

**Report on the audit of the
annual financial
statements and the
warehouse report**

as of 31.12.2023

Company
ASAP Holding GmbH
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REVISA
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-auditing company-

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A. Audit assignment

The management of the company

ASAP Holding GmbH, Gaimersheim,
- hereinafter also referred to as the "Company" for short

has engaged us, in accordance with the resolution of the shareholders' meeting dated May 8, 2023, to audit the annual financial statements for the year ended December 31, 2023, including the underlying accounting records and the management report for the financial year 2023, and to report in writing on the results of our audit.

We confirm in accordance with § 321 Abs. 4a HGB that we have complied with the applicable independence requirements in our audit.

In accordance with our engagement, we have extended the auditor's report to include Appendix VI, which contains additional disclosures and explanations.

We issue the following report on the nature, scope and results of our audit in accordance with the "German generally accepted standards for the audit of financial statements" promulgated by the Institut der Wirtschaftsprüfer in Deutschland e. V. (IDW) (IDW PS 450 n. F. (10.2021)), to which we enclose the audited annual financial statements (Appendices I - III) and the management report (Appendix IV).

For the performance of the engagement and our responsibility, also in relation to third parties, the agreed "General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften" in the version dated January 1, 2017, attached to this report as Appendix VII, apply. We also refer to the liability provisions contained in Section 9 and to the exclusion of liability towards third parties as well as the further provisions of the "Special Engagement Terms" attached as Appendix VIII.

This audit report is addressed to ASAP Holding GmbH, Gaimersheim.

B. Basic findings

Statement on the assessment of the situation by the legal representatives

We believe that the management's presentation and assessment of the company's position and its expected development in the annual financial statements and the management report are accurate.

The following aspects should be emphasized with regard to the company's **business performance and position**:

- In the 2023 financial year, the company generated net income for the year in the amount of EUR 10,418 thousand after EUR 13,941 thousand in the previous year. Gross profit increased significantly by EUR 2,211 thousand to EUR 12,593 thousand. This is primarily due to the gradual expansion of the central services provided by ASAP Holding GmbH. Against this backdrop, the capacity of the company's workforce was also significantly increased by 36 employees to an average of 91 employees in the reporting year. Accordingly, personnel expenses also increased significantly by EUR 2,598 thousand compared to the previous year.
- Due to the ongoing tense situation on the automotive market, the profits of the subsidiaries collected under the existing profit and loss transfer agreements totaling EUR 16,045 thousand are below the previous year's level of EUR 18,771 thousand. Nevertheless, the ASAP Group performed well on the market and achieved a satisfactory result despite the difficult conditions.
- The balance sheet total increased significantly in the reporting year from EUR 49,006 thousand to EUR 58,633 thousand. This is primarily due to the increase in receivables from affiliated companies. The significant increase in receivables from affiliated companies is mainly due to the increase in receivables from cash pool agreements with subsidiaries.
- The equity ratio increased significantly from around 44.8% in the previous year to around 55.3% in the reporting year. The increase in equity corresponds to the annual result achieved.
- The increase in other liabilities of EUR 1,276 thousand compared to the previous year is related to the VAT still to be paid and can be explained by the existing VAT groups. ASAP Holding GmbH acts as the controlling company.
- The company's cash and cash equivalents amounted to EUR 13,977 thousand as at the balance sheet date. Bank liabilities amounted to EUR 4,391 thousand. The company acts as a holding company and manages the Group-wide cash pooling. The balance of cash pool receivables and cash pool liabilities amounted to EUR 2,455 thousand as at the balance sheet date.

We consider the presentation of the company's **expected development** in the management report and the management's going concern assumption to be plausible. We would like to draw attention to the following key statements:

- For 2024, the company's management expects significant sales growth across the Group in the future-oriented areas. As planned, ASAP Holding GmbH's sales revenues will remain slightly above the level of the reporting year. Due to the associated demands on the administrative units, further administrative specialists will be hired at ASAP Holding. As a result of the associated increase in personnel expenses and another disproportionately high increase in income from profit transfers from subsidiaries, the management of ASAP Holding GmbH expects a positive development in the annual result.
- The opportunities for the ASAP Group and thus for ASAP Holding GmbH lie primarily in the stringent focus on future-oriented areas such as electronics and software development as well as e-mobility and offer the Group a very good starting position on the market. New service areas and larger market shares can be developed through the networking of areas and knowledge of new technologies. By i n t e g r a t i n g offshore and nearshore resources, the ASAP Group can counteract the shortage of skilled workers and cost pressure.
- The main risks currently lie in the persistently poor macroeconomic environment. In particular, high inflation and higher interest rates, combined with the existing challenges, are leading to rather poor economic conditions. The resulting effects on the ASAP Group's main customers from the OEM environment and system suppliers may have negative consequences for the business development of the ASAP Group and thus ASAP Holding GmbH. These effects may have a particularly negative impact on capacity utilization, value creation and earnings.
- There are also risks associated with the pronounced shortage of skilled workers in Germany. The resulting competition for the best employees leads to a disproportionate increase in wage costs, which can have a negative impact on profitability. The recruitment of suitably qualified employees is critical to the success of future growth. Recruiting suitable technical experts, particularly in the areas of software and e-mobility, is therefore becoming increasingly difficult and cost-intensive, thus limiting growth.

C. Subject, type and scope of the audit

I. Subject of the audit

Within the scope of our engagement, we have audited the accounting records and the annual financial statements as of December 31, 2023 - comprising the balance sheet, the income statement and the notes to the financial statements - and the management report for the financial year 2023 in accordance with § 317 HGB ("Handelsgesetzbuch": German Commercial Code) for compliance with the relevant legal requirements for financial reporting. There are no supplementary provisions from the articles of association.

We have audited the annual financial statements for compliance with the accounting provisions of Sections 242 to 256a and Sections 264 to 288 HGB and the special provisions of the GmbHG.

We have audited the management report as to whether it is consistent with the annual financial statements and the findings of our audit, as a whole provides a suitable view of the Company's position and suitably presents the opportunities and risks of future development. The audit of the management report also includes assessing whether the legal requirements relating to the preparation of the management report have been complied with. In this context, the completeness and - to the extent that the information relates to forecasts - the plausibility of the information were examined. We have assessed the disclosures taking into account our knowledge gained during the audit.

The Company's management is responsible for the accounting records, the internal control system established for this purpose, the preparation of the annual financial statements and the disclosures made to us. Our responsibility is to express an opinion on the documents submitted by the management and the disclosures made within the scope of our audit in accordance with German commercial law and the provisions of the German Limited Liability Companies Act (Gesetz betreffend die Gesellschaften mit beschränkter Haftung - GmbHG).

II. Type and scope of the audit

In conducting our audit of the annual financial statements, we observed the provisions of §§ 316 ff. HGB and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (IDW). Those standards require that we plan and perform the audit such that it can be assessed with reasonable assurance whether the accounting records, the annual financial statements and the management report are free of material misstatements and violations. We conducted our audit such that misstatements materially affecting the presentation of a true and fair view of the net assets, financial position and results of operations of the company in accordance with section 264 (2) HGB are detected.

Our audit does not extend to whether the continued existence of the audited company or the effectiveness and efficiency of its management can be assured. The subject of our engagement was not the detection and clarification of criminal offenses, such as embezzlement or other acts of misappropriation, and administrative offenses committed outside the accounting system.

The audit of compliance with other legal requirements was only part of our audit to the extent that it usually has an impact on the annual financial statements.

The audit was based on a planning of the focal points of the audit, taking into account our preliminary assessment of the company's position and an assessment of the effectiveness of the accounting-related internal control system. The assessment was based in particular on knowledge of the legal and economic environment, industry risks, the corporate strategy and the resulting business risks.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control

We have documented the nature, scope and results of the individual audit procedures performed in our working papers.

The annual financial statements as at December 31, 2023 submitted to us for audit were prepared by Kern & Partner, Steuerberatungsgesellschaft, Bad Friedrichshall.

Based on our assessment of the accounting-related internal control system, we observed the principles of materiality and efficiency when determining the audit procedures. Both the analytical audit procedures and the case-by-case audits were performed on a sample basis in terms of type and scope, taking into account the significance of the audit areas and the organization of the accounting system. The samples were selected to reflect the economic significance of the individual items in the annual financial statements and to enable an assessment of compliance with the statutory accounting requirements.

We believe that our audit provides a reasonable basis for our opinion.

The findings made during the audit planning resulted in the following key audit areas:

- Audit of additions to fixed assets
- Reconciliation of receivables from and liabilities to affiliated companies for corresponding accounting treatment
- Audit of completeness and valuation of provisions
- Audit of revenue and expense deferrals as at the balance sheet date
- Audit of the forecast disclosures in the management report

In addition, we performed the following standard audit procedures:

- We satisfied ourselves of the correct recognition of trade payables by obtaining balance confirmations.
- We have obtained bank confirmations from credit institutions.
- We have requested confirmations from lawyers on the status of the proceedings in progress as at the balance sheet date.

All information, clarifications and evidence requested by us were readily provided to us by the management and the employees designated to provide information. The management has confirmed to us in writing the completeness of this information, clarifications and evidence as well as the accounting records, the annual financial statements and the management report.

