

Report

on the
audit of the financial statements and the management report

of

HCL Technologies Germany GmbH,

Eschborn

of March 31, 2024

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MAIN REPORT

A. Audit contract

The legal representatives of

**HCL Technologies Germany GmbH,
Eschborn,**

has contracted us based on the election by the shareholders to audit the year end financial statements of March 31, 2024 including the underlying bookkeeping and the management report ("Lagebericht").

The contract is based on the general engagement terms for German public auditors and for public audit firms dated January 1, 2017 as shown in annex 8. These engagement terms are also valid in the relation to third parties. The limit of our liability is defined in number 9 of the general engagement terms.

We confirm according to Article 321 (4a) HGB that in conducting our audit we adhered to the applicable rules of independence.

In section D we are reporting on type and scope of the audit which we have conducted according to Article 316 ff. HGB.

This report was done according to the standards on reporting about year end close audits as specified by the Institut der Wirtschaftsprüfer in Deutschland e.V., Düsseldorf (IDW PS 400 n.F. and PS 450 n.F.).

B. Basic Facts

I. Facts regarding the company`s situation

The situation of the company and of its future development has been reported sufficiently by the legal representatives of the company in the financial statements and the management report.

Regarding the information given in the director`s management report, we emphasize the following points:

1. Net Income from operations for the year is k EUR 24,320 as to k EUR 21,891 in the prior year. Total output consisting of Sales revenue, other operating income and change in stock of finished goods and work in progress increased from k EUR 463,003 to k EUR 494,718. On the other hand, our gross margin after material expenses and personnel expenses increased from k EUR 89,399 to k EUR 87,168 resulting in a margin on gross output of 17% after 21% in prior year which is due to our product mix.
2. During the financial year 2023-24, business with existing clients has been extended further and a few major new clients have been won. Also, we have increased business due to new products and services offered to our clients. We expect these trends to continue in 2024-25.
3. For financial year 2024 / 2025 our mid case projection reflects revenue of approx. k EUR 518,835 and Net income of approx. k EUR 17,203. Uncertainty relating to Russia and Ukraine war results and its repercussions on the European Economy may lead to upside as well as downside risks in these projections.

According to the result of our audit and the audit findings, we judge the representation of the situation of the company and of the risks of future development of the company in the financial statements and the management report to be plausible and logically derived. The director's assessment of the situation is sufficiently extensive and its content is correct. The presentation of the situation of the company is sufficient by virtue of its scale and correct.

II. Irregularities

1. Other Violations

The Ultimate holding, HCL Technologies Limited, is preparing the consolidated financial Statements including HCL Technologies Germany GmbH for the reporting period and hence as per section 292 of HGB Act, the company is eligible for such exemption for not preparing separate consolidated financial statements at HCL Technologies Germany GmbH level. Though for the financial years 2019 / 2020, 2020 / 2021, 2021 / 2022 and 2022 / 2023 those ultimate parent company consolidated financial Statement were not uploaded by the company on German company law house and the published individual financial statements do not contain the additional information noted in Section 291 (2) Sentence 1 number 4 which is required for the eligibility. The company is in the process of taking necessary steps to rectifying the same.

C. Audit Opinion

To the financial statements and the management report, we have issued the following audit opinion:

„Independent Auditor’s Report

To HCL Technologies Germany GmbH, Eschborn:

Audit Opinion

We have audited the annual financial statements of HCL Technologies Germany GmbH, which comprise the balance sheet as at March 31, 2024, and the statement of profit and loss, for the financial year from April 1, 2023 to March 31, 2024, and notes to the financial statements, including the presentation of the recognition and measurement policies. In addition, we have audited the management report of HCL Technologies Germany GmbH for the financial year from April 1, 2023 to March 31, 2024.

In our opinion, on the basis of the knowledge obtained in the 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 March 31, 2024, and of its financial performance for the financial year from April 1, 2023 to March 31, 2024 in compliance with German Legally Required Accounting Principles.
- the management report in total presents correctly the situation of the company. In all material respects, this management report is in line with the financial statements, corresponds with the legal requirements, and properly describes the opportunities and risks of future development.

Pursuant to Article 322 (3) S 1 German Commercial Code (HGB), we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements.

Basis for the Audit Opinion

We conducted our audit of the annual financial statements in accordance with Article 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits 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” 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 opinion on the annual financial statements and the management report.

Responsibilities of the Executive Directors for the Annual Financial Statements and for the Management Report

The executive directors are 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. Furthermore, management is responsible for internal controls which, in accordance with German generally accepted accounting principles, allow the preparation of annual financial statements that are free from material misstatement, whether due to fraud (i.e. accounting fraud and fraudulent misrepresentation) or error.

In preparing the annual financial statements, the executive directors are responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility 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 provided no actual or legal circumstances conflict therewith.

Additionally the legal representatives are responsible for preparation of the management report which in total presents correctly the situation of the company. In all material respects, this management report is in line with the financial statements, corresponds with the legal requirements, and properly describes the opportunities and risks of future development. In addition, the executive directors are responsible for such precautions and measures (systems) as they have determined necessary to enable the preparation of the management report in line with legal requirements and to be able to produce sufficient audit proofs for the statements in the management report.

Auditor's Responsibilities for the Audit of the Annual Financial Statements and the Management Report

Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and if the management report in total presents correctly the situation of the company as well as in all material respects, the management report is in line with the financial statements, corresponds with the legal requirements, and properly describes the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinion on the annual financial statements and the management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Article 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits 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. We also:

- identify and assess the risks of material misstatement of the annual financial statements and management report 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 opinion. The risk that material misstatements resulting from fraud are not detected is higher than the risk that material misrepresentations resulting from errors are not detected, as fraud may include fraudulent collusion, forgery, intentional omissions, misrepresentations or the omission of material facts, misleading representations or the overriding of internal controls.
- Obtain an understanding of internal control relevant to the audit of the annual financial statements and of precautions and measures (systems) to enable the preparation of the management report in line with legal requirements and to be able to produce sufficient audit proofs for the statements in the management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of this system of the Company.
- Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.

- Conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and the management report or, if such disclosures are inadequate, to modify our audit opinion on the annual financial statements. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to 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 whether the management report in total presents correctly the situation of the company, whether in all material respects, it is in line with the financial statements, and corresponds with the legal requirements.
- We carry out audit procedures relating to the forward-looking statements by the executive directors in the management report. On the basis of sufficient and adequate audit proof in particular we reconstruct the assumptions which the executive directors have underlaid their forward-looking statements and we evaluate the appropriate conclusion of forward-looking statements from these assumptions. We do not issue an independent audit opinion on the forward-looking statements and the underlying assumptions. There is an unavoidable risk that future events will materially deviate 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. "

D. Object, Type and Scope of the Audit

I. Object of the audit

Following the audit contract and according to Article 317 HGB, we checked whether bookkeeping and financial statements are in line with corresponding legal regulations and with complementing regulations in the articles of incorporation. We have been shown the management report and we have included it into our audit.

Criteria for our audit are the German Accounting Standards as laid down in Articles 242 to 256a and 264 to 288 HGB, in the special legislation of the GmbHG and in the complementing regulations in the articles of incorporation. Audit criteria for the management report were the rules defined in Article 289 HGB.

Preparation of the year end close and the management report as well as handover of information and documents have been under the responsibility of the management. It is our responsibility to check these documents and information within the scope of a dutiful audit.

II. Type and Scope of the Audit

We conducted the audit from April 2024 to June 2024 with interruptions in our office in Pforzheim. We documented the details about how the audit was conducted according to type, scope and result in our working papers.

The audit was carried through according to the standards on auditing of financial statements as specified by the Institut der Wirtschaftsprüfer in Deutschland e.V., Düsseldorf.

