheet

Intangible assets

Intangible assets are stated at historical cost less amortisation. Allowance is made for impairment losses; a loss qualifies as an impairment loss if the carrying amount of the asset exceeds the recoverable amount.

A review for the potential impairment of an intangible asset is carried out if events or changes in circumstances indicate that the carrying amount of a tangible asset may not be recoverable.

The amortisation periods for patents and trademarks are 1-10 years.

Research and development expenditure

Research and development expenditure is recognised in the profit and loss account.

Purchased intellectual property

Intellectual property purchased from other companies is valued at acquisition cost and amortised on a straight-line basis over the estimated useful economic life, not exceeding 10 years.

Royalties and licence fees

Lump sum, one time royalty or licence fees paid at the time of construction of a facility are capitalised as part of the cost of the asset at acquisition cost. Royalty or licence fees paid on an annual basis are charged to the profit and loss account.

Software

Amortisation of software is recognised in the profit and loss account.

Property, plant and equipment

All property, plant and equipment are stated at cost less accumulated depreciation. Carrying amounts are tested for impairment when events or changes in circumstances indicate that the fixed asset group values may not be recoverable. Land is not depreciated. Property, plant and equipment are depreciated over their estimated useful lives by the straight-line method.

Ordinary maintenance and repairs are expensed as incurred; replacements and improvements are capitalised.

The depreciation periods are:

Buildings	-	10 - 40 years
Plant and equipment	-	20 years
Other operating fixed assets	-	3 - 20 years

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

2. Material accounting policy information (continued)

Accounting policies for the Balance Sheet (continued)

Property, plant and equipment (continued)

Assets in place on formation of Infineum were transferred to Infineum at predecessor cost (i.e. at the net book value recorded in the parent company accounts). Depreciation has been continued over the original useful life.

An asset is subject to impairment if the economic environment gives rise to an impairment or if its carrying amount is higher than its recoverable amount; the recoverable amount is the higher of the net realisable value and the value in use. Net realisable value is determined based on the active market. In the case that no active market exists, the value is a best estimate by management. For the determination of the value in use, cash flows are discounted. If it is established that a previously recognised impairment no longer applies or has declined, then the impairment will be reversed. The increased carrying amount of the assets in question is not set higher than the carrying amount that would have been determined had no asset impairment been recognised.

Financial assets

Non-consolidated participations in respect of which 20% or more of the voting rights are held are accounted for using the net asset value method. Accordingly, the Company's share of the investees' net assets and income are reported in its balance sheet and profit and loss account respectively. Net asset value is calculated using the accounting policies applied in these financial statements.

Associates whose financial information cannot be aligned to these policies are valued based on their own accounting policies. Other participations in which the Company has no significant influence are carried at cost. A provision is recorded if and when the Company is fully or partially liable for the debts of the associate or has the firm intention to allow the associate to pay its debts.

At each balance sheet date, the Company tests whether there are any indications of assets being subject to impairment. If any such indications exist, the recoverable amount of the asset is determined. If this proves to be impossible, the recoverable amount of the cash-generating unit to which the asset belongs is identified.

An asset is subject to impairment if its carrying amount exceeds its recoverable amount; the recoverable amount is the higher of an asset's fair value less costs to sell and value in use. Any impairment loss is recognised in the profit and loss account.

If it is established that a previously recognised impairment loss no longer applies or has declined, the increased carrying amount of the assets in question is not set higher than the carrying amount that would have been determined had no asset impairment been recognised.

Assets and liabilities are generally valued at historical cost, production cost or at fair value at the time of acquisition. If no specific valuation principle has been stated, valuation is at historical cost. In the balance sheet, income statement and the cash flow statement, references are made to the notes.

Inventories

Inventories are carried at the lower of cost and net realisable value. Inventory that is used as component parts in the manufacturing of products for resale are valued on the last-in-first-out (LIFO) basis, reflecting material, labour and production overhead.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

2. Material accounting policy information (continued)

Accounting policies for the Balance Sheet (continued)

Inventories (continued)

The realisable value of finished goods is the estimated sales price less directly attributable sales costs. In determining the realisable value, the obsolescence of the inventories is taken into account.

The realisable value of raw materials, consumables and work in progress is derived from the estimated sales price of the finished products and goods for resale, taking into account the estimated costs of completion and the estimated costs that are necessary to realise the sale.

Inventory that is used to facilitate the production process but does not form part of end products for resale are valued on the weighted average cost basis.

In valuing inventory, appropriate allowance is made for obsolete or slow-moving goods.

The allocation of overheads is based on the normal level of activity, taking into account design capacity, current working conditions and budgeted levels of activity.

Receivables

Receivables are recognised initially at fair value and subsequently measured at amortised cost. If payment of the receivable is postponed under an extended payment deadline, fair value is measured on the basis of the discounted value of the expected revenues. Interest gains are recognised using the effective interest method. When a receivable is uncollectible, it is written off against the allowance account for receivables.

Cash and cash equivalents

Cash represents cash in hand, bank balances and deposits with a maturity of less than 12 months. Current account overdrafts at banks are included under bank overdrafts under the heading Current Liabilities. Cash and cash equivalents are at the Group's free disposal. Cash at banks and in hand is carried at nominal value.

Other assets

All other assets are initially measured at fair value, and subsequently carried at amortised cost, except where a different basis of valuation has been indicated in the annual accounts.

Foreign currencies

Functional Currency – Items in the financial statements of group companies are stated with due observance of the currency of the primary economic environment in which the respective group company operates (functional currency). The Company's functional currency is the Euro.

Presentation Currency – The Company and the Consolidated Annual Accounts are presented in US Dollar.

Transactions - Transactions denominated in foreign currencies in the operating period are recognised in the financial statements at the exchange rate ruling at the transaction date.

Monetary assets and liabilities – Monetary assets and liabilities denominated in foreign currencies are translated into each group company's functional currency at the rate of exchange prevailing at the balance sheet date. Exchange differences resulting from settlement and translation are recognised through the profit and loss.

Non-monetary assets are held at cost and recognised using the exchange rates prevailing at the dates of the transactions (or the approximated rates).

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

2. Material accounting policy information (continued)

Accounting policies for the Balance Sheet (continued)

Foreign currencies (continued)

Consolidation – Assets and liabilities of consolidated subsidiaries with a functional currency different from the presentation currency are translated at the rate of exchange prevailing at the balance sheet date; income and expense are translated at the rate of the day. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of these subsidiaries and translated at the closing rate. Any resulting exchange differences are taken directly to the currency translation account for translation differences within equity.

Equity balances – Equity balances are held at historic rates, except for issued share capital which is translated at year end rate in line with Dutch Law. Differences between historic rates and year end rates are included within the currency translation adjustment account.