D. Findings and notes to the financial statements

I. Regularity of the accounting

1. Previous year's financial statements

The previous year's financial statements were adopted at the shareholders' meeting on May 8, 2023. The actions of the management were approved for the 2022 financial year.

The shareholders' meeting also resolved to carry forward the balance sheet profit of EUR 21,090,863.15 to new account.

2. Accounting and other audited documents

The organization of accounting, the accounting-related internal control system, the data flow and the document system enable the complete, correct, timely and orderly recording and posting of business transactions.

The information obtained from the other audited documents led to a proper presentation in the accounting records and the annual financial statements and management report.

In our opinion, the accounting records comply with the legal requirements, including generally accepted accounting principles.

We found no indications that the accounting-relevant data is not secure.

3. Annual financial statements

As at the reporting date, the company is classified as a medium-sized company within the meaning of Section 267 (2) HGB. The annual financial statements were prepared in accordance with Sections 242 et seq. and 264 et seq. HGB were prepared. The annual financial statements as at December 31, 2023 and the accounting policies applied comply with the statutory provisions in accordance with generally accepted accounting principles.

The annual financial statements have been properly prepared on the basis of the accounting records and the other audited documents based on the previous year's financial statements, which were audited by us and issued with an unqualified audit opinion. The opening balance sheet values were properly adopted from the previous year's financial statements.

The information provided in the notes is complete and correct. The explanations and justifications required by law are sufficient.

Use was rightly made of the protective clause in Section 286 (4) HGB regarding the disclosure of the total remuneration of the Management Board in the notes.

4. Management report

The management report complies with the legal requirements. It is consistent with the annual financial statements and the findings of our audit and as a whole provides a suitable view of the Company's position.

Our audit in accordance with section 317 (2) sentence 2 HGB has led to the conclusion that the management report accurately presents the material opportunities and risks of future development and that the legal requirements for the preparation of the management report have been complied with. The disclosures pursuant to § Section 289 (2) HGB are complete and accurate.

II. Overall statement of the annual financial statements

1. Significant measurement principles

Please refer to the company's disclosures in the notes (Appendix III) for the main valuation principles applied in the reporting year (accounting and valuation principles as well as the factors relevant to the valuation of assets and liabilities).

There were no changes in the valuation principles, including the exercise of accounting and valuation options with an impact on the presentation of the net assets, financial position and results of operations as conveyed by the annual financial statements, nor were there any measures to shape the facts in the reporting year.

In addition to this information, we would like to point out the following facts:

Shares in affiliated companies - Sigl Bordnetz Design GmbH

By contract dated May 13, 2022, ASAP Holding GmbH acquired all shares in Sigl Bordnetz GmbH in full and retroactively as at January 1, 2022. The acquisition costs, including all incidental acquisition costs, amounted to EUR 1,402 thousand. In the current financial year, a further EUR 304 thousand in subsequent acquisition costs were paid in connection with the acquisition of all shares in Sigl Bordnetz Design GmbH as part of an earn-out clause. The shares in Sigl Bordnetz Design GmbH, which now amount to EUR 1,706 thousand, are recognized under shares in affiliated companies.

Deferred taxes

The deferred tax liabilities reported result from the surplus of liabilities due to the recognition of different useful lives in fixed assets between the commercial and tax balance sheets and the recognition of internally generated intangible assets offset against deferred tax assets on provisions for impending losses. The company is the parent company of a consolidated tax group for corporation tax and trade tax purposes. Deferred taxes for temporary differences at the tax group parent are therefore recognized in the annual financial statements of the tax group parent.

2. Summarized assessment

Based on our audit, which we conducted in accordance with professional standards, we have come to the conclusion that the annual financial statements as a whole give a true and fair view of the net assets, financial position and results of operations of the company in accordance with German principles of proper accounting.

III. Analysis of the net assets, financial position and results of operations

In the following comments, we present the main developments in the net assets, financial position and results of operations. In particular, we discuss significant changes compared to the previous year and their causes.

1. multi-year comparison

	2023	2022	2021	2020
	KEUR	KEUR	KEUR	KEUR
Balance sheet total	58.633	49.006	30.872	20.449
Equity capital	32.396	21.978	18.036	9.985
in % Balance sheet total	55,3	44,8	58,4	48,8
Sales revenue	13.494	10.857	7.837	6.610
Material ratio in %	7,7	13,9	9,3	6,1
Personnel ratio in %	53,2	41,9	41,9	41,2
Depreciation ratio in %	5,9	4,9	4,9	9,5
Net income for the year	10.418	13.941	9.351	2.371
thereof from financial result	109	88	-20	-34
Investments in fixed assets	1.963	1.830	313	420

Equity is broken down as follows:

	2023	2022	2021	2020
	KEUR	KEUR	KEUR	KEUR
Subscribed capital	30	30	30	30
Capital reserve	857	857	857	857
Retained earnings	31.509	21.091	17.149	9.098
	32.396	21.978	18.036	9.985

Number of employees:

	2023	2022	2021	2020
	91	55	37	41

2. Financial position

	31.12.2023		31.12.2022		Change in	
	KEUR	%	KEUR	%	KEUR	%
ASSETS						
Intangible fixed assets	943	1,6	672	1,4	270	40,2
Property, plant and equipment	847	1,4	309	0,6	539	>100,0
Financial assets	6.430	11,0	6.126	12,5	304	5,0
Inventories	103	0,2	66	0,1	38	57,1
Claims	1	0,0	1	0,0	0	62,8
Receivables Verbund	35.318	60,2	27.625	56,4	7.692	27,8
Other assets	339	0,6	689	1,4	-350	-50,8
Cash and cash equivalents	13.977	23,8	12.736	26,0	1.240	9,7
Prepaid expenses and deferred charges	675	1,2	782	1,6	-107	-13,7
	58.633	100,0	49.006	100,0	9.627	19,6

	31.12.2023		31.12.2022		Change in	
	KEUR	%	KEUR	%	KEUR	%
PASSIVA						
Equity capital	32.396	55,3	21.978	44,8	10.418	47,4
Provisions	4.405	7,5	4.280	8,7	125	2,9
Loan liabilities	4.391	7,5	5.015	10,2	-624	-12,4
Trade payables	718	1,2	603	1,2	115	19,0
Joint liabilities	11.749	20,0	13.441	27,4	-1.692	-12,6
Other liabilities	4.965	8,5	3.689	7,5	1.276	34,6
Deferred tax liabilities	9	0,0	0	0,0	9	
	58.633	100,0	49.006	100,0	9.627	19,6

Fixed assets, which comprise intangible assets (EUR 943 thousand), property, plant and equipment (EUR 847 thousand) and financial assets (EUR 6,430 thousand), are offset by investments totaling EUR 1,963 thousand and scheduled depreciation and amortization of EUR 799 thousand. The investments in the reporting year primarily relate to new servers and further IT equipment for the company. In addition, a further EUR 304 thousand was paid in subsequent acquisition costs as part of an earn-out clause in connection with the acquisition of all shares in Sigl Bordnetz Design GmbH.

As in the previous year, **inventories** include IT technology purchased for resale.

The **receivables from affiliated companies** mainly result from the profit transfers of EUR 16,136 thousand as well as the receivables from the existing cash pool agreements of EUR 13,954 thousand and the receivables from the existing VAT groups of EUR 4,973 thousand.

Other assets primarily include receivables from trade tax overpayments (EUR 316 thousand). The reduction in other assets compared to the previous year is due to the lower receivables from income tax refund claims.

Cash and cash equivalents increased further to EUR 13,977 thousand after EUR 12,736 thousand in the previous year.

Prepaid expenses primarily include accruals for license costs and maintenance fees. The company acts as a holding company and in this context procures all software licenses for all companies in the ASAP Group.

Equity is made up of subscribed capital (EUR 30 thousand) and the capital reserve (EUR 857 thousand) as well as retained earnings (EUR 32,018 thousand). The increase in equity in the reporting year corresponds to the net profit generated for the year.

The **provisions** in the reporting year were primarily formed for employees' vacation and overtime entitlements (EUR 212 thousand) and for variable remuneration components (EUR 834 thousand). Other provisions increased marginally by only EUR 8 thousand compared to the previous year. The increase in tax provisions is due to the fact that the assessment for 2022 has not yet been completed.

In the reporting year, a further **loan** of EUR 1,200 thousand was taken **out from banks**. The existing loans were repaid as scheduled. Accordingly, the balance of liabilities to banks was reduced by EUR 624 thousand compared to the previous year.

The increase in **trade payables** of EUR 114 thousand compared to the previous year is primarily due to the additional purchase of IT equipment shortly before the balance sheet date.

Liabilities to affiliated companies mainly result from liabilities under existing cash pool agreements totaling EUR 11,499 thousand.

Other liabilities are primarily determined by liabilities from VAT still to be paid totaling EUR 4,875 thousand.