According to these standards, the audit is to be planned and carried through in such manner that it is possible to judge with sufficient amount of safety whether bookkeeping, financial statements and the management report are free from material errors and legal violations.

We have planned the audit of the financial statements according to principles of proper professional practice with the aim to discover any such errors and violations of accounting laws which have a material effect on the presentation of a truthful picture of the financial position of the company as of March 31, 2024, and the results of its operations according to Article 264 (2) HGB.

We put the main emphasis of our audit on the following items:

- Analysis of the internal control system by conducting Journal Entry Tests
- Representation and valuation of Work in Progress
- Valuation and existence of trade receivables
- Completeness of accruals and liabilities
- Completeness and valuation of receivables and liabilities against affiliates
- Correctness of the revenue cut off

Starting from a preliminary judgement on the internal control system from our Journal Entry Tests we have observed the principles of materiality and cost-effectiveness in defining our further audit procedures. Type and scope of analytical as well as substantial audit procedures have been conducted considering the importance of the audit field and the organization of bookkeeping. Samples have been select-

ed in a way which considered the economic relevance of the individual financial statement positions and which allowed a sufficient judgement of the compliance with accounting principles and legislation.

We did not take part in the physical inventory taking as an observer, as we could conduct sufficient alternative audit procedures. In order to validate the open items we collected balance confirmations. Also, we collected bank confirmations of the German house banks and a confirmation by the legal attorney of the company.

The disclosed positions in the year end close are documented by inventory lists, balance lists and other documentation.

The prudence principle has been observed by conducting lowest value tests.

The observed accounting principles are in line with legal regulations. Valuation has been done following the going concern principle.

We have audited the management report in close timely relationship with the financial statements. In order to do this, we have compared the individual informations as well as the overall meaning of the management report with the financial statements and with the situation of the company. We have also audited the forward-looking statements as well as opportunities and risks of future development.

The legal representatives have provided all requested information and documents. We have been given a letter of representation (Confirmation relating to completeness of bookkeeping, year end close and management report) as is common professional practice.

E. Statements relating to the representation of the financial statements

I. Orderliness of bookkeeping

1. Prior year's close

The year end close to March 31, 2023 has been approved by the shareholders. The income has been carried forward.

The directors have been exonerated.

2. Bookkeeping and other audited documentation

Organization of the bookkeeping, the data flow and the management of documents allow for a complete, correct, timely and orderly recording and booking of business transactions.

The information taken from further audited documents lead, in all material respects, to a correct representation in bookkeeping and financial statements.

Bookkeeping (general ledger, accounts receivable and accounts payable, inventory accounting, asset accounting and cost accounting) of the company is done with SAP R/3 software.

3. Financial Statements

The company is classified as being of "large" size according to Article 267 HGB. The financial statements have been prepared according to the principles of orderly bookkeeping, according to the regulations in Articles 242 to 256a and 264 to 288 HGB and the special rules laid down in the GmbHG and in complementing regulations in the articles of incorporation.

Based upon prior year's financial statements as audited by us, the financial statements of this year have been developed properly from the bookkeeping and the other audited documents.

The principle of valuation consistency (Article 252 (1) Nr. 6 HGB) has been adhered to.

There is sufficient proof for assets, liability and equity positions.

The applied accounting rules correspond to commercial law. In principle they are unchanged from prior year. Details of the valuation are discussed in Section E.II.1.

4. Management report

The management report (Annex 1) corresponds to the regulations of Article 289 HGB. It properly presents the development of the business and the situation of the company. Chances and risks of future developments are sufficiently described.

II. Total representation of the financial statements

1. Major valuation principles

We refer to the information in the notes for the main valuation principles.

2. Summarizing Statement

According to our opinion, the financial statements, considering the principles of proper bookkeeping, present fairly, in all material respects, the financial position of the company, and the results of its operations.

F. Summary

We issue the preceding report on the audit of financial statement and management report for the financial year from April 1, 2023 to March 31, 2024 of HCL Technologies Germany GmbH, Eschborn, in accordance with Article 321 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW PS 450 n. F.).

The audit report is being signed in accordance with Article 321 (5) HGB and in compliance with Article 32 WPO as follows.

Pforzheim, July 2, 2024

gkm . glück . kock . mäschenke
partgmbb . wirtschaftsprüfungsgesellschaft

signiert von:
Ulrich Glück

Glück
Certified German Public Auditor

signiert von:
Martin Mäschenke

Mäschenke
Certified German Public Auditor



ANNEX

Annex 1

HCL Technologies Germany GmbH, Eschborn

Status Report for the Financial Year 2023/2024

I. Business development and environment

Core business and review,

The company operates in the fields of software-enabled IT solutions, externally controlled, infrastructure management and the outsourcing of business processes.

Being part of the growing IT industry, we want to grow above industry trend at a stable pace while steadily improving our quality of service.

We render our services in the context of our mode 1-2-3 strategy:

Mode 1: Core Services

Under Mode 1, HCL delivers core services in the areas of applications, infrastructure, BPO and Engineering & R&D, leveraging DRYiCE autonomics and orchestration to transform clients' business and IT landscape making them "lean" and "agile".

Mode 2: Next Generation Services

Under Mode 2, HCL delivers experience-centric and outcome-oriented integrated offerings of Digital & Analytics, IoT WoRKS™, Cloud Native Services and Cyber-security & GRC services.

Mode 3: Products & Platforms

HCL continues to explore and enter into innovative IP-based partnerships, targeting specific next-generation opportunities. Mode 3 includes the external IP partnership with IBM extending now to half a dozen products; HCL also continues to invest in our internal IP creation strategy and expansion of capabilities and markets for DRYiCE, the next-generation autonomics and orchestration products and platform.

As in the past, we expect a significantly above average increase in our mode 2 and mode 3 services during the coming years.

We are delivering core infrastructure, intelligent operations and digital services to help businesses adopt AI and GenAI technologies including AI-enabled search, retrieval of critical data, knowledge summary, content translation and low-code platforms that enable enterprises to build GenAI applications without coding experience. Our philosophy encompasses consulting, creating, embedding and integrating AI within silicon to infrastructure, applications, data and business processes.

We view profitability as an enabler to allow us to invest in the technologies our clients need.

We make a conscious choice to focus on managed services instead of on time and material and staffing to move closer to the core value-adding chain of our customers and thereby helping define the fundament for their growing and prospering.

We add credibility to this claim by aligning our fees with the key performance indicators of our customers.

Annex 1

Industry trends

Currently, pandemic is long ago, we have enjoyed a brief after-pandemic boom and are currently expecting economic slowdown because Germany no longer enjoys the advantages of lower unit labor costs it has enjoyed during the noughties nor the low interest rates inciting an investment boom thereafter. Nevertheless, demographic change is progressing, which increases the demand for our services. The increase in trade barriers which could be observed in the last couple of years essentially was concentrated between a US-dominated bloc of countries and a Chinese-dominated bloc of countries. As an Indian based group we are hoping not to suffer from this development due to the neutral position of our country between these two trading blocs.

Business development

HCL Technologies Germany GmbH, serves clients locally while referring technologically demanding tasks to our technology labs in India and across the world. It is therefore an integral part of HCL Technologies worldwide and needs to be analyzed in a global context.

Given that our core technology services are delivered mainly out of India where we command a highly price efficient and knowledge intensive infrastructure, the focus in our German subsidiaries is on revenue growth.

During the financial year 2023-24, business with existing clients in Germany has been extended further and total revenue has increased from k EUR 434,878 to k EUR 494,129 (YoY). The development in business is largely the same compared to last year. We are satisfied with the overall growth of the business.

II. Company situation

Asset, financial, and revenue situation

Net Income from operations for the year is k EUR 24,320 as to k EUR 21,891 in the prior year. Total output consisting of Sales revenue, other operating income and change in stock of finished goods and work in progress increased from k EUR 463,003 to k EUR 494,718. On the other hand, our gross margin after material expenses and personnel expenses decreased from k EUR 89,399 to k EUR 87,168 resulting in a margin on gross output of 17% after 21% in prior year which is due to our product mix.