Provisions

Provisions are recognised for legally enforceable or constructive obligations resulting from past events existing at the balance sheet date, the settlement of which is probable to require an outflow of resources whose extent can be reliably estimated.

Provisions are measured on the basis of the best estimate of the amounts required to settle the obligations at the balance sheet date and are measured at present value.

If the expenditure to settle obligations is expected to be reimbursed by third parties, the reimbursement is carried as an asset at the balance sheet date if it is likely to be received as soon as the entity settles the obligation.

Pensions

As allowed by the Dutch Accounting Standards Board, pension obligations are accounted for based on ASC 715-30 for Defined Benefit plans and ASC 715-70 for Defined Contribution Plans under the Codification.

The Group has a number of pension schemes, including a number of defined benefit schemes. These provide defined pension benefits to employees of Group companies upon reaching retirement age, the amount of which depends on age, salary and years of service. The pension provision carried on the balance sheet is the present value of pension benefit obligations under the defined benefit scheme net of fair value of plan assets, against which unrecognised actuarial gains or losses and unrecognised past service costs are set off. The required pension provision is measured annually by independent actuaries. The present value of the obligation is computed by discounting estimated future cash flows, using interest rates applying to high quality corporate bonds with a term broadly consistent with the term of the related pension obligation. Actuarial gains and losses arising from changes in actuarial assumptions are credited or charged to shareholders' equity. Unrecognised past service costs are taken directly to the profit and loss account unless the changes in the pension scheme depend on the employees remaining in service for a specific period (the qualifying period). In that case, the past service costs are recognised on a straight line basis over the qualifying period.

For their defined contribution schemes, Group companies pays contributions to pension funds on a compulsory, contractual or voluntary basis. Except for the payment of contributions, there are no further obligations in connection with these pension schemes. Contributions are recognised as employee costs when incurred. Prepaid contributions are accounted for under prepayments and accrued income if this leads to a repayment or a reduction in future payments.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

2. Material accounting policy information (continued)

Accounting policies for the Balance Sheet (continued)

Provisions (continued)

Deferred income tax assets and liabilities (continued)

Deferred income tax assets and liabilities are recognised to provide for temporary differences between the tax bases of assets and liabilities, and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates that have been enacted or substantively enacted by the balance sheet date expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are deductible temporary differences and available fiscal losses and are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences and fiscal losses can be utilised.

Amounts relating to deferred taxation are undiscounted.

Other provisions

Other provisions are recognised at the nominal value of the settlement of the expected obligation.

Operating leases

Leases in which a significant portion of the risks and rewards incidental to ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the Profit and Loss Account on a straight-line basis over the period of the lease.

Liabilities

On initial recognition current liabilities are recognised at fair value. After initial recognition current liabilities are measured at the amortised cost price, being the amount received taking into account premiums or discounts and minus transaction costs. This is usually the nominal value.

Accounting policies for the Profit and Loss Account

General information

Profit or loss is determined as the difference between the realisable value of the goods delivered and services rendered, and the costs and other charges for the year. Revenues on transactions are recognised in the year in which they are incurred.

Recognition of income and expenses

Revenue from the sale of goods is recognised when all significant risks and significant rights to the economic benefits in respect of the goods have been transferred to the buyer. Turnover is determined as income from the supply of products and is stated net of discounts and value added taxes.

Other operating income includes income from services supplied and is recognised once the services have been provided or, in the case of services supplied to affiliated group companies, when the related costs have been incurred by the Infineum Holdings B.V. group companies.

Services are charged to the profit and loss account once it has been determined that these services have been provided.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

2. Material accounting policy information (continued)

Recognition of income and expenses (continued)

Salaries and social security costs are charged to the profit and loss account when due, and in accordance with employment contracts and obligations.

Other operating charges comprise costs chargeable to the year that are not directly attributable to the cost of the goods and services sold.

Raw and auxiliary materials and other external costs

Cost of sales represents the direct and indirect expenses attributable to revenue, including raw materials and consumables and other external expenses.

Employee benefits

Short-term employee benefits, salaries, wages and social security contributions are taken to the profit and loss account based on the terms of employment, where they are due to employees.

Depreciation and amortisation of intangible and tangible fixed assets

Intangible assets are amortised and property, plant and equipment depreciated over their estimated useful lives as from the inception of their use. Land and assets under construction not in use are not depreciated. Future amortisation and depreciation are adjusted if there is a change in an asset's estimated future useful economic life.

Exchange differences

Exchange differences arising upon the settlement of monetary items are recognised in the income statement in the period they arise.

Finance income and costs

Interest paid and received is recognised on a time-weighted basis, taking account of the effective interest rate of the assets and liabilities concerned.

Taxation

The Company together with Infineum Netherlands B.V. form a tax group which is subject to tax in the Netherlands. Company income tax is based upon the results reported in the statement of income, as adjusted for permanent differences. Current tax rates are applied. The settlement of taxes is made by the Company and settled through the intercompany accounts.

Tax is calculated on the profit before taxation in the profit and loss account, taking into account any losses carried forward from previous financial years, tax exempt items and non-deductible expenses.

Provisions for deferred taxes have been set up where items entering into the determination of accounting profit for one period are recognised for taxation purposes in another. The principal differences arise in connection with the depreciation of fixed assets and the valuation of inventory. In calculating the provision, enacted and materially enacted tax rates are applied. Deferred tax assets are recognised to the extent that it is regarded as probable that they will be recovered. Deferred tax assets and liabilities are not discounted and are calculated based on the tax rate prevailing on the balance sheet date or the rates that will apply in the future, insofar as these have been enacted.

The Company is part of the Dutch Fiscal unity together with Infineum Netherlands B.V..

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

3. Financial Risk Management

The Company is exposed to financial risks from a variety of factors that include foreign exchange risk, interest rate risk, liquidity risk and cash flow risk.

Foreign exchange risk

The risk for the Company is concerned with positions and future transactions in US Dollar, EURO, and pound sterling.

Interest rate risk

The Company incurs interest rate risk on its interest-bearing non-current receivables, and on interest-bearing current liabilities.

Liquidity risk

The Company actively manages its finances to ensure that it has sufficient available funds for its operations.

Cash flow risk

The Company's cash flow risk is minimised by the structure of its funding arrangements.

Credit risk

The IHBV group of companies actively manages its portfolio of customers such that its credit risk is minimised. The Group does not have any significant concentrations of credit risk. Sales are made to customers that meet the Group's credit rating. Goods and services are sold subject to payment deadlines ranging between 30 and 60 days. A different payment period may apply to major supplies, in which case additional securities are sought, including guarantees. The Company has issued loans to parent companies, as well as to underlying group companies. These counterparties do not have a history of non-performance.

Safety and environment

Risks related to the safety of people, assets and environment are inherent to the industry in which Infineum operates. Materialization of these risks may severely affect the reputation, financial position and business continuity of Infineum.