3. Earnings situation

The comparison of the income statements for the 2023 and 2022 financial years derived from the income statement shows the company's earnings position as follows

	31.12.2023		31.12.2022		Change	
	TEUR	%	TEUR	%	TEUR	%
Sales revenue	13.494	100,0	10.857	99,5	2.637	24,3
+/- Changes in inventories	0	0,0	56	0,5	-56	-100,0
= Overall performance	13.494	100,0	10.913	100,0	2.581	23,6
- Cost of materials	1.033	7,7	1.513	13,9	-480	-31,7
= Gross profit	12.461	92,3	9.400	86,1	3.061	32,6
- Personnel expenses	7.174	53,2	4.576	41,9	2.598	56,8
- Depreciation and amortization	799	5,9	538	4,9	261	48,5
- Other operating expenses	6.483	48,0	4.948	45,3	1.535	31,0
+ Other operating income	113	0,8	59	0,5	55	93,2
- Other taxes	2	0,0	1	0,0	1	105,7
= Operating result	-1.885	-14,0	-604	-5,5	-1.280	211,9
+/- Financial result	109	0,8	99	0,9	10	10,1
+/- Neutral result	16	0,1	923	6,8	-907	-98,3
- Income taxes	3.867	28,7	5.237	38,8	-1.369	-26,1
+/- Profit transfer due to Profit transfer agreement	16.045	118,9	18.782	139,2	-2.737	-14,6
= Annual result	10.418	95,5	13.964	128,0	-3.545	-25,4

The company's **sales** mainly result from the allocation of central functions assumed by the holding company for the subsidiaries in the amount of EUR 7,386 thousand and the resale of software licenses and IT hardware as well as the provision of other personnel services totaling EUR 6,108 thousand.

The **cost of materials** mainly comprises IT hardware purchased and subsequently resold as well as software and software licenses.

The significant increase in **personnel expenses** in the reporting year is mainly due to the equally significant increase in the number of employees from an average of 55 in the previous year to an average of 91 in the reporting year. In addition, personnel expenses in the reporting year were also influenced by the performance-related remuneration components paid to employees and board members.

The further significant increase in **depreciation and amortization** is due to the company's high level of investment in the reporting year and in the previous year.

As a result of the high level of investment in the reporting year, particularly in hardware and software, **depreciation and amortization** also increased accordingly.

Other operating expenses in the reporting year include, in particular, maintenance costs for hardware and software (EUR 1,489 thousand), expenses for licenses (EUR 1,350 thousand) as well as training costs (EUR 1,033 thousand) and advertising and travel expenses (EUR 486 thousand).

Other operating income includes, in particular, offset benefits in kind amounting to EUR 51 thousand and insurance compensation of EUR 33 thousand. Other operating income in the previous year was influenced by the gain on disposal of ASAP Technical Service GmbH and is therefore not comparable with the reporting year.

Due to a slight increase in cash pooling balances during the year, the **financial result** also improved slightly compared to the previous year.

The company's annual result is significantly influenced by the **profit transfers** within the framework of the existing profit and loss transfer agreements with the individual subsidiaries. In this context, the profits received in the reporting year amounted to EUR 16,045 thousand after EUR 18,771 thousand in the previous year and are broken down as follows:

	2023 EUR	2022 EUR
ASAP Engineering GmbH, Leonberg	1.368.241,77	0,00
ASAP Engineering GmbH, Gaimersheim	7.887.237,99	6.406.550,11
ASAP Engineering GmbH, Rüsselsheim	217.065,38	677.235,89
ASAP Electronics GmbH, Gaimersheim	4.548.415,08	8.581.906,14
ASAP Engineering GmbH, Weyhausen	236.516,47	1.420.936,93
ASAP Engineering GmbH, Friedrichshafen	1.133.543,93	1.476.688,16
ASAP Quality Consulting GmbH, Gaimersheim	1.278,57	-11.168,39
Sigl Bordnetz Design GmbH, Munich	652.710,69	217.355,30
FIDUS Personal GmbH, Neckarsulm	-361,00	1.545,77
Total	16.044.648,88	18.771.049,91

The **non-operating result** is calculated as follows:

	2023	2022	Change
	KEUR	KEUR	KEUR
Yields			
from book profits on asset disposals	18	908	-890
Income from the reversal of provisions	0	15	-15
	18	923	-905
Expenses			
Other	2	0	2
	2	0	2
Neutral result	16	923	-907

E. Reproduction of the auditor's report and concluding remarks

Based on the final results of our audit, we have audited the annual financial statements as of December 31, 2023 (Appendices I to III) of ASAP Holding GmbH, Gaimersheim, dated March 5, 2024, issued the following unqualified audit opinion, which is reproduced here:

"Independent Auditor's Report of the Independent Auditor

To ASAP Holding GmbH, Gaimersheim

Audit opinion

We have audited the annual financial statements of ASAP Holding GmbH, Gaimersheim, which comprise the balance sheet as at December 31, 2023, and the income statement for the financial year from January 1, 2023 to December 31, 2023, and notes to the financial statements, including the recognition and measurement policies presented therein. In addition, we have audited the management report of ASAP Holding GmbH, Gaimersheim, for the financial year from January 1, 2023 to December 31, 2023.

In our opinion, based on the findings of our audit

- the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the company as at December 31, 2023 and of its financial performance for the financial year from January 1, 2023 to December 31, 2023 in compliance with German Legally Required Accounting Principles, and
- the accompanying management report as a whole provides a suitable view of the Company's position. In all material respects, this management report is consistent with the annual financial statements, complies with German legal requirements and suitably presents the opportunities and risks of future development.

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

Basis for the audit opinions

We conducted our audit of the annual financial statements and of the management report in accordance with

We conducted our audit in accordance with § 317 HGB and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Management Report" section of our auditor's report.

We are independent of the Company in accordance with the requirements of German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the annual financial statements and on the management report.

Management's responsibility for the annual financial statements and the management report

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

In preparing the annual financial statements, the legal representatives are responsible for assessing the company's ability to continue as a going concern. Furthermore, they are responsible for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, unless factual or legal circumstances dictate otherwise.

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

Auditor's responsibilities for the audit of the annual financial statements and of the management report

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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with section 317 HGB and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements and management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. In addition

- Identify and assess the risks of material misstatement of the annual financial statements and of the management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures (systems) relevant to the audit of the management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of these systems of the Company.
- Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of accounting estimates and related disclosures made by the executive directors.
- Conclude on the appropriateness of the legal representatives' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the management report or, if such disclosures are inadequate, to modify our respective opinions. We draw our conclusions on the basis of the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the company in compliance with German Legally Required Accounting Principles.

- Evaluate the consistency of the management report with the annual financial statements, its conformity with [German] law, and the view of the company's position it provides.
- Perform audit procedures on the prospective information presented by the legal representatives in the management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by management as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate opinion on the forward-looking statements or on the underlying assumptions. There is a significant unavoidable risk that future events will differ materially from the forward-looking statements.

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

We issue the above report on our audit of the annual financial statements and the management report of ASAP Holding GmbH, Gaimersheim, for the financial year from January 1, 2023 to December 31, 2023 in accordance with Section 321 HGB and generally accepted standards for the preparation of audit reports promulgated by the Institut der Wirtschaftsprüfer in Deutschland e. V., Düsseldorf (IDW PS 450 n. F.).

The audit report is signed as follows in accordance with Section 321 (5) HGB, taking into account Section 32 WPO.

Neckarsulm, March 5, 2024 REVISA

Treuhand GmbH
-Auditing company


Kühlwein Auditor


Tröster Auditor



Document signed by:
Norbert Kühlwein on:
05.03.2024 20:17

Document signed by: Sascha
Tröster
on: 05.03.2024 20:21



Appendices to the audit report

BALANCE SHEET

ASAP Holding
GmbH Gaimersheim
to the
31. December 2023

ASSETS

PASSIVA

	EUR	Financial year EUR	Previous year TEUR		EUR	Financial year EUR	Previous year TEUR
A. Fixed assets				A. Equity capital			
I. Intangible assets				I. Subscribed capital		29.965,00	30
Concessions acquired for consideration, industrial property rights and similar rights and assets, and Licenses to such rights and assets		942.649,00	672	II. Capital reserve		856.860,00	857
II. Property, plant and equipment				III. Retained earnings		31.508.984,29	21.091
1. technical equipment and machinery	3.680,00		0	Total equity		32.395.809,29	21.978
2. other equipment, operating and office equipment	843.720,00		309	B. Provisions			
		847.400,00	309	1. Tax provisions	3.159.781,18		3.026
III. Financial assets				2. Other provisions	1.244.873,36		1.253
Shares in affiliated companies		6.429.572,20	6.126			4.404.654,54	4.280
B. Current assets				C. Liabilities			
I. Inventories				1. liabilities to banks	4.390.917,58		5.015
Raw materials and supplies		103.531,62	66	2. trade accounts payable	718.043,46		604
II. Receivables and other assets				3. liabilities to affiliated companies	11.749.008,31		13.441
1. trade receivables	1.080,37		1	4. other liabilities	4.965.185,44		3.689
2. receivables from affiliated companies	35.317.594,49		27.625			21.823.154,79	22.749
3. other assets	339.055,95		689	D. Deferred tax liabilities		9.452,00	0
		35.657.730,81	28.315				
III. cash on hand, bank balances		13.976.800,06	12.736				
C. Prepaid expenses and deferred charges		675.386,93	782				
		58.633.070,62	49.006			58.633.070,62	49.006