The decrease in work in progress is due to a decrease in services not yet approved by our clients at the date of closing from k EUR 69,439 to k EUR 68,215.

The decrease or increase in receivables and payable is mainly due to an increase in operational activity.

The increase in our net equity due to our net income of k EUR 16,931 resulted due to the increase in total assets in a net equity ratio of 16.93% in the current year (p.y.11.86%).

Investment

Our investment is mainly in people, so the picture of the financial statements only gives an incomplete picture in this respect.

Research and development,

The research and development are done centrally by the parent company, HCL Technologies Ltd.

Development of equity capital

As of March 31, 2024, the registered capital and the capital reserve totaled to k EUR 6,752 (previous year: k EUR 6752). The income for the financial year amounts to k EUR 16,931 (Previous year: Profit k EUR 15,688). Based on the growth of revenue & profit, it is apparent that the business operations are continued smoothly.

Personnel

Annex 1

Headcount and employee structure

In FY 2023/2024, an average of 1,612 employees (previous year: 1,521) worked for the Company.

Human resources

The group is committed to an equal treatment of all employees, regardless of their sex, race, colour, disablement, or family status. For disabled employees, the company offers training opportunities. In case the disablement occurs after the employee joined the company, the company is obliged to further employ and qualify appropriately the relevant person. The company is also committed to communicating relevant internal news or decisions on a regular basis. Where decisions are made that affect the employees or have implications for them, their opinions are taken into consideration in the decision process.

We are not aiming for an explicit quota of women in management, so we have set the target quota of women for the purposes of Section 36 GmbHG at zero. We justify this by stating that we consider it detrimental to the corporate culture if criteria other than performance are taken into account in promotion decisions. However, we assume that a women's quota of 50% will be achieved in the long term due to our fundamentally equality-oriented corporate culture.

Risks management

The software industry is characterized by a dynamic and fiercely competing environment with rapid technological changes and innovations, which constantly challenge the existing and conventional business models. The company is confronted with several business risks. The most important ones will be explained below:

Dependencies/concentrations

The group led by the parent company, HCL Technologies Ltd. in India, which HCL Technologies Germany GmbH belongs to, maintains a broad customer base to ensure the independence from individual clients, special services, or geographical factors.

Competition

To continue to have a strong position in the market and remain competitive, the group has made substantial investments in software technology and other offshore technologies.

People

In line with the parent company, the company has approved an initiative under the name "Employee first". In combination with other measures, this initiative aims at making the company an attractive employer.

Finance

The company is exposed to some financial risks, e.g. exchange rate risks, credit risk, and the risk of inability to pay. The company has established an internal control mechanism aimed at reducing these risks.

III. Forecast for future development

During the financial year 2023-24, business with existing clients has been extended further and a few major new clients have been won. Also, we have increased business due to new products and services offered to our clients. We expect these trends to continue in 2024-25.

On the other hand, the Russian invasion of Ukraine has made some of our clients more cautious in their investment behavior.

Annex 1

For financial year 2024 / 2025 our mid case projection reflects revenue of approx. k EUR 518,835 and Net income of approx. k EUR 17,203. Uncertainty relating to Russia and Ukraine war results and its repercussions on the European Economy may lead to upside as well as downside risks in these projections.

July 1, 2024



Bejoy George (Jul 1, 2024 17:27 GMT+5.5)

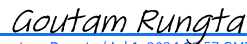
Bejoy Joseph George

The Directors



Shiv Kumar Walia (Jul 1, 2024 17:16 GMT+5.5)

Shiv Kumar Walia



Goutam Rungta (Jul 1, 2024 16:57 GMT+5.5)

Goutam Rungta

HCL Technologies Germany GmbH, Eschborn
Balance sheet as of 31.3.2024

	EUR	EUR	EUR (py)
Assets			
A. Fixed assets			
I. Intangible assets			
1. Purchased concessions, commercial rights, other rights and values as well as licenses of such rights and values	105		0
2. Goodwill	495.002		595.462
	<u>495.107</u>		<u>595.462</u>
II. Tangible assets			
1. Other plants, factory and office equipment	3.089.010		4.733.884
2. Assets under construction	451		6.186
	<u>3.089.461</u>		<u>4.740.070</u>
III. Financial assets			
1. Shares in affiliated parties	<u>1.679.748</u>		<u>863.748</u>
		5.264.315	6.199.281
B. Current assets			
I. Stock and Inventory			
1. Raw materials and supplies	0		1.700
2. Work-in-progress, contracts in progress	68.215.211		69.439.145
3. Finished Goods	2.400.114		3.270.964
4. Prepayments to suppliers	528.221		51.710
	<u>71.143.545</u>		<u>72.763.519</u>
II. Debtors and other assets			
1. Trade debtors	78.520.382		89.324.994
- thereof with a remaining term of more than one year	(3.327.476)		(7.366.319)
2. Amounts due from affiliated companies	28.164.319		20.199.574
3. Other assets	3.222.160		3.657.344
- thereof with a remaining term of more than one year	(2.479.469)		(1.521.283)
	<u>109.906.861</u>		<u>113.181.912</u>
III. Cash on hand, credit balances at banks	<u>57.317.673</u>		<u>18.620.114</u>
		238.368.080	204.565.546
C. Prepayments and deferred charges		3.505.722	3.325.400
D. Deferred Tax Assets		5.017.611	3.762.947
		<u>252.155.727</u>	<u>217.853.173</u>

HCL Technologies Germany GmbH, Eschborn
Balance sheet as of 31.3.2024

	EUR	EUR	EUR	EUR (py)
Liabilities and equity				
A. Equity				
I. Subscribed capital		125.700		125.700
II. Capital Reserve		6.626.474		6.626.474
III. Accumulated Profit / Loss carryforward		19.093.516		3.405.048
IV. Net profit / loss for the year		<u>16.931.183</u>		<u>15.688.468</u>
			42.776.872	<u>25.845.690</u>
B. Accruals				
1. Pension accruals		13.282.235		13.028.911
2. Tax accruals		12.438.240		4.532.650
3. Other accruals		<u>49.482.963</u>		<u>47.597.013</u>
			75.203.438	65.158.574
C. Liabilities				
1. Bank loans		0		20.656.214
- thereof with a remaining term of up to one year		(0)		(20.656.214)
2. Prepayments received		40.846.970		37.242.504
- with a remaining term of up to one year				
3. Trade creditors		9.123.050		6.984.555
- with a remaining term of up to one year				
4. Amounts due to affiliated companies		73.534.967		50.653.231
- with a remaining term of up to one year				
5. Other creditors		10.670.430		11.301.598
- thereof for taxes		(7.747.609)		(7.747.609)
- thereof for social security		0		(67.139)
- thereof with a remaining term of up to one year		(11.067.122)		(11.067.122)
			<u>134.175.417</u>	<u>126.838.102</u>
D. Deferred income			0	10.808
			<u>252.155.727</u>	<u>217.853.173</u>