Changes in legislation, taxation (tax policy), regulations and other policies

Changes in legislation, taxation (tax rate or policy), regulations and policies all pose a risk to operations and can affect the operational performance and financial position of the Company.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

4. Intangible assets

The movements in the intangible assets are summarised as follows:

	Software and licences USD'000
Costs	
At 1 January 2023	19,217
Additions	8,031
Disposals	(1,881)
Transfers	10,161
Foreign currency translation differences	1,312
At 31 December 2023	36,840
Amortisation	
At 1 January 2023	(10,381)
Charge for the year	(1,545)
Disposals	1,881
Foreign currency translation differences	(804)
At 31 December 2023	(10,849)
Net book value at 31 December 2023	25,991
Net book value at 31 December 2022	8,836
Amortisation rate	10%

5. Property, plant and equipment

The movements in property, plant and equipment can be summarised as follows:

	Operational land and buildings	Plant and machinery	Other operating fixed assets	Assets under construction	Total
	USD'000	USD'000	USD'000	USD'000	USD'000
Cost					
At 1 January 2023	19,576	46,167	15,769	17,089	98,601
Additions	481	2,639	20	5,041	8,181
Disposals	-	(234)	(54)	-	(288)
Transfers	306	3,694	(92)	(14,319)	(10,411)
Foreign currency translation differences	-	4,550	310	-	4,860
At 31 December 2023	20,363	56,816	15,953	7,811	100,943

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

5. Property, plant and equipment (continued)

	Operational land and buildings	Plant and machinery	Other operating fixed assets	Assets under construction	Total
	USD'000	USD'000	USD'000	USD'000	USD'000
<u>Accumulated depreciation and impairment</u>					
At 1 January 2023	(4,770)	(37,670)	(9,531)	-	(51,971)
Depreciation charge for year	(116)	(3,351)	(313)	-	(3,780)
Disposals	-	180	54	-	234
Transfers	(8)	(338)	-	-	(346)
Foreign currency translation difference	-	(2,022)	(392)	-	(2,414)
At 31 December 2023	(4,894)	(43,201)	(10,182)	-	(58,277)
Net book value at 31 December 2023	15,469	13,615	5,771	7,811	42,666
Net book value at 31 December 2022	14,806	8,497	6,238	17,089	46,630
Depreciation rate	2.5% - 10.0%	5.0%	5.0% - 33.0%		

Assets under construction are not depreciated.

The nature of the assets in 'Assets under construction' are primarily plant and machinery.

Management does not consider any impairment of property, plant and equipment necessary.

6. Financial assets

<u>Participations stated at net asset value</u>	2023 USD'000	2022 USD'000
Net asset value at 1 January	17,817	18,417
Dividends received	(566)	(285)
Share in results	797	403
Directors' fees	(43)	-
Foreign currency translation differences	15	(718)
Net asset value at 31 December	18,020	17,817

The initial valuation of the investments is at cost. The Company is not liable for the debts of the participations.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

7. Inventories

	31 December 2023 USD'000	31 December 2022 USD'000
Raw and auxiliary materials	2,242	2,693
Finished products and goods for resale	46,375	81,087
	<u>48,617</u>	<u>83,780</u>

The value of inventory under LIFO calculated on a period end basis for 2023 is \$48.6 million (2022: \$83.8 million). The carrying value of inventories is equal to the net realisable value. The inventory measurement if it were based on weighted average would be \$63.2m.

8. Receivables

	31 December 2023 USD'000	31 December 2022 USD'000
Trade receivables	119,899	118,958
Receivables from affiliated and ExxonMobil/Shell group companies due within 1 year	132,131	220,666
Deferred tax asset	-	4,573
Income tax receivable	11,995	10,659
Other receivables	11,753	10,685
Prepayments and accrued income	27,681	23,600
	<u>303,459</u>	<u>389,141</u>
Other receivables due after more than one year	<u>20,226</u>	<u>11,628</u>
	<u>323,685</u>	<u>400,769</u>

The fair value of the accounts receivable approximates the carrying amount, given the current character of the receivables and the fact that provisions for bad debt are recognised, where necessary.

Receivables from ExxonMobil/Shell group companies are interest bearing. The interest rate may vary between SOFR/EURIBOR a range of +1.84% and +3.90% (2022: a range of +0.59% and +1.90%). The fair value of receivables approximates the book value. All receivables are due in less than one year.

The amount contained within "Other receivables due after more than once year" primarily relates to Pension \$20,099,000 (2022 : \$11,107,000).

The amount contained within 'Trade receivables' includes a bad debt provision of \$195,000 (2022: \$201,000).

The deferred tax asset primarily relates to temporary timing differences for the valuation of inventory. Receivables from group and affiliated companies do not bear any interest and are repayable on demand.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

8. Receivables (continued)

The Company has financial assets comprising of receivables and loans, these are measured at amortised cost.

All transactions with related parties are carried out under normal market conditions.

9. Cash and cash equivalents

USD'000

Cash and cash equivalents as at 31 December 2023

47,541

The cash as at 31 December 2023 is at the free disposal of the Group as a whole. The increase in cash and cash equivalents of \$13.1k is driven by an increase in financing, particularly with regards to loans from parent companies.

10. Shareholders' equity

Shareholders' equity is detailed in the Company balance sheet on page 38 and in the related notes.

11. Provisions

The movements in provisions during the year were:

	<u>Pensions</u>	<u>Deferred tax liabilities</u>	<u>Bonus</u>	<u>Other</u>	<u>Total</u>
	USD'000	USD'000	USD'000	USD'000	USD'000
Balance at 1 January 2023	-	4,174	3,535	112	7,821
Removal of liquidated company	325	(257)	-	-	68
Released to income	(2,030)	(176)	-	(72)	(2,278)
Charged to post-retirement benefit reserve	(5,598)	-	-	-	(5,598)
Addition of long-term bonus provision	-	-	3,405	-	3,405
Reclassification*	8,856	682	-	-	9,538
Pay-out of long-term bonus provision in current year	-	-	(2,807)	-	(2,807)
Translation differences	(1,553)	534	-	-	(1,019)
Balance at 31 December 2023	-	4,957	4,133	40	9,130

* Transfer to Receivables relates to the short-term portion of pension.

All provisions shown are at nominal value.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

11. Provisions (continued)

In 2016 the Directors of Infineum UK Ltd. and the Trustee of the Infineum UK Pension Plan agreed the annual deficit closure lump sum payments of £1,460,000 per annum starting in May 2018 until May 2026, or until the funding shortfall in the Infineum UK Pension Plan has been eliminated if sooner.

The pension obligation in relation to the Infineum UK Pension Plan is assessed in accordance with the advice of Broadstone Pensions & Investments Ltd using the projected unit method. Per the latest actuarial report as at December 2023, the defined benefit scheme is now in a surplus position.