Income statement

ASAP Holding GmbH, Gaimersheim
from January 1, 2023 to December 31, 2023

	EUR	Financial year EUR	Previo us year TEUR
1. sales revenue		13.493.994,77	10.857
2. increase in inventories of finished goods and work in progress		0,00	56
3. other operating income		131.701,28	982
4. cost of materials			
a) Expenses for raw materials, consumables and supplies and for purchased goods	840.755,44		1.183
b) Expenses for purchased services	<u>192.174,78</u>		<u>330</u>
		1.032.930,22	1.513
5. personnel expenses			
a) Wages and salaries	6.000.481,95		3.957
b) Social security contributions and expenses for pensions and support	<u>1.173.856,41</u>		<u>619</u>
		7.174.338,36	4.576
6. depreciation and amortization on intangible fixed assets and property, plant and equipment		799.361,27	538
7. other operating expenses		6.485.133,20	4.948
8. profits received on the basis of a profit transfer agreement		16.045.009,88	18.782
9. other interest and similar income		359.406,68	184
10. interest and similar expenses		250.483,99	96
11. expenses from loss transfers (parent company)		361,00	11
12. taxes on income and earnings		3.867.369,43	5.237
13. result after taxes		<u>10.420.135,14</u>	<u>13.942</u>
14. other taxes		2.014,00	1
15. net income for the year		<u>10.418.121,14</u>	<u>13.941</u>
16. profit carried forward from the previous year		21.090.863,15	7.149
17. retained earnings		<u>31.508.984,29</u>	<u>21.091</u>

Notes for the 2023 financial year

A. General information about the company

ASAP Holding GmbH has its registered office in Gaimersheim. It is entered in the commercial register of the Ingolstadt district court under HRB 5396.

B. General information

The annual financial statements as at December 31, 2023 were prepared in accordance with the provisions of the German Commercial Code (HGB) and the supplementary provisions of the German Limited Liability Companies Act (GmbHG). The regulations for medium-sized corporations apply.

The income statement is structured according to the nature of expense method, which corresponds to the previous method.

In order to improve the clarity and transparency of the presentation in the annual financial statements, the "of which" notes to the balance sheet and income statement are presented uniformly in the notes.

C. Accounting and valuation methods

The following accounting and valuation methods were applied unchanged for the preparation of the annual financial statements.

Acquired **intangible** fixed assets are recognized at acquisition or production cost and amortized over their useful lives.

Property, plant and equipment are recognized at acquisition or production cost less scheduled depreciation.

Property, plant and equipment are depreciated on a straight-line basis over their expected useful lives. Low-value assets up to a net individual value of EUR 800.00 are fully depreciated in the year of acquisition; their immediate disposal was assumed. Depreciation on additions to property, plant and equipment is otherwise carried out pro rata temporis.

Financial assets are recognized at acquisition cost or at nominal value.

Raw materials and supplies are valued at acquisition cost.

Receivables and other assets are recognized at nominal value. The general credit risk is taken into account through general discounts. Non-interest-bearing or low-interest receivables with a term of more than one year are discounted.

Cash on hand, bank balances and prepaid expenses are recognized at their nominal amount.

Tax provisions and other provisions take into account all uncertain liabilities and impending losses from pending transactions. They are recognized at the settlement amount required according to prudent business judgment (i.e. including future cost and price increases). Provisions with a remaining term of more than one year were discounted at the average market interest rate of the past seven years.

All **liabilities** were recognized at the settlement amount.

To determine deferred taxes due to temporary or quasi-permanent differences between the carrying amounts of assets, liabilities, prepaid expenses and deferred income in the financial statements and their tax base or due to tax loss carryforwards, the amounts of the resulting tax burden and relief are measured at the company-specific tax rates at the time the differences are eliminated and are not discounted. Deferred tax assets and liabilities are offset. Deferred tax liabilities result from the recognition of different useful lives in fixed assets and the capitalization of intangible assets under development. These were netted against deferred tax assets on valuation differences in provisions. The basis for the tax calculation was the respective future individual tax rate of the company at which the deferred taxes are incurred. The average tax rate is 28% and includes corporation tax of 15%, the solidarity surcharge and trade tax.

Assets and liabilities denominated in foreign currencies were generally translated at the mean spot exchange rate on the reporting date. In the case of a residual term of more than one year, the realization principle (Section 252 (1) No. 4 2nd half-sentence HGB) and the acquisition cost principle (Section 253 (1) sentence 1 HGB) were observed.

D. Notes to the balance sheet

1. Fixed assets

The development of the individual fixed asset items is shown in the statement of changes in fixed assets (appendix to the notes), including depreciation and amortization for the financial year.

2. Receivables and other assets

As in the previous year, receivables and other assets have a remaining term of less than one year.

Other assets include items with a remaining term of more than one year in the amount of EUR 2 thousand (previous year: EUR 2 thousand).

Receivables from affiliated companies result in the amount of EUR 357 thousand (previous year: EUR 2,243 thousand) from trade transactions and in the amount of EUR 34,957 thousand (previous year: EUR 25,383 thousand) from clearing transactions.

3. Other provisions

The other provisions were mainly formed for special remuneration as well as vacation and flexitime entitlements.

4. Liabilities

The remaining terms of the liabilities are shown in detail in the statement of liabilities:

	up to 1 year	Remaining term		Book value
	TEUR	over 1 year	over 5 years	31.12.2023
	TEUR	TEUR	TEUR	KEUR
Liabilities to banks	1.678	2.713	0	4.391
Liabilities from deliveries and services				
Services	718	0	0	718
Liabilities to affiliated companies				
The company	11.749	0	0	11.749
Other liabilities	4.965	0	0	4.965
Total	19.110	2.713	0	21.823
Previous year	up to 1 year over	Remaining term		Carrying amount
	KEUR	1 year	over 5 years	12/31/2022
	KEUR	KEUR	KEUR	KEUR
Liabilities to banks	2.015	3.000	0	5.015
Liabilities from deliveries and services				
Services	604	0	0	604
Liabilities to affiliated companies				
The company	13.441	0	0	13.441
Other liabilities	3.689	0	0	3.689
Total	19.749	3.000	0	22.749

Of the liabilities to banks, EUR 171 thousand are secured by blanket assignments of certain subsidiaries of ASAP Holding GmbH.

Trade payables are subject to the customary retention of title.

EUR 185 thousand (previous year: EUR 26 thousand) of the liabilities to affiliated companies result from trade in goods and services and EUR 11,564 thousand (previous year: EUR 13,414 thousand) from clearing transactions.

Other liabilities include tax liabilities of EUR 4,956 thousand (previous year: EUR 3,115 thousand) and social security liabilities of EUR 3 thousand (previous year: EUR 1 thousand).

5. Other financial obligations

	Commitments			Total KEUR
	< 1 year KEUR	2 - 5 years KEUR	> 5 years KEUR	
Rental agreements	121	479	0	600
Leasing contracts	27	35	0	62
Other	0	0	0	0
of which due from affiliated companies	0	0	0	0
Total	148	514	0	662

E. Notes to the income statement**1. Other operating income**

Other operating income includes income relating to other periods in the amount of EUR 19 thousand (previous year: EUR 15 thousand). This mainly results from gains on the disposal of assets.

2. Personnel expenses

Of the social security contributions and expenses for pensions and other employee benefits, EUR 28 thousand (previous year: EUR 19 thousand) is attributable to pensions.

3. Other operating expenses

Other operating expenses include EUR 2 thousand (previous year: EUR 0 thousand) in expenses relating to other periods.

4. Profits included on the basis of a profit transfer agreement

As in the previous year, the profits included due to a profit transfer agreement result from affiliated companies.

5. Other interest and similar income

Other interest and similar income includes EUR 343 thousand (previous year: EUR 183 thousand) from affiliated companies.

6. Interest and similar expenses

Interest and similar expenses include EUR 26 thousand (previous year: EUR 22 thousand) from affiliated companies.

7. Expenses from loss absorption

As in the previous year, the expenses from the transfer of losses result from affiliated companies.

F. Other information

1. Contingent liabilities

The company is liable under guarantees for affiliated companies in the amount of EUR 207 thousand for loans received from banks.

The company continues to be jointly and severally liable for loans granted by banks to affiliated companies in the amount of EUR 10,259 thousand as at the balance sheet date.

Due to the good economic and financial situation of the affiliated companies, the company's management does not currently expect the contingent liabilities to be utilized.

2. Management

Members of the Management Board were appointed in the reporting year:

- Mr. Dipl. Ing. Michael Neisen, Ingolstadt
- Mr. Dipl. Kfm. Robert Morgner, Munich

No contingent liabilities were entered into in favor of board members in the 2023 financial year.

The company makes use of the option not to disclose the total remuneration of the management in accordance with Section 286 (4) HGB.

The profession exercised by the managing directors corresponds to the position on the executive body.

3. Employees

The average number of employees during the year was 91.

4. Group relationships

As the parent company of the following companies, the company prepares consolidated financial statements:

- ASAP Engineering GmbH, Leonberg
- ASAP Engineering GmbH, Gaimersheim
- ASAP Engineering GmbH, Rüsselsheim
- ASAP Electronics GmbH, Gaimersheim
- ASAP Engineering GmbH, Weyhausen
- ASAP Engineering GmbH, Friedrichshafen
- ASAP Quality Consulting GmbH, Gaimersheim
- Sigl Bordnetz Design GmbH, Munich
- FIDUS Personal GmbH, Neckarsulm

The consolidated financial statements of ASAP Holding GmbH, Gaimersheim, are published in the electronic Federal Gazette.