HCL Technologies Germany GmbH, Eschborn

Income statement for the fiscal year from April 1, 2023 to March 31, 2024

	EUR	EUR	EUR (py)
1. Revenue	494.128.633		434.877.513
2. Increase or decrease in work in process and finished products	-2.094.784		24.631.376
3. Other operating income	2.684.193		3.494.731
4. Cost of materials			
a. Cost of materials	11.928.149		19.791.464
b. Cost of purchased services	255.763.317		228.454.635
	<u>267.691.465</u>		<u>248.246.099</u>
5. Gross Income		227.026.576	214.757.521
6. Personnel expenses			
a. Wages and salaries	118.881.602		107.817.372
b. Social security, pension and other benefit costs - thereof pension cost	20.977.185 <u>(6.354.227)</u>		17.540.849 <u>(6.354.227)</u>
	139.858.787		125.358.221
7. Amortization, depreciation and write-downs of intangible assets and property, plant and equipment	2.398.410		2.490.926
8. Other operating expenses	60.713.627		65.267.078
		<u>202.970.824</u>	<u>193.116.226</u>
		24.055.752	21.641.296
9. Interest and similar income	1.055.168		421.727
10. Interest and similar expenses	791.232		172.099
	<u>263.936</u>		<u>249.628</u>
		24.319.689	21.890.924
11. Tax on earnings		7.388.506	6.186.423
12. Profit after tax		<u>16.931.183</u>	<u>15.704.501</u>
13. Other taxes		0	16.032
14. Net Income / loss		<u><u>16.931.183</u></u>	<u><u>15.688.468</u></u>

annual financial statements
as at 31/03/2024

HCL Technologies Germany GmbH

Notes

Notes

as at 31/03/2024

HCL Technologies Germany GmbH

HCL Technologies Germany GmbH, registered office in Eschborn, is entered in the Commercial Register of Frankfurt am Main District Court under the number HRB 97976.

General Information

The present annual accounts were drawn up in accordance with Articles 242 ff. and 264 ff. HGB as well as the relevant provisions of the GmbHG. The provisions covering large companies apply.

The profit and loss account has been prepared using the total cost method.

There have been no significant changes to the methods applied for representation and valuation as compared to the previous year.

Accounting and Valuation Method

The following accounting and valuation methods were decisive in preparing the annual accounts:

Intangible assets are stated at cost of acquisition and in case of use intangible assets were reduced according to the expected useful life of the asset by scheduled linear depreciation.

Property, plant and equipment are stated at cost of acquisition or manufacture. The property, plant and equipment assets were reduced according to the expected useful life of the asset by scheduled linear depreciation. The depreciation of additions to property, plant and machinery took place fundamentally by periodic depreciation. The tangible assets were depreciated pro rata temporis.

Work in progress are valued on the basis of individual calculations, which are based on the current operational accounting, whereby, in addition to the individual directly attributable costs, production wages and special individual costs, pro rata overhead costs and depreciation are taken into account.

Finished Goods are stated at cost of acquisition or lower market prices.

Accounts receivable and other assets and liquid assets are stated at their nominal values. Account is taken of all items fraught with risk through adequate individual value adjustments.

Prepayments and deferred charges refer to payments which have been done prior to the closing date while concerning expenses for a certain time after the closing date. These are being expensed pro rata temporis.

Deferred tax assets have been stated according to Article 274 HGB based on an average tax rate of 27.38% for differences between amounts stated according to Local GAAP and amounts stated according to tax rules.

Notes

as at 31/03/2024

HCL Technologies Germany GmbH

Pension accruals have been stated according to Article 253 (2) HGB according to the Projected Unit Credit Method considering the 2018G actuarial tables, an average market interest rate of the last ten years of 1.83%, income dynamics of 2.5%, pension dynamics of 1.0% to 2.0% and an expected average development of the assessment ceiling for the pension funds of 2.5%.

The **tax accruals and other accruals** take into account all contingent liabilities and anticipated losses. They are stated at an amount required according to reasonable commercial assessment.

Liabilities are valued at their repayment amounts.

Accounts receivable in foreign currencies are converted at the medium exchange rate as of closing date.

Realisation of sales revenue takes place after the work is done and accepted by the customer.

Notes

as at 31/03/2024

HCL Technologies Germany GmbH

Notes on the Balance Sheet

Fixed Assets

The development of the individual fixed asset items is presented with details of the depreciation for the financial year in the following analysis of fixed assets (Annex to the Notes).

Goodwill (assembled workforce) is being depreciated over 5 years as the period over which the company expects to benefit from the take-over.

Goodwill acquired from merged companies is being depreciated over 15 years as the period over which the company expects to benefit from the merger.

Details on affiliated parties result as follows:

	Seated	Share 31.12.2023 %	Net equity 31.12.2023 In T€	Net income 31.12.2023 In T€
HCL TECHNOLOGIES CZECH REPUBLIC s.r.o.	Prague 2/Czech Republic	61,0	15,371 (CZK 388,965k)	3,708 (CZK 93,801k)
HCL Technologies gbs GmbH	Ratingen	51,0	1,575	-213

Current Assets

Accounts receivable and other assets

Accounts receivable from affiliated companies include accounts receivable from the shareholders of € 392 k (p.y. € 922 k).

Accounts receivable from affiliated companies include accounts receivable from trade debtors of € 21,097 k (p.y. € 19,800 k).

Other assets of 2,479 k (p.y. € 1,521 k) have a remaining of more than one year.

Cash in Hand, Cash at Banks

Cash at banks amounted to € 57,318 k (p.y. € 18,620 k).

Deferred taxes

Deferred taxes result from a different tax – valuation of pension accruals, from provisions for onerous contracts (€ 11,364) and from employee stock options (€ 1,641 k). As a consequence, deferred tax assets have increased from € 3,763 k to € 5,018 k by € 1,255 k. They are subject to a legal payout block.

Notes

as at 31/03/2024

HCL Technologies Germany GmbH

Equity

The subscribed capital amounts € 125 k (p.y. € 125 k). Additional Paid-In Capital - Group (€ 6,626 k) results from the merger of HCL GmbH into the company.

Pension Accruals

Considering an average market interest rate of the past seven years of 1.80%, pension accruals would have resulted in € 13,328 k. The difference to the pension accruals shown in these financial statements amounts to € 46 k (positive) so there is no legal payout block.

Other Accruals

Other accruals mainly consist of accruals for the purchasing area € 21,169 k (p.y. k 26,046 €), for sales area € 16,273 k (p.y. € 12,342 k) and for personnel € 12,041 k (p.y. € 9,209 k).

Liabilities

As in the previous year, all liabilities have a remaining period of up to one year and are not secured. The liabilities against affiliated companies include liabilities against shareholders € 28,640 k (p.y. € 2,151 k).

The liabilities against affiliated companies include liabilities against trade creditors € 71,932 k (p.y. € 50,129 k).

Notes

as at 31/03/2024

HCL Technologies Germany GmbH

Notes on the Profit and Loss Account

Sales revenue

Sales Revenue is mainly generated within the European Union. It was generated with € 58,874 k (p.y. € 56,807 k) by affiliated companies. Sales revenue was achieved with € 447,632 k (p.y. € 392,792 k) through software solutions and services and with € 46,496 k (p.y. € 42,086 k) through product sales.

Other Operating Income

Other operating income contains foreign exchange gains € 2,157 k (p.y. € 2,848 k).

Depreciation

Depreciation in the financial year did not include any extraordinary depreciation.

Other Operational Expenses

Included in other operational expenses are foreign exchange losses € 2,650 k (p.y. € 2,786 k).

Interest Income

There was interest income in the financial year in the amount of € 1,055 k (p.y. € 422 k). In the financial year € 56 k (p.y. € 0 k) were received from related parties.

Interest Expenses

Out of the interest expenses € 0 k (p.y. € 101 k) were paid to related parties. Interest expenses from discounting pension provisions amount to € 228 k (p.y. € 71 k).

Tax Expenses

Tax expenses include € 1,255 k (p.y. € - 2,254 k (income)) from changes in deferred taxes.

Notes

as at 31/03/2024

HCL Technologies Germany GmbH

Other Particulars

Contingent Liabilities

There are no contingent liabilities.

Other Financial Liabilities

There are other financial liabilities € 23,497 (p.y. € 7,818 k).