The provision for deferred income taxes is recognised to account for taxable temporary differences between the tax base of 'Property, plant and equipment', and their carrying amounts in the financial statements.

Other provisions comprise:

	31 December 2023 USD'000	31 December 2022 USD'000
Provision for employee service & severance (2-5 years)	<u>40</u>	<u>112</u>

The bonus provision is unsecured and does not bear interest.

The bonus provisions are repayable as follows:

	31 December 2023 USD'000	31 December 2022 USD'000
Of which:		
Duration <1 year (Note 13)	5,645	7,548
Duration >1 year <5 years	<u>4,133</u>	<u>3,535</u>
Total bonus provision	<u>9,778</u>	<u>11,083</u>

Provisions due in 1-5 years relates to long term bonus for Infineum UK Ltd.
The provisions shown are at fair value.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

12. Pensions

The Group has a number of defined-benefit pension plans for employees of Group companies in certain locations. These pension obligations are accounted for as follows:

Obligations and funded status

	2023	2022
	USD'000	USD'000
Change in benefit obligations:		
Benefit obligation at beginning of year	(177,331)	(311,215)
Service cost	(2,636)	(4,447)
Interest cost	(8,309)	(5,026)
Employee participants contributions	(6)	(5)
Actuarial (loss)/ gain	(2,915)	105,420
Benefits paid	7,186	6,747
Plan amendments	253	454
Foreign currency translation differences	(9,917)	30,741
Benefit obligation at end of year	<u>(193,675)</u>	<u>(177,331)</u>
Change in plan assets:		
Fair value of plan assets at beginning of year	200,465	331,290
Actual return on plan assets	16,391	(95,147)
Employer contributions	2,825	4,011
Employee contributions	6	5
Benefits paid	(7,186)	(6,747)
Foreign currency translation differences	11,761	(32,947)
Fair value of assets at end of the year	<u>224,262</u>	<u>200,465</u>
Funded status	<u>30,587</u>	<u>23,134</u>

The accumulated benefit obligation as at 31 December 2023 was \$188.7 million (2022: \$267.6 million).

The actuarial gain increased significantly in the year due to a change in financial assumptions for the UK defined benefit obligation, including the discount rate, inflation and salary growth assumptions. The return on plan assets was also measured for the UK pension fund, causing a large decrease.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

12. Pensions (continued)

Amounts recognised in the consolidated balance sheet consist of:

	31 December 2023 USD'000	31 December 2022 USD'000
Current liabilities	(7,776)	(7,022)
Non-current assets	<u>38,363</u>	<u>30,156</u>
	30,587	23,134
Shareholders' equity (gross)	30,301	38,701
Net amount recognised	<u>60,888</u>	<u>61,835</u>

Amounts recognised in shareholders' equity consist of:

	31 December 2023 USD'000	31 December 2022 USD'000
Accumulated actuarial loss	<u>(33,301)</u>	<u>(38,701)</u>
Deferred tax on accumulated actuarial gain	6,325	9,532
Net amount recognised in equity	<u>(26,976)</u>	<u>(29,169)</u>

The majority of the plan assets are held in the Infineum UK Pension Plan. As at the measurement date, these plan assets were allocated as follows:

<u>Asset category</u>	<u>2023 Target</u>	<u>2023 Actual</u>	<u>2022 Actual</u>
Equity securities	30%	28.8%	31.4%
Debt securities	70%	70.9%	68.1%
Real estate	0.0%	0.0%	0.0%
Other	0.0%	0.3%	0.5%

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

12. Pensions (continued)

The following benefit payments, which reflect expected future service, are expected to be paid:

	USD'000
2024	7,776
2025	9,645
2026	8,801
2027	10,005
2028	9,357
2029-2033	57,761

Expected employer contributions to funded plans for 2024 are \$7.8 million (2023: \$7.8 million).

Assumptions

The plan assets, plan liabilities, and net periodic pension costs are calculated utilising a number of assumptions and projections. Two of the most important assumptions are the expected return on plan assets and the discount for determining the funded status shown below.

Weighted-average assumptions used to determine net periodic benefit cost for years ended 31 December were as follows:

	2023	2022
Discount rate	4.49%	4.62%
Expected long-term return on plan assets	2.30%	2.50%
Rate of compensation increase	3.08%	3.13%

The selection of a discount rate is required to determine the value of the future pension obligations and represents management's best estimate of the cost in the market place to settle all pension obligations. The discount rate is determined based upon current market indicators, including yields from dedicated bond portfolios that provide for general matching of bond maturities with the projected benefit cash flows from our plans.

The long-term expected rate of return is established based on forward looking, long-term return assumptions for each asset class, taking into account factors such as the expected real return on specific asset class and inflation.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

13. Current liabilities

	31 December 2023 USD'000	31 December 2022 USD'000
Trade creditors	66,439	62,838
ExxonMobil/Shell group companies	18,209	40,451
Non – consolidated affiliated companies	135,224	204,793
Taxes and other social charges	10,581	12,828
Other creditors	662	836
Short-term bonus provision	5,645	7,548
Accruals and deferred income	864	589
	<u>237,624</u>	<u>329,883</u>

The amount owing to ExxonMobil/ Shell group companies relates to an intercompany loan which fluctuates significantly month on month.

There has also been a large decrease in intercompany purchases of goods for resale from non-consolidated affiliated companies, particularly from France, Italy and Singapore.

Taxes and other social charges

	31 December 2023 USD'000	31 December 2022 USD'000
Turnover tax	3,560	3,758
Corporate income tax	7,021	9,070
	<u>10,581</u>	<u>12,828</u>

Corporate income tax can be broken down as follows:

	2023 USD'000	2022 USD'000
Payable as at 1 January	9,962	5,339
Payable for financial year	15,069	18,919
Total	25,031	24,258
Paid during the financial year	(20,866)	(14,296)
Payable as at 31 December	<u>4,165</u>	<u>9,962</u>

All current liabilities are due within one year.

Payables to group and affiliated companies do not bear any interest and are repayable on demand.

All transactions with related parties are carried out under normal market conditions.

Liabilities to ExxonMobil/Shell group companies include loan deposit agreements which are interest bearing. The interest rate may vary between an SOFR/EURIBOR range of +1.84% and +3.90% (2022: a range of +0.59% and +1.90%). The fair value of liabilities approximates the book value.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

13. Current Liabilities (continued)

The Company has financial liabilities which comprise of trade creditors and loans. These are measured at amortised cost.

Bank overdrafts and loans

No overdrafts are applicable in 2022 and 2023.