5. Appropriation of earnings

The management proposes to the shareholders' meeting that the balance sheet profit be carried forward to new account.

6. Significant events after the reporting date (supplementary report)

There were no other significant events after the balance sheet date that have an impact on the net assets, financial position and results of operations.

Gaimersheim, March 5, 2024



.....
Michael Neisen



.....
Robert Morgner

**Statement of changes in fixed assets as
at December 31, 2023 of ASAP Holding
GmbH, Gaimersheim**

	Development of amortizationDepreciation and amortization				acquisition				valuesDepreciation and	
	original AK 01.01.2023 EUR	Additions 2023 EUR	Departures 2023 EUR	original AK 31.12.2023 EUR	cumulative 01.01.2023 EUR	Current year 2023 EUR	Departures 2023 EUR	cumulative 31.12.2023 EUR	Stand 31.12.2023 EUR	Stand 31.12.2022 EUR
I. Intangible assets										
Purchased concessions, industrial property rights and similar rights and assets, as well as licenses and in such rights and assets	2.517.657,18	659.004,43	0,00	3.176.661,61	1.845.363,18	388.649,43	0,00	2.234.012,61	942.649,00	672.294,00
	2.517.657,18	659.004,43	0,00	3.176.661,61	1.845.363,18	388.649,43	0,00	2.234.012,61	942.649,00	672.294,00
II. Property, plant and equipment										
1. Technical equipment and machinery	0,00	5.095,00	0,00	5.095,00	0,00	1.415,00	0,00	1.415,00	3.680,00	0,00
2. Other equipment, operating and office equipment	1.279.909,21	995.001,84	113.975,18	2.160.935,87	971.238,21	409.296,84	63.319,18	1.317.215,87	843.720,00	308.671,00
	1.279.909,21	1.000.096,84	113.975,18	2.166.030,87	971.238,21	410.711,84	63.319,18	1.318.630,87	847.400,00	308.671,00
III. Financial assets										
Shares in affiliated companies	6.125.731,20	303.841,00	0,00	6.429.572,20	0,00	0,00	0,00	0,00	6.429.572,20	6.125.731,20
	6.125.731,20	303.841,00	0,00	6.429.572,20	0,00	0,00	0,00	0,00	6.429.572,20	6.125.731,20
Total fixed assets	9.923.297,59	1.962.942,27	113.975,18	11.772.264,68	2.816.601,39	799.361,27	63.319,18	3.552.643,48	8.219.621,20	7.106.696,20

Management report for the 2023 financial year

A. PRESENTATION OF THE COURSE OF BUSINESS

1. General conditions and general business development

The ASAP Group's general conditions in the 2023 financial year were mainly characterized by the following topics:

- ' The topics of ADAS/AD, e-mobility and software-defined vehicles were also key factors in the transformation of the automotive industry in 2023.
- ' In the field of driver assistance, ADAS and automated driving remain the key technological drivers in the automotive industry. The focus is currently on the realization of level 3 and level 4 functions. The associated development and investment requirements remain and leads to budget shifts towards these topics and thus to additional budget strains for traditional topics. At the same time, the need for automation and integration of BCC resources is growing.
- ' Due to the increasing share of software in automotive value creation, the ability to connect development and series production, DevOps, is crucial to the success of innovations in the vehicle. Continuous Deployment (CD) and Continuous Integration (CI) provide our customers with
The new development processes and tools present new challenges.
- ' The changes in drive technology towards e-vehicles were also a driving factor in the industry in 2023. The background here is the legal requirements to reduce CO2 emissions and the looming ban on combustion engines. For
OEMs, the availability of competitive e-vehicles is becoming increasingly decisive for competition.
- ' The shortage of skilled workers is a limiting factor in Germany. Particularly in the area of software, but also in classic E/E, the demand for skilled workers is significantly higher than the supply.

ASAP Holding GmbH is the parent company of the operating companies in the ASAP Group. There are consolidated tax groups for income tax and VAT purposes as well as corresponding profit and loss transfer agreements with the subsidiaries. With regard to the development of the annual result, ASAP Holding GmbH is therefore highly dependent on the profit transfers from the subsidiaries.

HCL Technologies UK Ltd, London, has been a 100% shareholder of ASAP Holding GmbH since September 1, 2023.

The annual result achieved in the reporting year is within the management's expected range.

2. Overview of the company's business activities

As a partner to the automotive industry, the ASAP Group offers services that cover the entire automotive product life cycle. We focus in particular on the megatrends of autonomous driving, electromobility and connected cars.

The operating business is the responsibility of seven subsidiaries in which ASAP Holding holds a 100% stake. ASAP Holding provides centralized services for these operating companies in the areas of finance & controlling, HR, marketing, IT and quality management. ASAP Holding is also responsible for the strategic development of the Group.

B. PRESENTATION OF THE ECONOMIC SITUATION

1. Financial position

The balance sheet total increased significantly in the reporting year from EUR 49,006 thousand to EUR 58,633 thousand. This is primarily due to the increase in receivables from affiliated companies.

In the reporting year, investments of EUR 1,963 thousand were made in fixed assets, which is well above the scheduled depreciation of EUR 799 thousand in total. The investments in fixed assets primarily relate to further equipping the company with IT hardware and software in connection with its function as a central service unit for the operating companies of the ASAP Group. In addition, subsequent purchase price payments had to be made for a company acquired in the previous year. Investments at a slightly lower level are planned for the following financial year.

The significant increase in receivables from affiliated companies is mainly due to the increase in receivables from cash pool agreements with subsidiaries. In addition, the assets side of the balance sheet is primarily characterized by cash and cash equivalents, which increased by a further EUR 1,240 thousand compared to the previous year.

Prepaid expenses mainly include term-dependent software licenses and maintenance fees.

The development on the liabilities side is primarily characterized by the significant increase in equity.

In this context, the equity ratio increased significantly from around 44.8% in the previous year to around 55.3% in the reporting year. The increase in equity corresponds to the annual result achieved.

Provisions are EUR 125 thousand higher overall than in the previous year. This increase is primarily due to higher provisions for income taxes as a result of the assessment for 2022, which has not yet been completed. However, the changes in other provisions compared to the previous year are marginal.

The existing liabilities to banks were repaid as planned in the reporting year from the cash flow generated from operations.

Liabilities to affiliated companies, on the other hand, result primarily from cash pool liabilities.

The increase in other liabilities is related to VAT still to be paid and can be explained by the existing VAT groups. ASAP Holding GmbH acts as the controlling company.

2. Earnings situation

The company generated a net profit of EUR 10,418 thousand in the 2023 financial year after EUR 13,941 thousand in the previous year. Gross profit increased significantly by EUR 2,211 thousand to EUR 12,593 thousand. This is primarily due to the gradual expansion of the central services provided by ASAP Holding GmbH.

Against this backdrop, the capacity of the company's workforce was also significantly increased by 36 employees to an average of 91 employees in the reporting year. Personnel expenses also increased significantly by EUR 2,598 thousand compared to the previous year.

The development of depreciation and amortization goes hand in hand with the level of investment, particularly in hardware and software.

The increase in other operating expenses is due to the renewed increase in the company's business activities in the reporting year. Accordingly, other operating expenses were primarily influenced by higher costs for employee training, licenses and maintenance costs for hardware and software as well as advertising and recruitment.

Due to the ongoing tense situation on the automotive market, the profits of the subsidiaries collected under the existing profit and loss transfer agreements are below the previous year's level. Nevertheless, the ASAP Group performed well on the market and achieved a satisfactory result despite the difficult conditions.

Overall, the management therefore still considers the course of the 2023 financial year to be positive, but also slightly below the ambitious expectations.

3. Financial position

The company's cash and cash equivalents amounted to EUR 13,977 thousand as at the balance sheet date. Bank liabilities amounted to EUR 4,391 thousand. The company acts as a holding company and manages the Group-wide cash pooling. The balance of cash pool receivables and cash pool liabilities amounted to EUR 2,455 thousand as at the balance sheet date.

The company's liquidity is ensured by continuous controls and was guaranteed at all times during the financial year.

4. Financial performance indicators

ASAP Holding GmbH employed 91 people in the 2023 financial year, around 65% more than in the previous year. The services provided for companies in the ASAP Group thus increased by around 24.3 % compared to the previous year.

5. Overall statement on the economic situation of the company

In summary, the net assets, financial position and results of operations of ASAP Holding GmbH in Gaimersheim show that the company was in a stable economic condition at the time the management report was prepared.

C. OPPORTUNITY AND RISK REPORT

The opportunities and risks of ASAP Holding correspond to those of the ASAP Group due to the existing profit and loss transfer agreements and the sales tax and income tax bodies with the operating companies of the ASAP Group.

1. Risks Macroeconomic risks:

The overall economic environment stabilized slightly last year. High inflation and higher interest rates in particular, combined with the existing challenges, have led to rather poor economic conditions. The resulting effects on our main customers from the OEM environment and system suppliers may have negative consequences for the business development of the ASAP Group and thus ASAP Holding GmbH. These effects may have a particularly negative impact on capacity utilization, value creation and earnings.