These include in detail:

- Liabilities from office rents
- Liabilities from leasing for car and technical equipment
- Liabilities from real estate leasing

Board of Directors

Managing Directors are:

Mr. Bejoy Joseph George, born 10.06.1967, director, resident in Frankfurt am Main

Mr. Shiv Kumar Walia, born 10.01.1969, director, resident in Berkshire/United Kingdom

Mr. Rungta, Goutam, born 05.10.1973, director, resident in Ghaziabad, Uttar Pradesh/India

The directors are released from the restrictions of Article 181 BGB (German Civil Code).

They may represent the company in performing transactions without restriction themselves or as a representative of a third party.

Appropriation of net income

The directors propose to carry forward the balance sheet profit.

Notes

as at 31/03/2024

HCL Technologies Germany GmbH

Employees

The average number of workers employed during the financial year was:

	<u>2023-2024</u>	<u>2022-2023</u>
Employees	<u>1,612</u>	<u>1,521</u>

Shareholders

The company is run in the legal form of a *Gesellschaft mit beschränkter Haftung (GmbH)* [German limited liability Company].

The shareholders are:	HCL Technologies UK Limited Axon Centre, Church Road Egham, Surrey, TW 20 9 QB / UK	€ 125,700
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Audit Fees

Audit fees, which only related to audit services, amounted to approximately € 31 k.

Group Relationships

As at 31 March 2024, HCL Technologies India Ltd, New Delhi / India prepared group accounts for the smallest and for the largest group of related parties, in which our company is integrated. The accounts are available at the registered office of this company.

The company makes use of the exemption provision of Section 292 (1) no. 1 d HGB. The parent company of the Group is HCL Technologies Limited, 806, Siddarth, 96 Nehru Place, New Delhi, India. Its consolidated financial statements were prepared in accordance with the Indian Accounting Standards (Ind AS) issued by the Indian Accounting Standards Board and Division II of Schedule III of the Companies Act, 2013, which correspond to IFRS. Deviating valuation methods relate to the treatment of leases in accordance with IFRS 16, the accounting of pension obligations in accordance with IAS 19 and the recognition of profits on work in progress.

Egham (UK), July 1, 2024


Bejoy George (Jul 1, 2024 17:27 GMT+5.5)

Bejoy Joseph George


Shiv Kumar Walia (Jul 1, 2024 17:16 GMT+5.5)

Shiv Kumar Walia


Goutam Rungta (Jul 1, 2024 16:57 GMT+5.5)

Rungta, Goutam

Schedule of Changes in Fixed Assets of HCL Technologies Germany GmbH, Eschborn
Fiscal Year 2023/2024

as at 1.4.2023

as at 31.3.2024

	Acquisition cost		Accumulated depreciation		Net book value		Acquisitions Adjustments (A)		Disposals		Reposings		Depreciation		Disposals		Net book value of disposals		Acquisition cost		Accumulated depreciation		Net book value		
	€	€	€	€	€	€	€	€	€	€	€	€	€	€	€	€	€	€	€	€	€	€	€	€	
I. Intangible assets																									
1. Self created intangible assets	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
2. Purchased concessions, commercial rights, other rights and values as well as licenses of such rights and values	1,660,213	1,660,213	0	4,467	0	0	0	4,467	0	0	0	0	4,362	0	0	0	0	0	0	1,664,680	1,664,575	0	0	105	
3. Goodwill	1,365,751	770,289	595,462	0	0	0	0	0	0	0	0	0	100,460	0	0	0	0	0	0	1,365,751	870,749	2,535,323	495,002	495,107	
Total intangible assets	3,025,964	2,430,501	595,462	4,467	0	0	4,467	0	0	0	0	0	104,822	0	0	0	0	0	0	3,030,430	2,535,323	495,002	495,107	495,107	
II. Tangible assets																									
1. Other plants, factory and office equipment	20,463,495	15,729,611	4,733,884	1,282,727	17,946,939 A	6,005,789	0	0	2,293,588	5,371,776	0	0	2,293,588	0	5,371,776	0	0	0	0	33,687,372	30,598,362	3,089,010	3,089,010	3,089,010	
2. Assets under construction	6,186	0	6,186	0	0	5,736	0	0	0	0	0	0	0	0	0	0	0	0	0	451	0	0	0	451	
Total fixed assets	20,469,681	15,729,611	4,740,070	1,282,727	17,946,939 A	6,011,525	0	0	2,293,588	5,371,776	0	0	2,293,588	0	5,371,776	0	0	0	0	33,687,822	30,598,362	3,089,450	3,089,450	3,089,450	
III. Financial assets																									
1. Shares in affiliated parties	863,748	0	863,748	816,000	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1,679,748	0	0	0	1,679,748	
Total financial assets	863,748	0	863,748	816,000	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1,679,748	0	0	0	1,679,748	
Total	24,359,393	18,160,112	6,199,281	2,103,194	17,946,939 A	6,011,525	0	0	2,398,410	5,371,776	0	0	2,398,410	0	5,371,776	0	0	0	0	38,396,001	33,133,685	3,089,450	3,089,450	5,264,316	

*) Depreciation of the reporting year

Independent Auditor's Report

To HCL Technologies Germany GmbH, Eschborn:

Audit Opinion

We have audited the annual financial statements of HCL Technologies Germany GmbH, which comprise the balance sheet as at March 31, 2024, and the statement of profit and loss, for the financial year from April 1, 2023 to March 31, 2024, and notes to the financial statements, including the presentation of the recognition and measurement policies. In addition, we have audited the management report of HCL Technologies Germany GmbH for the financial year from April 1, 2023 to March 31, 2024.

In our opinion, on the basis of the knowledge obtained in the 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 March 31, 2024, and of its financial performance for the financial year from April 1, 2023 to March 31, 2024 in compliance with German Legally Required Accounting Principles.
- the management report in total presents correctly the situation of the company. In all material respects, this management report is in line with the financial statements, corresponds with the legal requirements, and properly describes the opportunities and risks of future development.

Pursuant to Article 322 (3) S 1 German Commercial Code, we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements.

Basis for the Audit Opinion

We conducted our audit of the annual financial statements in accordance with Article 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits 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" 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 opinion on the annual financial statements and the management report.

Responsibilities of the Executive Directors for the Annual Financial Statements and for the Management Report

The executive directors are 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. Furthermore, management is responsible for internal controls which, in accordance with German generally accepted accounting principles, allow the preparation of annual financial statements that are free from material misstatement, whether due to fraud (i.e. accounting fraud and fraudulent misrepresentation) or error.

In preparing the annual financial statements, the executive directors are responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility 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 provided no actual or legal circumstances conflict therewith.

Additionally the legal representatives are responsible for preparation of the management report which in total presents correctly the situation of the company. In all material respects, this management report is in line with the financial statements, corresponds with the legal requirements, and properly describes the opportunities and risks of future development. In addition, the executive directors are responsible for such precautions and measures (systems) as they have determined necessary to enable the preparation of the management report in line with legal requirements and to be able to produce sufficient audit proofs for the statements in the management report.

Auditor's Responsibilities for the Audit of the Annual Financial Statements and the Management Report

Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and if the management report in total presents correctly the situation of the company as well as in all material respects, the management report is in line with the financial statements, corresponds with the legal requirements, and properly describes the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinion on the annual financial statements and the management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Article 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits 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. We also:

- identify and assess the risks of material misstatement of the annual financial statements and management report 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 opinion. The risk that material misstatements resulting from fraud are not detected is higher than the risk that material misrepresentations resulting from errors are not detected, as fraud may include fraudulent collusion, forgery, intentional omissions, misrepresentations or the omission of material facts, misleading representations or the overriding of internal controls.
- Obtain an understanding of internal control relevant to the audit of the annual financial statements and of precautions and measures (systems) to enable the preparation of the management report in line with legal requirements and to be able to produce sufficient audit proofs for the statements in the management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of this system of the Company.
- Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- Conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and

the management report or, if such disclosures are inadequate, to modify our audit opinion on the annual financial statements. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to 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 whether the management report in total presents correctly the situation of the company, whether in all material respects, it is in line with the financial statements, and corresponds with the legal requirements.
- We carry out audit procedures relating to the forward-looking statements by the executive directors in the management report. On the basis of sufficient and adequate audit proof in particular we reconstruct the assumptions which the executive directors have underlaid their forward-looking statements and we evaluate the appropriate conclusion of forward-looking statements from these assumptions. We do not issue an independent audit opinion on the forward-looking statements and the underlying assumptions. There is an unavoidable risk that future events will materially deviate 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.