14. Revenue

	2023 USD'000	2022 USD'000
Non - consolidated affiliated companies	45,535	46,128
ExxonMobil/Shell group companies	268,923	283,277
Third parties	716,182	664,113
	<u>1,030,640</u>	<u>993,518</u>

Revenue can be analysed by geographical area as follows:

	2023 USD'000	2022 USD'000
Asia Pacific	285,577	243,600
Europe and the Middle East & Africa	547,277	580,559
Latin America	195,449	168,697
USA and Canada	2,337	662
	<u>1,030,640</u>	<u>993,518</u>

All revenue relates to the sale of petroleum additives products.

While overall tonnage sold decreased slightly in the year, revenue increased mainly due to increases in unit variable margin.

15. Other operating income

	2023 USD'000	2022 USD'000
Non - consolidated affiliated companies	341,284	281,279
Third parties	4,881	4,194
	<u>346,165</u>	<u>285,473</u>

Other operating income primarily relates to the provision of group services and provision of manufacturing and utilities services to non-Group companies. Income from intercompany recharges increased in 2023 compared to the previous year.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

16. Raw and auxiliary materials and other external costs

	2023 USD'000	2022 USD'000
Non - consolidated affiliated companies	716,381	736,231
ExxonMobil/Shell group companies	1,232	1,716
Third parties	<u>295,694</u>	<u>95,004</u>
	<u>1,013,307</u>	<u>832,951</u>
	2023 USD'000	2022 USD'000
Raw and auxiliary materials	999,554	823,570
Other external costs	<u>13,753</u>	<u>9,381</u>
	<u>1,013,307</u>	<u>832,951</u>

The cost of sales decreased in 2023 in line with tonnage. In addition, there was a decrease in the charge for inventory and an adjustment for LIFO.

17. Other operating charges

	2023 USD'000	2022 USD'000
Non - consolidated affiliated companies	121,614	98,445
ExxonMobil/Shell group companies	4,768	5,679
Audit fees (Note 18)	1,140	671
Third parties	<u>166,299</u>	<u>165,838</u>
	<u>293,821</u>	<u>270,633</u>

Other operating charges primarily relates to the provision of group services and provision of manufacturing and utilities services. Costs from intercompany recharges decreased in 2023 compared to the previous year.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

18. Audit fees

Description audit fee type	2023	2023	2023
	Pricewaterhouse Coopers Accountants N.V. USD'000	Other audit/network firms USD'000	Total amount USD'000
Audit costs, review of the annual accounts	55	259	314
Audit costs, other audit assignments	-	-	-
Audit costs, fiscal advisory services	-	826	826
Other non-audit services	-	-	-
Total audit fees	55	1,085	1,140

The fees listed above relate to the procedures applied to the Company and its consolidated group entities by accounting firms and external independent auditor as referred to in Section 1, subsection 1 of the Audit Firms Supervision Act ('Wet toezicht accountant organisaties - Wta') as well as by Dutch and foreign-based accounting firms, including their tax services and advisory groups.

These fees relate to the audit of the 2023 financial statements, regardless of whether the work was performed during the financial year.

19. Net finance income / (loss) and exchange differences

	2023	2023	2022	2022
	USD'000	USD'000	USD'000	USD'000
Interest income – related companies	1,681		223	
Interest income - other	135		80	
		1,816		303
Interest expense - related companies	(34)		(35)	
Interest expense - other	-		-	
		(34)		(35)
Foreign exchange gain		93		5,282
		1,875		5,550

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

20. Taxation

The taxation on result of ordinary activities amounts to \$22.8 million (2022: \$17.8 million) and can be specified as follows:

	2023 USD'000	2022 USD'000
Deferred taxes	11,237	(4,382)
Income tax expense from current financial year	10,145	17,620
Income tax expense from prior financial years	<u>1,428</u>	<u>1,296</u>
	<u>22,810</u>	<u>14,534</u>
Effective tax rate	54.90%	18.74%
Average tax rate	22.61%	21.69%

The effective tax rate differs from previous years, primarily due to permanent differences.

The average tax rate is based on the relative proportion of the Group companies' contribution to the result and the tax rates ruling in the countries concerned.

	USD'000	%
Profit before tax including share in profit of participation	41,545	
Tax at average rate	9,393	22.61
Prior year assessments updated during the year	1,428	3.44
Deferred tax	11,237	27.05
Withholding tax	752	1.81
Tax at effective tax rate	<u>22,810</u>	<u>54.90</u>

For corporate income tax purposes, the Company and its direct subsidiary are a fiscal unity.

Pursuant to the Collection of State Taxes Act, the Company and its direct subsidiary are both severally and jointly liable for the tax payable by the combination.

In the financial statements of the Company, tax expenses are calculated on the basis of the commercial result realised by the Company, and its subsidiaries settle these expenses through their intercompany (current) accounts.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

21. Leases

The principal provisions relate to the lease of office space. Amounts due under operating leases in effect at 31 December 2023 amount to:

	31 December 2023		31 December 2022	
	USD'000	USD'000	USD'000	USD'000
	<u>Land & buildings</u>	<u>Other</u>	<u>Land & buildings</u>	<u>Other</u>
Less than one year	1,007	44	726	49
Due in 1 – 5 years	835	56	224	94
	<u>1,842</u>	<u>100</u>	<u>950</u>	<u>143</u>

Within the Profit and Loss account there are charges relating to leases of \$1.3 million (2022: \$1.4 million).

22. Employee information

The average number of persons employed by the Group during 2023 was 607 (2022: 610) and can be categorised as follows:

	2023	2022
Manufacturing	81	76
Technology	383	374
Sales	40	40
Marketing	12	12
Other	91	108
	<u>607</u>	<u>610</u>

The average number of persons employed outside the Netherlands during 2023 was 607 (2022: 610).

The salaries and social security costs for the employees are classified as follows:

	2023	2022
	USD'000	USD'000
Wages and salaries	47,594	46,019
Social charges	4,548	4,646
Pension charges	6,498	7,195
	<u>58,640</u>	<u>57,860</u>

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

23. Remuneration of directors

The directors received total remuneration of \$0.8 million in 2023 (2022: \$0.7 million).

24. Subsequent events and future developments

No significant future developments are expected in the markets or the business of the Company in 2024.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

COMPANY BALANCE SHEET
As at 31 December 2023
(Before appropriation of results for the year)

	Note	31 December 2023 USD'000	31 December 2022 USD'000
ASSETS			
NON-CURRENT ASSETS			
Financial assets	27	<u>250,555</u>	<u>246,123</u>
TOTAL NON-CURRENT ASSETS		250,555	246,123
CURRENT ASSETS			
Receivables	28	<u>76,597</u>	<u>75,520</u>
TOTAL CURRENT ASSETS		76,597	75,520
TOTAL ASSETS		327,152	321,643
SHAREHOLDERS' EQUITY & LIABILITIES			
SHAREHOLDERS' EQUITY			
Issued share capital	29	5,516	5,324
Share premium account	30	200,183	194,790
Currency translation adjustment account	31	(22,324)	(26,142)
Accumulated profits	32	107,911	70,159
Other reserve	32	(49,910)	(52,393)
Result for the year	33	<u>18,389</u>	<u>63,003</u>
TOTAL SHAREHOLDERS' EQUITY		259,765	254,741
CURRENT LIABILITIES	34	67,387	66,902
TOTAL SHAREHOLDERS' EQUITY & LIABILITIES		327,152	321,643

The accompanying notes on pages 41 to 47 form an integral part of the annual accounts.