The shortage of skilled workers in Germany, particularly in the software sector, will be the key challenge for the automotive industry in the coming years. The resulting competition for the best employees will lead to a disproportionate increase in wage costs, which can have a negative impact on profitability. The recruitment of suitably qualified employees is critical to the success of future growth at the operating ASAP companies.

The management of ASAP Holding GmbH monitors and evaluates the situation on an ongoing basis and develops countermeasures. The aim of the countermeasures is to minimize potential negative financial effects.

Customer risks:

The awarding of projects in increasingly large trades is making it more difficult to enter new business and technology fields, especially for new customers. Due to the general budget pressure, even complex large-scale trades are currently being awarded at very challenging prices, which can have an impact on returns.

The default risk associated with receivables is countered by consistent receivables management.

Restructuring and organizational changes as well as changes in the value chain can lead to longer decision-making processes when awarding contracts. This in turn can have an impact on sales and returns.

The changing value creation between OEMs and system suppliers as part of the megatrends may lead to a shift in demand from OEMs to system suppliers in the medium term. This may result in risks if the core service strategy of system suppliers overlaps with our services.

Operational risks:

We are currently seeing a pronounced shortage of skilled workers in all future fields in Germany. Recruiting suitable experts, particularly in the areas of software and e-mobility, is becoming increasingly difficult, cost-intensive and therefore growth-limiting.

We do not currently see any risks that could jeopardize the continued existence of ASAP Holding GmbH.

2. Opportunities

The ASAP Group, and thus ASAP Holding GmbH, has a very good starting position in the market thanks to its stringent focus on future-oriented areas such as electronics and software development as well as e-mobility. The networking of areas and the knowledge of new technologies will enable new service areas and larger market shares to be developed. On the German market, we still see significant potential in the Volkswagen Group, BMW and Mercedes as well as the system suppliers. We assume that we will grow faster than the market here in the medium term.

By integrating offshore and nearshore resources, we can counteract the shortage of skilled workers and cost pressure.

Further potential also arises from the cooperation with HCL Tech.

For 2024, we expect significant growth in the future-oriented areas.

3. Risk management system

The management uses a management information system (MIS) to perform its tasks, in which the key company figures are recorded and controlled. In addition, the financial statements of all Group companies are consolidated at Group level on a monthly basis and the relevant key figures are analyzed in order to assess the net assets and results of operations in accordance with the German Commercial Code (HGB). Financial requirements are planned with a short, medium and long-term horizon.

Based on the current financial statements and current planning, there are currently no risks to the net assets, financial position and results of operations of ASAP Holding GmbH and its subsidiaries that could jeopardize its continued existence.

D. FORECAST REPORT

For 2024, we anticipate significant sales growth across the Group in the future-oriented areas. As planned, ASAP Holding GmbH's sales revenues will continue to be slightly above the level of the reporting year. Due to the associated demands on the administrative units, we will continue to increase the number of administrative specialists at ASAP Holding. As a result of the associated increase in personnel expenses and another disproportionately high increase in income from profit transfers from the subsidiaries, we expect a positive development in the annual result.

Against the backdrop of growth and the aforementioned risks, the ASAP Group's cash management is of particular importance. Against this backdrop, ASAP Holding GmbH will further intensify the monitoring of cash flows and thus ensure liquidity for itself and its subsidiaries.

Possible effects of the current economic turmoil due to the overall economic risks, in particular the effects of the war in Ukraine and any economic effects of the interest rate turnaround, are not part of the forecast.

Gaimersheim, March 5, 2024

signed.
Michael

signed.
NeisenRobert Morgner

Independent auditor's report

To ASAP Holding GmbH, Gaimersheim

Audit opinion

We have audited the annual financial statements of ASAP Holding GmbH, Gaimersheim, which comprise the balance sheet as at December 31, 2023, and the income statement for the financial year from January 1, 2023 to December 31, 2023, and notes to the financial statements, including the recognition and measurement policies presented therein. In addition, we have audited the management report of ASAP Holding GmbH, Gaimersheim, for the financial year from January 1, 2023 to December 31, 2023.

In our opinion, based on the findings of our audit

- the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the company as at December 31, 2023 and of its financial performance for the financial year from January 1, 2023 to December 31, 2023 in compliance with German Legally Required Accounting Principles, and
- the accompanying management report as a whole provides a suitable view of the Company's position. In all material respects, this management report is consistent with the annual financial statements, complies with German legal requirements and suitably presents the opportunities and risks of future development.

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

Basis for the audit opinions

We conducted our audit of the annual financial statements and of the management report in accordance with

We conducted our audit in accordance with § 317 HGB and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Management Report" section of our auditor's report.

We are independent of the Company in accordance with the requirements of German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the annual financial statements and on the management report.

Management's responsibility for the annual financial statements and the management report

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

In preparing the annual financial statements, the legal representatives are responsible for assessing the company's ability to continue as a going concern. Furthermore, they are responsible for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, unless factual or legal circumstances dictate otherwise.

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

Auditor's responsibilities for the audit of the annual financial statements and of the management report

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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with section 317 HGB and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements and management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. In addition

- Identify and assess the risks of material misstatement of the annual financial statements and of the management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures (systems) relevant to the audit of the management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of these systems of the Company.
- Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of accounting estimates and related disclosures made by the executive directors.
- Conclude on the appropriateness of the legal representatives' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the management report or, if such disclosures are inadequate, to modify our respective opinions. We draw our conclusions on the basis of the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the company in compliance with German Legally Required Accounting Principles.
- Evaluate the consistency of the management report with the annual financial statements, its conformity with [German] law, and the view of the company's position it provides.

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

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

Neckarsulm, March 5, 2024 REVISA

Treuhand GmbH
-Auditing company



Kühlwein Auditor

aft

TrAustrian
Chartered
Accountant



Presentation of the legal situation

I. Corporate law principles

a.) Legal form/commercial register

ASAP Holding GmbH, Gaimersheim, was founded by notarial deed dated December 18, 2009. The company has its registered office in Gaimersheim and is entered in the commercial register of the Ingolstadt local court under HRB no. 5396. The last extract from the commercial register available to us is dated March 7, 2023 with the last amendment dated January 23, 2023.

The Articles of Association in the version dated December 18, 2009, last amended by resolution dated December 26, 2018, apply.

b.) Object of the company

The purpose of the company is to hold and manage investments. Furthermore, administrative, organizational and acquisition tasks are to be assumed for companies in which shares are held or with which corresponding agency agreements are concluded, and management consulting services are to be provided as well as the implementation of concepts and consulting recommendations prepared, initiated and supported.

c.) Financial year

The financial year is the calendar year.

d.) Share capital

The company's share capital amounts to EUR 29,965.00. The share capital is fully paid up.

The shares are held in full by HCL Technologies UK Limited, London, as at December 31, 2023.

e.) Management and representation

The management of the company is composed as follows:

- Mr. Michael Neisen, graduate engineer, Ingolstadt
- Mr. Robert Morgner, business graduate, Munich

The managing director, Mr. Michael Neisen, has sole power of representation and is exempt from the restrictions of Section 181 of the German Civil Code (BGB).

f.) Shareholders' meeting

The following resolutions were passed at the shareholders' meeting on May 8, 2023:

- The annual financial statements for 2022 with net profit for the year of EUR 13,941,342.27 and retained earnings of EUR 21,090,863.15 are adopted.
- The actions of the members of the Management Board are approved for the 2022 financial year.
- REVISA Treuhand GmbH, - Wirtschaftsprüfungsgesellschaft-, Neckarsulm, was elected as the auditor for the 2023 financial year.

II. Tax situation

The company is registered with the Ingolstadt tax office under tax number 124/121/81539.

The company is subject to standard taxation in accordance with §§ 16 - 18 of the UStG.

The business operations are subject to trade tax in accordance with Section 2 (1)

GewStG. ASAP Holding GmbH is the parent company of several tax groups.

The following tax groups exist with all subsidiaries:

- VAT group in accordance with Section 2 (2) No. 2 UstG
- Trade tax group in accordance with section 2 (2) sentence 2 GewStG
- Corporate tax group in accordance with Section 17

KStG The following companies form the controlled

companies:

- ASAP Engineering GmbH, Leonberg
- ASAP Engineering GmbH, Gaimersheim
- ASAP Engineering GmbH, Rüsselsheim
- ASAP Electronics GmbH, Gaimersheim
- ASAP Engineering GmbH, Weyhausen
- ASAP Engineering GmbH, Friedrichshafen
- ASAP Quality Consulting GmbH, Gaimersheim
- FIDUS Personal GmbH, Neckarsulm
- Sigl Bordnetz Design GmbH, Munich

III. Material contracts

profit and loss transfer agreements dated November 26, 2018 with

- ASAP Engineering GmbH, Gaimersheim
- ASAP Engineering GmbH, Rüsselsheim
- ASAP Electronics GmbH, Gaimersheim
- ASAP Quality Consulting GmbH, Gaimersheim
- FIDUS Personal GmbH, Neckarsulm

Profit and loss transfer agreement dated June 7, 2020 with

- ASAP Engineering GmbH, Weyhausen

profit and loss transfer agreement dated May 9, 2022 with

- ASAP Engineering GmbH, Friedrichshafen

profit and loss transfer agreement dated October 20, 2022 with

- Sigl Bordnetz Design GmbH, Munich

profit and loss transfer agreement dated July 5, 2023 with

- ASAP Engineering GmbH, Leonberg

Profit and loss transfer agreements exist between ASAP Holding GmbH (parent company) and the above-mentioned companies (sub-companies). The sub-companies have undertaken to transfer all of their profits to the parent company. In return, the parent company must offset any net losses for the year. The profit and loss transfer agreements dated November 26, 2018 apply for the first time to financial years from January 1, 2019 and can be terminated with a notice period of six months, but at the earliest at the end of the December 31, 2024 at the earliest. The profit and loss transfer agreement dated June 7, 2020 applies for the first time to financial years from January 1, 2020 and can be terminated with six months' notice, but no earlier than the end of December 31, 2025. The profit and loss transfer agreements dated May 9, 2022 and October 20, 2022 apply for the first time to financial years from January 1, 2022 and can be terminated with six months' notice, but no earlier than the end of December 31, 2027. The profit and loss transfer agreement dated July 5, 2023 applies for the first time to financial years from January 1, 2023 and can be terminated with six months' notice, but no earlier than the end of December 31, 2028.