Pforzheim, July 2, 2024

gkm . glück . kock . mäscke
partgmbb . wirtschaftsprüfungsgesellschaft

signiert von:
Ulrich Glück

(Glück)
Certified German Public Auditor

signiert von:
Martin Mäscke

(Mäscke)
Certified German Public Auditor



**Legal situation
of
HCL Technologies Germany GmbH, Eschborn**

The name of the company is:

HCL Technologies Germany GmbH

The company has the **legal form** of a limited liability company ("Gesellschaft mit beschränkter Haftung").

The **articles of incorporation** are valid as of February 25, 2021.

The company is **seated** in Eschborn.

The company's **purpose** is to carry on the business of sale, purchase, distribution, license, lease, services, maintenance and consultancy of all kind, in and outside Germany, related to information technology, all types of software, IT hardware, IT infrastructure management, business process outsourcing, enterprise solutions, remote infrastructure management, data communication systems, research and development, help desk, data analysis, cloud computing, mobility products and services.

The company may acquire shares of other companies and may set up branches.

Shareholders capital of the company had risen to EUR 125,700 up from EUR 100,000 in the financial year 2021/2022, and is fully paid in.

Sole **shareholder** of the company is HCL Technologies UK Limited, Surrey, UK.

Fiscal Year is from April 1th to March 31st.

According to the trade register directors in the reporting year were
Bejoy Joseph George, Frankfurt am Main
Shiv Kumar Walia, Maidenhead, Berkshire / UK
Goutam Rungta, Ghaziabad, Uttar Pradesh / Indien

The company is **registered** in the commercial trade register of Amtsgericht Frankfurt am Main with registration number HRB 97976.

Our information is based on a trade register copy from May 22, 2024 as well as on information received from the company. This situation has not changed up until the date of this audit report according to the information given to us.

During the reporting year, among others, the following resolutions by the shareholders have been passed: Prior year's financial statements have been approved and directors have been exonerated.

Analysis and Comments regarding the financial statements as of March 31, 2024

I. Economic basics

Nature and purpose of the business is marketing, sales and client service regarding products of HCL Technologies Corporation Ltd., New Delhi, India.

The company may conduct any transactions which are related to and which promote the purpose of the business. The company is authorized to buy affiliates and to set up subsidiaries in and outside of Germany.

The development of the company during the past years can be understood from the following figures:

Fiscal Year	Employees	Sales Revenue	Investments ¹	Depreciation	Net income
		<u>kEUR</u>	<u>kEUR</u>	<u>kEUR</u>	<u>kEUR</u>
2014/2015	n.a.	599	n.a.	8	21
2015/2016 ²	103	9,557	1,367	237	-438
2016/2017	180	41,906	3,354	910	1,521
2017/2018	280	93,714	2,031	1,461	4,006
2018/2019	339	140,422	2,507	1,876	5,899
2019/2020 ³	808	185,884	4,274	2,233	-14,044 ⁴
2020/2021 ⁵	1,413	257,041	2,734	4,043	5,423
2021/2022	1,527	338,321	2,563	3,277	1,019
2022/2023	1,521	434,878	1,761	2,491	15,688
2023/2024	1,612	494,128	2,103	2,398	16,931

II. Tax situation

Income and profit tax declarations have been submitted until the year of 2021. Results from tax audit of the years from 2015 to 2018 have been included in these financial statements.

III. Asset, financial and revenue situation

Regarding the asset, financial and revenue situation, we refer to the management report (Annex 1). Further information can be found in the notes to the financial statements (Annex 4).

¹ into tangible assets and intangible assets

² short business year from 1 July 2015 to 31 March 2016

³ after merger of Hönigstein & Düvel GmbH as of January 1, 2020

⁴ Including loss from merger of kEUR 19,929

⁵ after merger of HCL GmbH as of April 1, 2020

IV. Contingent liabilities and other financial obligation not shown in the balance sheet

There are other financial liabilities € 23,497 (p.y. € 7,818 k).

These include in detail:

- Liabilities from office rents
- Liabilities from leasing for car and technical equipment
- Liabilities from real estate leasing

Allgemeine Auftragsbedingungen

für

Wirtschaftsprüfer und Wirtschaftsprüfungsgesellschaften

vom 1. Januar 2017

DokID:

1. Geltungsbereich

(1) Die Auftragsbedingungen gelten für Verträge zwischen Wirtschaftsprüfern oder Wirtschaftsprüfungsgesellschaften (im Nachstehenden zusammenfassend „Wirtschaftsprüfer“ genannt) und ihren Auftraggebern über Prüfungen, Steuerberatung, Beratungen in wirtschaftlichen Angelegenheiten und sonstige Aufträge, soweit nicht etwas anderes ausdrücklich schriftlich vereinbart oder gesetzlich zwingend vorgeschrieben ist.

(2) Dritte können nur dann Ansprüche aus dem Vertrag zwischen Wirtschaftsprüfer und Auftraggeber herleiten, wenn dies ausdrücklich vereinbart ist oder sich aus zwingenden gesetzlichen Regelungen ergibt. Im Hinblick auf solche Ansprüche gelten diese Auftragsbedingungen auch diesen Dritten gegenüber.

2. Umfang und Ausführung des Auftrags

(1) Gegenstand des Auftrags ist die vereinbarte Leistung, nicht ein bestimmter wirtschaftlicher Erfolg. Der Auftrag wird nach den Grundsätzen ordnungsmäßiger Berufsausübung ausgeführt. Der Wirtschaftsprüfer übernimmt im Zusammenhang mit seinen Leistungen keine Aufgaben der Geschäftsführung. Der Wirtschaftsprüfer ist für die Nutzung oder Umsetzung der Ergebnisse seiner Leistungen nicht verantwortlich. Der Wirtschaftsprüfer ist berechtigt, sich zur Durchführung des Auftrags sachverständiger Personen zu bedienen.

(2) Die Berücksichtigung ausländischen Rechts bedarf – außer bei betriebswirtschaftlichen Prüfungen – der ausdrücklichen schriftlichen Vereinbarung.

(3) Ändert sich die Sach- oder Rechtslage nach Abgabe der abschließenden beruflichen Äußerung, so ist der Wirtschaftsprüfer nicht verpflichtet, den Auftraggeber auf Änderungen oder sich daraus ergebende Folgerungen hinzuweisen.

3. Mitwirkungspflichten des Auftraggebers

(1) Der Auftraggeber hat dafür zu sorgen, dass dem Wirtschaftsprüfer alle für die Ausführung des Auftrags notwendigen Unterlagen und weiteren Informationen rechtzeitig übermittelt werden und ihm von allen Vorgängen und Umständen Kenntnis gegeben wird, die für die Ausführung des Auftrags von Bedeutung sein können. Dies gilt auch für die Unterlagen und weiteren Informationen, Vorgänge und Umstände, die erst während der Tätigkeit des Wirtschaftsprüfers bekannt werden. Der Auftraggeber wird dem Wirtschaftsprüfer geeignete Auskunftspersonen benennen.

(2) Auf Verlangen des Wirtschaftsprüfers hat der Auftraggeber die Vollständigkeit der vorgelegten Unterlagen und der weiteren Informationen sowie der gegebenen Auskünfte und Erklärungen in einer vom Wirtschaftsprüfer formulierten schriftlichen Erklärung zu bestätigen.