It is proposed by the directors to add the remaining part of the result to accumulated reserve.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

COMPANY PROFIT AND LOSS ACCOUNT
For the year ended 31 December 2023

	2023	2022
	USD'000	USD'000
Net result from participations after tax	(6,674)	35,054
Net other results after tax	25,063	27,949
Net result after tax	18,389	63,003

The accompanying notes on pages 42 to 48 form an integral part of the annual accounts.

The average number of persons employed by the Company during 2023 was 0 (2022: 0).

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE COMPANY ANNUAL ACCOUNTS
For the year ended 31 December 2023

25. General

Activities

The Company's activities are included in Note 1 to the consolidated accounts on page 13.

Statement of income

As allowed by Book 2:402 a summarised statement of income has been presented for the Company.

26. Material accounting policy information

The Company's financial statements have been prepared in accordance with the statutory provisions of Part 9, Book 2, of the Netherlands Civil Code and the firm pronouncements in the Guidelines for Annual Reporting in the Netherlands as issued by the Dutch Accounting Standards Board.

The accounting policies for the Company financial statements are in line with those in the consolidated annual accounts (pages 14 – 23).

27. Financial assets

All participations are stated at net asset value, using the same method as applied to non-consolidated group participations in the consolidated financial statements (see Note 1 to the consolidated annual accounts).

A list of (direct and indirect) participations at 31 December 2023 is provided in the notes to the consolidated annual accounts (page 14).

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE COMPANY ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

27. Financial assets (continued)

Financial assets comprise:

	2023 USD'000	2022 USD'000
Participations stated at net asset value		
- Group companies (consolidated in the Group's financial statements)	232,535	228,307
- Other Group companies (non-consolidated in the Group's financial statements)	18,020	17,816
Net asset value at 31 December	<u>250,555</u>	<u>246,123</u>

Participations in Group companies

	2023 USD'000	2022 USD'000
Net asset value at 1 January	228,307	214,255
Dividends received	(24,791)	(35,099)
Share in results	17,362	62,646
Dividends from non-consolidated companies	566	285
Other reserve	2,484	1,705
Translation differences	8,607	(15,485)
Net asset value at 31 December	<u>232,535</u>	<u>228,307</u>

Participations in other Group companies

	2023 USD'000	2022 USD'000
Net asset value at 1 January	17,816	18,417
Dividends received	(566)	(285)
Share in results	755	403
Translation differences	15	(719)
Net asset value at 31 December	<u>18,020</u>	<u>17,816</u>

Management does not consider any impairment necessary.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE COMPANY ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

28. Receivables

	31 December 2023 USD'000	31 December 2022 USD'000
Receivables from ExxonMobil/Shell group companies	<u>76,598</u>	<u>75,520</u>

All receivables are due within one year. Receivables from ExxonMobil/ Shell group companies are interest bearing. The interest rate may vary between SOFR/EURIBOR a range of +1.84% and +3.90% (2022: a range of +0.59% and +1.90%).

The amounts relate to intercompany loan deposit agreements and fluctuate significantly month on month.

29. Issued share capital

The share capital of the Company comprises 3 classes of preference shares and 8 classes of ordinary shares, as shown in the table below. Each share had a nominal value of NLG 10 until 23 November 2001. On this date, the nominal value of each share was converted to EURO 4,50.

<u>Class</u>	<u>Type</u>	<u>Authorised</u>		<u>Issued and fully paid</u>	
		Number	EURO	Number	EURO
A	Preference	600,000	2,700,000	-	-
A1	Ordinary	76,568	344,556	50,866	228,897
A2	Ordinary	328,054	1,476,243	179,257	806,657
A3	Ordinary	202,054	909,243	101,027	454,622
A4	Ordinary	393,324	1,769,958	223,422	1,005,399
B	Preference	600,000	2,700,000	-	-
B1	Ordinary	215,676	970,542	140,044	630,198
B2	Ordinary	456,892	2,056,014	234,172	1,053,774
B3	Ordinary	327,148	1,472,166	180,200	810,900
B4	Ordinary	10,142	45,639	156	702
C	Preference	20,000	90,000	-	-
		<u>3,229,858</u>	<u>14,534,361</u>	<u>1,109,144</u>	<u>4,991,149</u>

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE COMPANY ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

29. Issued share capital (continued)

For reporting purposes, the shares are grouped into the categories A, B and C. The ordinary A shares are owned indirectly by ExxonMobil Corporation. The ordinary B shares are owned indirectly by Shell plc.

Authorised share capital	31 December 2023 EURO'000	31 December 2022 EURO'000
A shares	7,200	7,200
B shares	7,244	7,244
C shares	90	90
	<u>14,534</u>	<u>14,534</u>

Share capital issued and paid up

	2023 USD'000	2022 USD'000
<u>A shares</u>		
Balance at 1 January	2,662	2,826
Foreign currency translation differences	96	(164)
Balance at 31 December	<u>2,758</u>	<u>2,662</u>
<u>B shares</u>		
Balance at 1 January	2,662	2,826
Foreign currency translation differences	96	(164)
Balance at 31 December	<u>2,758</u>	<u>2,662</u>
Total balance at 31 December	<u>5,516</u>	<u>5,324</u>

Share capital at 31 December 2023 was €4,991,149 (2022: €4,991,149) split equally between A shares and B shares. Share capital is translated into US Dollar at the exchange rates at the balance sheet dates.

Exchange rate for 31 December 2023 EUR 0.90498 = USD 1

Exchange rate for 31 December 2022 EUR 0.93756 = USD 1

All of the paid-up and called-up share capital qualifies as fully paid-up share capital for tax purposes.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE COMPANY ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

30. Share premium account

	2023 USD'000	2022 USD'000
Balance at 1 January	194,790	204,060
Foreign currency translation differences	5,393	(9,270)
Balance at 31 December	<u>200,183</u>	<u>194,790</u>

Share premium at 31 December 2023 was €178,907,042 (2022: €178,907,042) Share premium is translated into US Dollar at the year-end rate of 0.90498.