General terms and conditions for Auditors and auditing companies from January 1, 2017

1. Scope of application

(1) The engagement terms apply to contracts between auditors or audit firms (hereinafter collectively referred to as "auditors") and their clients for audits, tax advice, advice on business matters and other engagements, unless otherwise expressly agreed in writing or required by law.

(2) Third parties may only derive claims from the contract between the German Public Auditor and the client if this has been expressly agreed or results from mandatory statutory provisions. With regard to such claims, these engagement terms also apply to these third parties.

2. Scope and execution of the order

(1) The object of the order is the agreed service, not a specific economic success. The engagement is carried out in accordance with the principles of proper professional practice. The German Public Auditor does not assume any management tasks in connection with his services. The German Public Auditor is not responsible for the use or implementation of the results of his services. The German Public Auditor is entitled to use the services of experts to carry out the engagement.

(2) The consideration of foreign law requires - except in the case of business audits - an express written agreement.

(3) If the factual or legal situation changes after the final professional statement has been issued, the German Public Auditor is not obliged to draw the client's attention to the changes or the resulting consequences.

3. Obligation of the client to cooperate

(1) The client must ensure that the German Public Auditor is provided in a timely manner with all documents and other information necessary for the performance of the engagement and that he is informed of all events and circumstances that may be of significance for the performance of the engagement. This also applies to documents and other information, processes and circumstances that only become known during the Wirtschaftsprüfer's work. The client shall appoint suitable persons to provide information to the German Public Auditor.

(2) At the auditor's request, the client must confirm the completeness of the documents submitted and the other information as well as the information and explanations provided in a written declaration formulated by the auditor.

4. Securing independence

(1) The client must refrain from doing anything that jeopardizes the independence of the Wirtschaftsprüfer's employees. For the duration of the engagement, this applies in particular to offers of employment or the assumption of board functions and to offers to accept engagements for the client's own account.

(2) If the performance of the engagement impairs the independence of the German Public Auditor, its affiliated companies, its network companies or those companies associated with it to which the independence requirements apply in the same way as to the German Public Auditor in other engagements, the German Public Auditor is entitled to terminate the engagement without notice.

5. Reporting and oral information

Insofar as the German Public Auditor is required to present results in writing in the course of the engagement, this written presentation alone is authoritative. Drafts of written presentations are not binding. Unless otherwise agreed, oral statements and information provided by the German Public Auditor are only binding if they are confirmed in writing. Statements and information provided by the German Public Auditor outside the scope of the engagement are always non-binding.

6. Disclosure of a professional statement by the auditor

(1) The disclosure of the German Public Auditor's professional statements (work results or excerpts of work results - whether in draft or final form) or information about the German Public Auditor's work for the client to a third party requires the German Public Auditor's written consent, unless the client is obliged to disclose or provide information on the basis of a law or an official order.

(2) The use of the German Public Auditor's professional statements and information about the German Public Auditor's work for the client for advertising purposes by the client is not permitted.

7. Remedy of defects

(1) In the event of any defects, the client is entitled to subsequent performance by the Wirtschaftsprüfer. Only in the event of failure, omission or unjustified refusal, unreasonableness or impossibility of subsequent performance may he reduce the remuneration or withdraw from the contract; if the engagement has not been placed by a consumer, the client may only withdraw from the contract due to a defect if the service rendered is of no interest to him due to failure, omission, unreasonableness or impossibility of subsequent performance. Insofar as claims for damages exist beyond this, No. 9 shall apply.

(2) The claim for rectification of defects must be asserted by the client immediately in text form. Claims pursuant to para. 1 that are not based on an intentional act shall become time-barred one year after the start of the statutory limitation period.

(3) Obvious inaccuracies, such as typographical errors, calculation errors and formal deficiencies contained in a professional statement (report, expert opinion and the like) of the German Public Auditor may be corrected by the German Public Auditor at any time, also vis-à-vis third parties. Inaccuracies that are likely to call into question the results contained in the German Public Auditor's professional statement entitle the German Public Auditor to withdraw the statement, also vis-à-vis third parties. In the aforementioned cases, the client must be heard by the German Public Auditor in advance if possible.

8. Duty of confidentiality towards third parties, data protection

(1) In accordance with the law (Section 323 (1) HGB, § Section 43 WPO, Section 203 StGB) is obliged to maintain confidentiality about facts and circumstances that are entrusted to him or become known to him in the course of his professional activity, unless the client releases him from this obligation of confidentiality.

(2) When processing personal data, the auditor will comply with national and European data protection regulations.

9. Liability

(1) The applicable statutory limitations of liability, in particular the limitation of liability of the German Commercial Code, apply to legally prescribed services of the auditor, in particular audits.
§ Section 323 (2) HGG.

(2) Insofar as neither a statutory limitation of liability applies nor an individual contractual limitation of liability exists, the liability of the German Public Auditor for claims for damages of any kind, with the exception of damages resulting from injury to life, body and health, as well as damages that give rise to a manufacturer's obligation to pay compensation in accordance with Section 1 of the German Product Liability Act (ProdHaftG), is limited in the event of a negligently caused individual case of damage in accordance with Section 1 of the German Product Liability Act (ProdHaftG).
§ Section 54a (1) no. 2 WPO is limited to € 4 million.

(3) The auditor is also entitled to defenses and objections arising from the contractual relationship with the client vis-à-vis third parties.

(4) If several claimants derive claims from the contractual relationship with the German Public Auditor from a negligent breach of duty by the German Public Auditor, the maximum amount stated in para. 2 applies to the respective claims of all claimants in total.

(5) A single case of damage within the meaning of para. 2 is also deemed to exist with regard to uniform damage resulting from several breaches of duty. The individual case of damage includes all consequences of a breach of duty irrespective of whether damage occurred in one or several consecutive years. Multiple acts or omissions based on the same or similar source of error are deemed to be a single breach of duty if the matters concerned are legally or economically connected. In this case, the auditor can only be held liable up to an amount of € 5 million. The limitation to five times the minimum sum insured does not apply to statutory audits.

(6) A claim for damages shall lapse if no action is brought within six months of the written refusal of compensation and the client has been informed of this consequence. This shall not apply to claims for damages which are attributable to intentional conduct, or in the event of culpable injury to life, limb or health, or in the event of damage which gives rise to a manufacturer's obligation to pay compensation in accordance with Section 1 of the German Product Liability Act (ProdHaftG). The right to plead the statute of limitations remains unaffected.

10. Supplementary provisions for audit engagements

(1) If the client subsequently amends the financial statements or management report audited by the auditor and provided with an auditor's report, it may not continue to use this auditor's report.

If the auditor has not issued an audit opinion, a reference to the audit carried out by the auditor in the management report or in another place intended for the public is only permissible with the written consent of the auditor and with the wording approved by the auditor.

(2) If the auditor revokes the audit opinion, the audit opinion may no longer be used. If the client has already used the auditor's report, it must disclose the revocation at the auditor's request.

(3) The client is entitled to five copies of the report. Additional copies will be invoiced separately.

11. Supplementary provisions for assistance in tax matters

(1) The German Public Auditor is entitled, both when advising on individual tax issues and in the case of ongoing advice, to assume that the facts stated by the client, in particular figures, are correct and complete; this also applies to accounting engagements. However, he must inform the client of any inaccuracies he has identified.

(2) The tax consulting engagement does not include the actions required to meet deadlines, unless the German Public Auditor has expressly accepted the engagement for this purpose. In this case, the client must provide the German Public Auditor with all documents essential for meeting deadlines, in particular tax assessment notices, in good time so that the German Public Auditor has a reasonable amount of time to process them.

(3) In the absence of a written agreement to the contrary, ongoing tax advice shall include the following activities falling within the term of the contract:

- a) Preparation of annual tax returns for income tax, corporation tax and trade tax as well as wealth tax returns, based on the annual financial statements to be submitted by the client and other statements and evidence required for taxation purposes
- b) Review of tax assessments for the taxes mentioned under a)
- c) Negotiations with the tax authorities in connection with the declarations and notices mentioned under a) and b)
- d) Participation in tax audits and evaluation of the results of tax audits with regard to the taxes mentioned under a)
- e) Participation in objection and appeal proceedings with regard to the taxes mentioned under a).