4. Sicherung der Unabhängigkeit

(1) Der Auftraggeber hat alles zu unterlassen, was die Unabhängigkeit der Mitarbeiter des Wirtschaftsprüfers gefährdet. Dies gilt für die Dauer des Auftragsverhältnisses insbesondere für Angebote auf Anstellung oder Übernahme von Organfunktionen und für Angebote, Aufträge auf eigene Rechnung zu übernehmen.

(2) Sollte die Durchführung des Auftrags die Unabhängigkeit des Wirtschaftsprüfers, die der mit ihm verbundenen Unternehmen, seiner Netzwerkunternehmen oder solcher mit ihm assoziierten Unternehmen, auf die die Unabhängigkeitsvorschriften in gleicher Weise Anwendung finden wie auf den Wirtschaftsprüfer, in anderen Auftragsverhältnissen beeinträchtigen, ist der Wirtschaftsprüfer zur außerordentlichen Kündigung des Auftrags berechtigt.

5. Berichterstattung und mündliche Auskünfte

Soweit der Wirtschaftsprüfer Ergebnisse im Rahmen der Bearbeitung des Auftrags schriftlich darzustellen hat, ist alleine diese schriftliche Darstellung maßgebend. Entwürfe schriftlicher Darstellungen sind unverbindlich. Sofern nicht anders vereinbart, sind mündliche Erklärungen und Auskünfte des Wirtschaftsprüfers nur dann verbindlich, wenn sie schriftlich bestätigt werden. Erklärungen und Auskünfte des Wirtschaftsprüfers außerhalb des erteilten Auftrags sind stets unverbindlich.

6. Weitergabe einer beruflichen Äußerung des Wirtschaftsprüfers

(1) Die Weitergabe beruflicher Äußerungen des Wirtschaftsprüfers (Arbeitsergebnisse oder Auszüge von Arbeitsergebnissen – sei es im Entwurf oder in der Endfassung) oder die Information über das Tätigwerden des Wirtschaftsprüfers für den Auftraggeber an einen Dritten bedarf der schriftlichen Zustimmung des Wirtschaftsprüfers, es sei denn, der Auftraggeber ist zur Weitergabe oder Information aufgrund eines Gesetzes oder einer behördlichen Anordnung verpflichtet.

(2) Die Verwendung beruflicher Äußerungen des Wirtschaftsprüfers und die Information über das Tätigwerden des Wirtschaftsprüfers für den Auftraggeber zu Werbezwecken durch den Auftraggeber sind unzulässig.

7. Mängelbeseitigung

(1) Bei etwaigen Mängeln hat der Auftraggeber Anspruch auf Nacherfüllung durch den Wirtschaftsprüfer. Nur bei Fehlschlagen, Unterlassen bzw. unrechtmäßiger Verweigerung, Unzumutbarkeit oder Unmöglichkeit der Nacherfüllung kann er die Vergütung mindern oder vom Vertrag zurücktreten; ist der Auftrag nicht von einem Verbraucher erteilt worden, so kann der Auftraggeber wegen eines Mangels nur dann vom Vertrag zurücktreten, wenn die erbrachte Leistung wegen Fehlschlagens, Unterlassung, Unzumutbarkeit oder Unmöglichkeit der Nacherfüllung für ihn ohne Interesse ist. Soweit darüber hinaus Schadensersatzansprüche bestehen, gilt Nr. 9.

(2) Der Anspruch auf Beseitigung von Mängeln muss vom Auftraggeber unverzüglich in Textform geltend gemacht werden. Ansprüche nach Abs. 1, die nicht auf einer vorsätzlichen Handlung beruhen, verjähren nach Ablauf eines Jahres ab dem gesetzlichen Verjährungsbeginn.

(3) Offenbare Unrichtigkeiten, wie z.B. Schreibfehler, Rechenfehler und formelle Mängel, die in einer beruflichen Äußerung (Bericht, Gutachten und dgl.) des Wirtschaftsprüfers enthalten sind, können jederzeit vom Wirtschaftsprüfer auch Dritten gegenüber berichtigt werden. Unrichtigkeiten, die geeignet sind, in der beruflichen Äußerung des Wirtschaftsprüfers enthaltene Ergebnisse infrage zu stellen, berechtigen diesen, die Äußerung auch Dritten gegenüber zurückzunehmen. In den vorgenannten Fällen ist der Auftraggeber vom Wirtschaftsprüfer tunlichst vorher zu hören.

8. Schweigepflicht gegenüber Dritten, Datenschutz

(1) Der Wirtschaftsprüfer ist nach Maßgabe der Gesetze (§ 323 Abs. 1 HGB, § 43 WPO, § 203 StGB) verpflichtet, über Tatsachen und Umstände, die ihm bei seiner Berufstätigkeit anvertraut oder bekannt werden, Stillschweigen zu bewahren, es sei denn, dass der Auftraggeber ihn von dieser Schweigepflicht entbindet.

(2) Der Wirtschaftsprüfer wird bei der Verarbeitung von personenbezogenen Daten die nationalen und europarechtlichen Regelungen zum Datenschutz beachten.

9. Haftung

(1) Für gesetzlich vorgeschriebene Leistungen des Wirtschaftsprüfers, insbesondere Prüfungen, gelten die jeweils anzuwendenden gesetzlichen Haftungsbeschränkungen, insbesondere die Haftungsbeschränkung des § 323 Abs. 2 HGB.

(2) Sofern weder eine gesetzliche Haftungsbeschränkung Anwendung findet noch eine einzelvertragliche Haftungsbeschränkung besteht, ist die Haftung des Wirtschaftsprüfers für Schadensersatzansprüche jeder Art, mit Ausnahme von Schäden aus der Verletzung von Leben, Körper und Gesundheit, sowie von Schäden, die eine Ersatzpflicht des Herstellers nach § 1 ProdHaftG begründen, bei einem fahrlässig verursachten einzelnen Schadensfall gemäß § 54a Abs. 1 Nr. 2 WPO auf 4 Mio. € beschränkt.

(3) Einreden und Einwendungen aus dem Vertragsverhältnis mit dem Auftraggeber stehen dem Wirtschaftsprüfer auch gegenüber Dritten zu.

(4) Leiten mehrere Anspruchsteller aus dem mit dem Wirtschaftsprüfer bestehenden Vertragsverhältnis Ansprüche aus einer fahrlässigen Pflichtverletzung des Wirtschaftsprüfers her, gilt der in Abs. 2 genannte Höchstbetrag für die betreffenden Ansprüche aller Anspruchsteller insgesamt.

(5) Ein einzelner Schadensfall im Sinne von Abs. 2 ist auch bezüglich eines aus mehreren Pflichtverletzungen stammenden einheitlichen Schadens gegeben. Der einzelne Schadensfall umfasst sämtliche Folgen einer Pflichtverletzung ohne Rücksicht darauf, ob Schäden in einem oder in mehreren aufeinanderfolgenden Jahren entstanden sind. Dabei gilt mehrfaches auf gleicher oder gleichartiger Fehlerquelle beruhendes Tun oder Unterlassen als einheitliche Pflichtverletzung, wenn die betreffenden Angelegenheiten miteinander in rechtlichem oder wirtschaftlichem Zusammenhang stehen. In diesem Fall kann der Wirtschaftsprüfer nur bis zur Höhe von 5 Mio. € in Anspruch genommen werden. Die Begrenzung auf das Fünffache der Mindestversicherungssumme gilt nicht bei gesetzlich vorgeschriebenen Pflichtprüfungen.