31. Currency translation adjustment account

	2023 USD'000	2022 USD'000
Balance at 1 January	(26,143)	(21,241)
Foreign currency translation differences	3,819	(4,902)
Balance at 31 December	<u>(22,324)</u>	<u>(26,143)</u>

32. Accumulated profits and other reserve

	2023 USD'000	2022 USD'000
<u>Other reserve</u>		
Balance at 1 January	(52,393)	(54,098)
Current year movement on OCIR	2,483	1,705
Balance at 31 December	<u>(49,910)</u>	<u>(52,393)</u>
<u>Accumulated profits</u>		
Balance at 1 January	70,159	70,294
Net result of the previous year	63,003	33,862
Dividends paid	(25,251)	(33,997)
Legal reserve	-	-
Balance at 31 December	<u>107,911</u>	<u>70,159</u>

The result for the year is equal to the consolidated profit for the year as per the consolidated profit and loss account on page 11.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE COMPANY ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

33. Profit Appropriation

Article 22 of the Company's statutes states that out of the profit earned in the preceding year, primarily and to the extent possible, a preference dividend will be distributed on the class A preference shares, class B preference shares and class C preference shares. The allocation of the remaining profits shall be determined by general meeting.

It is proposed by the directors to add the remaining part of the result to accumulated profit/deficit.

34. Current liabilities

	31 December 2023 USD'000	31 December 2022 USD'000
Payable to ExxonMobil/Shell group companies	<u>67,387</u>	<u>66,902</u>
Balance at 31 December	<u>67,387</u>	<u>66,902</u>

All current liabilities are due within one year. Liabilities to ExxonMobil/Shell group companies include loans which are interest bearing. The interest rate may vary between SOFR/EURIBOR a range of +1.84% and +3.90% (2022: a range of +0.59% and +1.90%). The fair value of liabilities approximates the book value.

The amounts relate to loan deposit agreements which fluctuate significantly month on month.

35. Commitments and contingent liabilities

IHBV group companies have obligations under various agreements and guarantees and are involved in claims and inquiries. Management believe that resolution of these matters will not have a material adverse effect on the financial position of the IHBV group or the results of its operations at 31 December 2023.

Infineum Netherlands B.V. has given a guarantee for up to \$29.1 million to Citibank N.A., New York in respect of loan facilities granted to certain Company subsidiaries (direct & indirect) trading in Latin America, Asia, Canada and UK. The facilities were not utilised in 2023.

The Company provides a pension guarantee to Infineum UK Pension Trustee Ltd. as Trustee of the Infineum UK Pension Plan ("the Scheme") for all present and future obligations and liabilities of Infineum UK Ltd. to make payments to the Scheme up to a maximum amount equal to the lowest non-negative amount which, when added to the assets of the Scheme, would result in the Scheme being at least 105 per cent funded on the date on which any liability under the Guarantee arises, calculated on the basis set out in section 179 of the Pensions Act 2004, were a valuation to be conducted as at that date. There is no expiration.

Infineum Netherlands B.V. provides a guarantee to Infineum UK Pension Trustee Ltd. (as trustee of the Infineum UK Pension Plan) in respect of the obligations of Infineum UK Ltd to fund the pension plan. The obligations include not only on-going pension contributions for active members but also payments agreed between Infineum UK Ltd. and the trustee to eliminate the funding deficit. The maximum amount of the guarantee is £50,000,000.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

NOTES TO THE COMPANY ANNUAL ACCOUNTS (continued)
For the year ended 31 December 2023

35. Commitments and contingent liabilities (continued)

The Company forms an income tax group with Infineum Netherlands B.V. Under the Dutch collection of State Taxes Act, the Company and its fellow group members are jointly and severally liable for any taxes payable by the tax group.

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

BOARD OF DIRECTORS:

V. L. Bartolozzi

DocuSigned by:
Victor Bartolozzi
A6B975511580459

M. Mann

DocuSigned by:
M. Mann
D03EDAF01FCE48B

J.H. Siemssen

DocuSigned by:
J.H. Siemssen
BD318D731695481

A.S. Verheijen


DocuSigned by:
A.S. Verheijen
504DCAF2FC2148F

Date: 08 August 2024

Infineum Holdings B.V.
Schiphol Boulevard 359
1118 BJ Schiphol,
The Netherlands.
Company registration: 27174718

Victor Joannes
Cornelis
Valckx

Digitally signed by
Victor Joannes
Cornelis Valckx
Date: 2024.08.16
11:32:50 +02'00'

 PricewaterhouseCoopers
Accountants N.V.
For identification
purposes only

INFINEUM HOLDINGS B.V.
YEAR ENDED 31 DECEMBER 2023

OTHER INFORMATION

1. Appropriation of result – provisions in Company's articles of association

Article 22 of the Company's articles of association states that out of the result for the year, primarily and to the extent possible, a preference dividend will be distributed on the class A preference shares, class B preference shares, and class C preference shares. The allocation of the remaining result is at the disposal of the annual general meeting of shareholders.

2. Independent Auditor's report

The report of the independent auditor, PricewaterhouseCoopers Accountants N.V. is presented on the next page.



Independent auditor's report

To: the general meeting of Infineum Holdings B.V.

Report on the audit of the financial statements 2023

Our opinion

In our opinion, the financial statements of Infineum Holdings B.V. ('the Company') give a true and fair view of the financial position of the Company and the Group (the company together with its subsidiaries) as at 31 December 2023, and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

What we have audited

We have audited the accompanying financial statements 2023 of Infineum Holdings B.V., Rotterdam. The financial statements comprise the consolidated financial statements of the Group and the company financial statements.

The financial statements comprise:

- the consolidated and company balance sheet as at 31 December 2023;
- the consolidated and company profit and loss account for the year then ended;
- the consolidated cash flow statement for the year then ended; and
- the notes, comprising a summary of the accounting policies applied and other explanatory information.

The financial reporting framework applied in the preparation of the financial statements is Part 9 of Book 2 of the Dutch Civil Code.

The basis for our opinion

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

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

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Independence

We are independent of Infineum Holdings B.V. in accordance with the 'Wet toezicht accountantsorganisaties' (Wta, Audit firms supervision act), the 'Verordening inzake de onafhankelijkheid van accountants bij assuranceopdrachten' (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the 'Verordening gedrags- en beroepsregels accountants' (VGBA, Dutch Code of Ethics).

Information in support of our opinion

We designed our audit procedures with respect to fraud and going concern, and the matters resulting from that, in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The information in support of our opinion, such as our findings and observations related to the audit approach fraud risk and the audit approach going concern was addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

Audit approach fraud risks

We identified and assessed the risks of material misstatements of the financial statements due to fraud. During our audit we obtained an understanding of Infineum Holdings B.V. and its environment and the components of the internal control system. This included the board of directors' risk assessment process, the board of directors' process for responding to the risks of fraud and monitoring the internal control system. We refer to section 'Fraud Risk' of the report of the directors for the management's risk assessment.