The auditor takes into account the main published case law and administrative opinions in the above-mentioned tasks.

(4) If the German Public Auditor receives a flat fee for ongoing tax advice, in the absence of written agreements to the contrary, the activities mentioned under para. 3 letters d) and e) are to be remunerated separately.

(5) If the auditor is also a tax advisor and the Tax Advisor Remuneration Ordinance is applicable for the assessment of the remuneration, a higher or lower remuneration than the statutory remuneration can be agreed in text form.

(6) The processing of special individual questions of income tax, corporation tax, trade tax, unitary valuation and property tax as well as all questions of value added tax, wage tax, other taxes and duties is carried out on the basis of a special assignment. This also applies to

- a) the processing of one-off tax matters, e.g. in the area of inheritance tax, capital transfer tax, real estate transfer tax,
- b) Participation and representation in proceedings before the courts of financial and administrative jurisdiction as well as in criminal tax matters,
- c) providing advice and expert opinions in connection with reorganizations, capital increases and decreases, restructuring, entry and exit of a shareholder, sale of a business, liquidation and the like, and
- d) Support in the fulfillment of reporting and documentation obligations.

(7) Insofar as the preparation of the annual VAT return is also undertaken as an additional activity, this does not include the review of any special accounting requirements or the question of whether all possible VAT concessions have been utilized. No guarantee is given for the complete recording of the documents for the assertion of the input tax deduction.

12. Electronic communication

Communication between the German Public Auditor and the client may also take place by e-mail. If the client does not wish to communicate by e-mail or has special security requirements, such as the encryption of e-mails, the client shall inform the German Public Auditor accordingly in text form.

13. Remuneration

(1) In addition to his fee claim, the German Public Auditor is entitled to reimbursement of his expenses; VAT is charged additionally. The German Public Auditor may demand reasonable advances on remuneration and reimbursement of expenses and make the delivery of his services dependent on the full satisfaction of his claims. Several clients shall be liable as joint and several debtors.

(2) If the client is not a consumer, offsetting against the Wirtschaftsprüfer's claims for remuneration and reimbursement of expenses is only permitted with undisputed or legally established claims.

14. Dispute settlements

The auditor is not prepared to participate in a dispute resolution procedure before a consumer arbitration board within the meaning of Section 2 of the Consumer Dispute Resolution Act.

15. Applicable law

Only German law shall apply to the order, its execution and the claims arising from it.

Special terms of engagement for audits and audit-related services

of REVISA Treuhand GmbH
-auditing company-

Status: August 1, 2018

Preamble

These Terms and Conditions of REVISA Treuhand GmbH -The General Engagement Terms for German Public Auditors and Public Audit Firms issued by the Institut der Wirtschaftsprüfer e. V. (IDW) (in the version attached to the engagement confirmation letter) supplement and specify the General Engagement Terms for German Public Auditors and Public Audit Firms and shall take precedence over them. They apply subordinate to an engagement letter. The engagement letter together with all attachments constitutes the "*All Engagement Terms*".

A. Supplementary provisions for audits of financial statements in accordance with Section 317 HGB and comparable audits in accordance with national and international auditing standards

REVISA Treuhand GmbH will perform the audit in accordance with

§ 317 HGB and in accordance with German generally accepted standards for the audit of financial statements promulgated by the IDW ("*GoA*"). Accordingly, REVISA Treuhand GmbH will plan and structure the audit in accordance with the principles of conscientious professional practice in such a way that inaccuracies and violations that have a material effect on the subject matter of the audit according to the engagement letter are detected with reasonable assurance.

REVISA Treuhand GmbH will perform all audit procedures that it deems necessary for the assessment under the circumstances and will examine the form in which the report on the subject matter of the audit provided for in Section 322 HGB or the *GoA* can be issued. REVISA Treuhand GmbH will report on the audit of the subject matter to the extent customary in the profession. In order to determine the type, time and scope of the individual audit activities in an appropriate manner, REVISA Treuhand GmbH will, insofar as it considers it necessary, audit and assess the system of accounting-related internal controls, in particular insofar as it serves to ensure proper accounting. As is customary in the profession, REVISA Treuhand GmbH will carry out the audit procedures on a sample basis, so that there is an unavoidable risk that material misstatements may remain undetected even if the audit is carried out in accordance with professional standards. Therefore, for example, embezzlement and other irregularities are not necessarily uncovered by the audit. REVISA Treuhand GmbH draws attention to the fact that the audit is not aimed at detecting misappropriations and other irregularities that do not comply with the relevant accounting principles. However, should REVISA Treuhand GmbH discover such matters in the course of the audit, the client will be informed immediately.

It is the responsibility of the client's management to correct material misstatements in the subject matter of the audit and to confirm to us in the representation letter that the effects of any uncorrected misstatements identified by us during the current engagement, both individually and in aggregate, are immaterial to the subject matter of the audit.

B. Contractual relationship

Under certain circumstances, REVISA Treuhand GmbH may be provided with documents of legal relevance that are directly related to the client within the scope of the mandate and in order to safeguard the client's economic interests. REVISA Treuhand GmbH expressly states that it has no obligation to provide legal advice or review, nor that this mandate includes general legal advice; therefore, the client must also submit any sample formulations provided by REVISA Treuhand GmbH in connection with the execution of this mandate to its responsible legal advisor for final legal review. The client is responsible for all management decisions in connection with the services of REVISA Treuhand GmbH as well as the use of the results of the services and the decision as to the extent to which the services of REVISA Treuhand GmbH are suitable for the client's own internal purposes.

C. Access to information

It is the responsibility of the client's legal representatives to ensure that REVISA Treuhand GmbH has unrestricted access to the records, documents and other information required for the engagement. The same applies to the submission of additional information (e.g. annual report, findings with regard to the declaration of compliance pursuant to Section 161 AktG), which are published by the client together with the financial statements and, if applicable, the associated management report. The client will make this information available in good time before issuing the audit opinion or as soon as it is available. All information provided to REVISA Treuhand GmbH by or on behalf of the client ("*client information*") must be complete.

D. Verbal information

If the client intends to make a decision or other economic disposition on the basis of information and/or advice which REVISA Treuhand GmbH has provided to the client verbally, the client shall be obliged to do so,

either (a) to inform REVISA Treuhand GmbH in due time prior to such a decision and ask it to confirm in writing the client's understanding of such information and/or advice or (b) to make that decision at its own discretion and under its sole responsibility, knowing the above-mentioned risk of such verbal information and/or advice.

E. Exemption

The client shall be obliged to indemnify REVISA Treuhand GmbH against all claims by third parties (including affiliated companies) and the resulting obligations, damages, costs and expenses (in particular reasonable external lawyers' fees) resulting from the use of the work result by third parties and the disclosure was made directly or indirectly by the client or at the client's instigation. This obligation shall not apply to the extent that REVISA Treuhand GmbH has expressly agreed in writing that the third party may rely on the work result.

F. Electronic data transmission (e-mail)

The parties are permitted to use electronic media for the exchange and transmission of information and this form of communication does not in itself constitute a breach of any confidentiality obligations. The parties are aware that the electronic transmission of information (in particular by e-mail) entails risks (e.g. unauthorized access by third parties).

Any changes to the documents sent electronically by REVISA Treuhand GmbH and any forwarding of such documents electronically to third parties may only be made with the written consent of REVISA Treuhand GmbH.

G. Data protection

For the aforementioned processing purposes, REVISA Treuhand GmbH is authorized to process client information that can be attributed to specific persons ("*personal data*") in the various jurisdictions in which they operate.

REVISA Treuhand GmbH processes personal data in accordance with applicable law and professional regulations, in particular in compliance with national (BDSG) and European data protection regulations. REVISA Treuhand GmbH requires service providers who process personal data on behalf of REVISA Treuhand GmbH to also comply with these provisions.

H. Declaration of completeness

The representation letter requested by REVISA Treuhand GmbH from the legal representatives may also include confirmation that the effects of uncorrected misstatements in the subject matter of the audit summarized in an annex to the representation letter are immaterial, both individually and as a whole.

I. Scope of application

The provisions contained in the *General Terms and Conditions of Contract* - including the provision on liability - shall also apply accordingly to all other future orders placed by the client, unless separate agreements are made in each case or are covered by a framework agreement or unless binding domestic or foreign statutory or official requirements for REVISA Treuhand GmbH conflict with individual provisions in favor of the client.

REVISA Treuhand GmbH's services shall be governed exclusively by the terms and conditions of the *General Terms and Conditions of Contract*; no other terms and conditions shall form part of the contract unless the client has expressly agreed these with REVISA Treuhand GmbH in writing. General Terms and Conditions of Purchase to which reference is made in the context of automated orders shall not be deemed to be included even if REVISA Treuhand GmbH does not expressly object to them or REVISA Treuhand GmbH begins to provide the services without reservation.

J. Applicable law / place of jurisdiction

The professional principles developed and adopted by the relevant German professional organizations (WPK, IDW, StBK), insofar as they are applicable to the engagement in the individual case, are decisive for the performance of the engagement.

German law shall apply to the contractual relationship and to all non-contractual matters or obligations resulting from it or from the provision of the services agreed therein.

The exclusive place of jurisdiction for all legal disputes arising in connection with the order or the services rendered thereunder shall be the registered office of our law firm / professional association in Germany.