(6) Ein Schadensersatzanspruch erlischt, wenn nicht innerhalb von sechs Monaten nach der schriftlichen Ablehnung der Ersatzleistung Klage erhoben wird und der Auftraggeber auf diese Folge hingewiesen wurde. Dies gilt nicht für Schadensersatzansprüche, die auf vorsätzliches Verhalten zurückzuführen sind, sowie bei einer schuldhaften Verletzung von Leben, Körper oder Gesundheit sowie bei Schäden, die eine Ersatzpflicht des Herstellers nach § 1 ProdHaftG begründen. Das Recht, die Einrede der Verjährung geltend zu machen, bleibt unberührt.

10. Ergänzende Bestimmungen für Prüfungsaufträge

(1) Ändert der Auftraggeber nachträglich den durch den Wirtschaftsprüfer geprüften und mit einem Bestätigungsvermerk versehenen Abschluss oder Lagebericht, darf er diesen Bestätigungsvermerk nicht weiterverwenden.

Hat der Wirtschaftsprüfer einen Bestätigungsvermerk nicht erteilt, so ist ein Hinweis auf die durch den Wirtschaftsprüfer durchgeführte Prüfung im Lagebericht oder an anderer für die Öffentlichkeit bestimmter Stelle nur mit schriftlicher Einwilligung des Wirtschaftsprüfers und mit dem von ihm genehmigten Wortlaut zulässig.

(2) Widerruft der Wirtschaftsprüfer den Bestätigungsvermerk, so darf der Bestätigungsvermerk nicht weiterverwendet werden. Hat der Auftraggeber den Bestätigungsvermerk bereits verwendet, so hat er auf Verlangen des Wirtschaftsprüfers den Widerruf bekanntzugeben.

(3) Der Auftraggeber hat Anspruch auf fünf Berichtsausfertigungen. Weitere Ausfertigungen werden besonders in Rechnung gestellt.

11. Ergänzende Bestimmungen für Hilfeleistung in Steuersachen

(1) Der Wirtschaftsprüfer ist berechtigt, sowohl bei der Beratung in steuerlichen Einzelfragen als auch im Falle der Dauerberatung die vom Auftraggeber genannten Tatsachen, insbesondere Zahlenangaben, als richtig und vollständig zugrunde zu legen; dies gilt auch für Buchführungsaufträge. Er hat jedoch den Auftraggeber auf von ihm festgestellte Unrichtigkeiten hinzuweisen.

(2) Der Steuerberatungsauftrag umfasst nicht die zur Wahrung von Fristen erforderlichen Handlungen, es sei denn, dass der Wirtschaftsprüfer hierzu ausdrücklich den Auftrag übernommen hat. In diesem Fall hat der Auftraggeber dem Wirtschaftsprüfer alle für die Wahrung von Fristen wesentlichen Unterlagen, insbesondere Steuerbescheide, so rechtzeitig vorzulegen, dass dem Wirtschaftsprüfer eine angemessene Bearbeitungszeit zur Verfügung steht.

(3) Mangels einer anderweitigen schriftlichen Vereinbarung umfasst die laufende Steuerberatung folgende, in die Vertragsdauer fallenden Tätigkeiten:

- a) Ausarbeitung der Jahressteuererklärungen für die Einkommensteuer, Körperschaftsteuer und Gewerbesteuer sowie der Vermögensteuererklärungen, und zwar auf Grund der vom Auftraggeber vorzulegenden Jahresabschlüsse und sonstiger für die Besteuerung erforderlicher Aufstellungen und Nachweise
- b) Nachprüfung von Steuerbescheiden zu den unter a) genannten Steuern
- c) Verhandlungen mit den Finanzbehörden im Zusammenhang mit den unter a) und b) genannten Erklärungen und Bescheiden
- d) Mitwirkung bei Betriebsprüfungen und Auswertung der Ergebnisse von Betriebsprüfungen hinsichtlich der unter a) genannten Steuern
- e) Mitwirkung in Einspruchs- und Beschwerdeverfahren hinsichtlich der unter a) genannten Steuern.

Der Wirtschaftsprüfer berücksichtigt bei den vorgenannten Aufgaben die wesentliche veröffentlichte Rechtsprechung und Verwaltungsauffassung.

(4) Erhält der Wirtschaftsprüfer für die laufende Steuerberatung ein Pauschalhonorar, so sind mangels anderweitiger schriftlicher Vereinbarungen die unter Abs. 3 Buchst. d) und e) genannten Tätigkeiten gesondert zu honorieren.

(5) Sofern der Wirtschaftsprüfer auch Steuerberater ist und die Steuerberatervergütungsverordnung für die Bemessung der Vergütung anzuwenden ist, kann eine höhere oder niedrigere als die gesetzliche Vergütung in Textform vereinbart werden.

(6) Die Bearbeitung besonderer Einzelfragen der Einkommensteuer, Körperschaftsteuer, Gewerbesteuer, Einheitsbewertung und Vermögensteuer sowie aller Fragen der Umsatzsteuer, Lohnsteuer, sonstigen Steuern und Abgaben erfolgt auf Grund eines besonderen Auftrags. Dies gilt auch für

- a) die Bearbeitung einmalig anfallender Steuerangelegenheiten, z.B. auf dem Gebiet der Erbschaftsteuer, Kapitalverkehrsteuer, Grunderwerbsteuer,
- b) die Mitwirkung und Vertretung in Verfahren vor den Gerichten der Finanz- und der Verwaltungsgerichtsbarkeit sowie in Steuerstrafsachen,
- c) die beratende und gutachtliche Tätigkeit im Zusammenhang mit Umwandlungen, Kapitalerhöhung und -herabsetzung, Sanierung, Eintritt und Ausscheiden eines Gesellschafters, Betriebsveräußerung, Liquidation und dergleichen und
- d) die Unterstützung bei der Erfüllung von Anzeige- und Dokumentationspflichten.

(7) Soweit auch die Ausarbeitung der Umsatzsteuerjahreserklärung als zusätzliche Tätigkeit übernommen wird, gehört dazu nicht die Überprüfung etwaiger besonderer buchmäßiger Voraussetzungen sowie die Frage, ob alle in Betracht kommenden umsatzsteuerrechtlichen Vergünstigungen wahrgenommen worden sind. Eine Gewähr für die vollständige Erfassung der Unterlagen zur Geltendmachung des Vorsteuerabzugs wird nicht übernommen.

12. Elektronische Kommunikation

Die Kommunikation zwischen dem Wirtschaftsprüfer und dem Auftraggeber kann auch per E-Mail erfolgen. Soweit der Auftraggeber eine Kommunikation per E-Mail nicht wünscht oder besondere Sicherheitsanforderungen stellt, wie etwa die Verschlüsselung von E-Mails, wird der Auftraggeber den Wirtschaftsprüfer entsprechend in Textform informieren.

13. Vergütung

(1) Der Wirtschaftsprüfer hat neben seiner Gebühren- oder Honorarforderung Anspruch auf Erstattung seiner Auslagen; die Umsatzsteuer wird zusätzlich berechnet. Er kann angemessene Vorschüsse auf Vergütung und Auslagenersatz verlangen und die Auslieferung seiner Leistung von der vollen Befriedigung seiner Ansprüche abhängig machen. Mehrere Auftraggeber haften als Gesamtschuldner.

(2) Ist der Auftraggeber kein Verbraucher, so ist eine Aufrechnung gegen Forderungen des Wirtschaftsprüfers auf Vergütung und Auslagenersatz nur mit unbestrittenen oder rechtskräftig festgestellten Forderungen zulässig.

14. Streitschlichtungen

Der Wirtschaftsprüfer ist nicht bereit, an Streitbelegungsverfahren vor einer Verbraucherschlichtungsstelle im Sinne des § 2 des Verbraucherstreitbeilegungsgesetzes teilzunehmen.

15. Anzuwendendes Recht

Für den Auftrag, seine Durchführung und die sich hieraus ergebenden Ansprüche gilt nur deutsches Recht.