We evaluated the design and relevant aspects of the internal control system with respect to the risks of material misstatements due to fraud and in particular the fraud risk assessment, as well as the code of conduct, anti-bribery and corruption guidance, anti-money laundering policy and whistle-blower procedures, among other things. We evaluated the design and the implementation and, where considered appropriate, tested the operating effectiveness of internal controls designed to mitigate fraud risks.

We asked members of the management board as well as the internal audit department, finance function, and human resources whether they are aware of any actual or suspected fraud. This did not result in signals of actual or suspected fraud that may lead to a material misstatement.

As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting fraud, misappropriation of assets and bribery and corruption. We evaluated whether these factors indicate that a risk of material misstatement due to fraud is present.



We identified the following fraud risks and performed the following specific procedures:

Identified fraud risks	Our audit work and observations
<p>Risk of management override of controls</p> <p>Management is in a unique position to perpetrate fraud because of management's ability to manipulate accounting records and prepare fraudulent financial statements by overriding controls that otherwise appear to be operating effectively.</p> <p>That is why we paid attention to the risk of management override of controls, including risks of potential misstatements due to fraud based on an analysis of potential interests of management in areas where management would most likely override controls, i.e., accounting for significant unusual transactions, recording of critical accounting estimates, booking of manual journal entries, or via incomplete/inaccurate disclosures.</p> <p>We pay particular attention to tendencies due to possible interests of management.</p>	<p>We paid specific attention to the access safeguards in the IT system and the possibility that these lead to violations of the segregation of duties.</p> <p>We selected journal entries based on risk criteria and conducted specific audit procedures for these entries. These procedures include, among other things, inspection of the entries to source documentation.</p> <p>Furthermore:</p> <ul style="list-style-type: none">• we paid attention to significant transactions outside the normal course of business;• we reviewed significant and/or unusual contracts;• we performed periodic interviews with management, including members of operational areas to understand the business and control risk;• we reviewed the adequacy of journal entries with the assistance of data analytics tools;• we tested transactions with related parties. <p>Our audit procedures did not lead to specific indications of fraud or suspicions of fraud with respect to management override of controls.</p>
<p>Risk of fraud in revenue recognition</p> <p>As part of our risk assessment and based on a presumption that there are risks of fraud in revenue recognition, we evaluated which type of revenue transactions or assertions give rise to the risk of fraud in revenue recognition.</p>	<p>We evaluated the design and implementation of the internal control system in the processes related to revenue reporting.</p> <p>We paid specific attention to the access safeguards in the IT system and the possibility that these lead to violations of the segregation of duties.</p> <p>We performed data analyses to identify potential notable revenue entries in the financial year and performed specific substantive audit procedures on these entries, including determining whether these entries are based on deliveries that actually took place in the financial year.</p> <p>We tested, on a sample basis, the delivered performance and transaction prices of the revenue transactions based on purchase orders, sales invoices, clients' acceptance of the delivered projects and cash receipts. In addition, we performed audit procedures on credit notes after the balance sheet date to verify if fictitious revenue has been recognised in the current financial year.</p> <p>Our audit procedures did not lead to specific indications of fraud or suspicions of fraud with respect to material unusual revenue transactions.</p>



We incorporated an element of unpredictability in our audit. During the audit, we remained alert to indications of fraud. Furthermore, we considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance with laws and regulations.

Audit approach going concern

As disclosed in section 'Going concern' on page 15 of the financial statements, the board of directors performed their assessment of the Company's ability to continue as a going concern for at least twelve months from the date of preparation of the financial statements and has not identified events or conditions that may cast significant doubt on the Company's ability to continue as a going concern (hereafter: going-concern risks). Our procedures to evaluate the board of directors' going-concern assessment included, among other things:

- considering whether the board of directors identified events or conditions that may cast significant doubt on the Company's ability to continue as a going concern (hereafter: going-concern risks);
- considering whether the board of directors' going-concern assessment includes all relevant information of which we are aware as a result of our audit by inquiring with the board of directors regarding the board of directors' most important assumptions underlying its going-concern assessment. Among other things, the board of directors took into consideration the participation in treasury agreements with its shareholders, giving it access to sufficient liquid resources for the foreseeable future;
- performing inquiries of the board of directors as to its knowledge of going-concern risks beyond the period of the board of directors' assessment.

We concluded that the board of directors' use of the going-concern basis of accounting is appropriate, and based on the audit evidence obtained, that no material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

Report on the other information included in the annual financial report

The annual financial report contains other information. This includes all information in the annual financial report in addition to the financial statements and our auditor's report thereon.

Based on the procedures performed as set out below, we conclude that the other information:

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

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

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

The board of directors is responsible for the preparation of the other information, including the directors' report and the other information in accordance with Part 9 of Book 2 of the Dutch Civil Code.



Responsibilities for the financial statements and the audit

Responsibilities of the board of directors

The board of directors is responsible for:

- the preparation and fair presentation of the financial statements in accordance with Part 9 of Book 2 of the Dutch Civil Code; and for
- such internal control as the board of directors determines is necessary to enable the preparation of the 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. Based on the financial reporting framework mentioned, the board of directors should prepare the financial statements 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. The board of directors should disclose in the financial statements any event and circumstances that may cast significant doubt on the Company's ability to continue as a going concern.

Our responsibilities for the audit of the financial statements

Our responsibility is to plan and perform an audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence to provide a basis for our opinion. 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 an auditor's report that includes our opinion. Reasonable assurance is a high but not absolute level of assurance, and is not a guarantee that an audit conducted in accordance with the Dutch Standards on Auditing will always detect a material misstatement when it exists. Misstatements may arise due to fraud or error. They 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 the financial statements.

Materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

A more detailed description of our responsibilities is set out in the appendix to our report.

Rotterdam, 8 August 2024
PricewaterhouseCoopers Accountants N.V.

Original has been signed by V.J.C. Valckx RA EMoC



Appendix to our auditor's report on the financial statements 2023 of Infineum Holdings B.V.

In addition to what is included in our auditor's report, we have further set out in this appendix our responsibilities for the audit of the financial statements and explained what an audit involves.

The auditor's responsibilities for the audit of the financial statements

We have exercised professional judgement and have maintained professional scepticism throughout the audit in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit consisted, among other things of the following:

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

Considering our ultimate responsibility for the opinion on the consolidated financial statements, we are responsible for the direction, supervision and performance of the group audit. In this context, we have determined the nature and extent of the audit procedures for components of the Group to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole. Determining factors are the geographic structure of the Group, the significance and/or risk profile of group entities or activities, the accounting processes and controls, and the industry in which the Group operates. On this basis, we selected group entities for which an audit or review of financial information or specific balances was considered necessary.

We communicate with the board of directors 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.