BLUE CAP

TIME FOR EXPERTISE

2024 Annual Report

Contents

Time for EXPERTISE

Group key figures

INTERESTING FACTS
Further information on NAV can be found on page 50 ff.

EUR thousand	2024	2023	Variance in %
Sales revenue	205,897	218,714	–5.9
Adjusted EBITDA*	20,676	17,905	15.5
Adjusted EBITDA margin in %	9.9	8.2	20.7
Consolidated net income	12,227	–20,809	> 100.0
Cash flow from operating activities	12,997	14,730	–11.8
Cash flow from investment activities	27,920	9,915	> 100.0
Earnings per share in EUR (weighted average)	2.96	–4.02	< –100.0
Earnings per share in EUR **	1.1	0.65	69.2
Dividend yield per share in % **	6.9	3.7	93.3
	31 December 2024	31 December 2023	Variance in %
Total assets	215,997	243,904	–11.4
Net Asset Value in EUR million	120.2	112.3	7.0
Equity	97,210	87,254	11.4
Equity ratio in %	45.0	35.8	25.8
Working capital (net) ***	31,532	47,263	–33.3
Net debt ratio in years	0.9	2.7	–66.7
Average no. of employees in the Group	829	1,279	–33.2
Average no. of employees in the holding company	12	13	–7.7

* Adjustments: Adjusted to reflect extraordinary, non-period and other effects resulting from reorganisation measures and one-off effects, as well as effects arising from the purchase price allocations
** Dividend and dividend yield (based on the respective XETRA closing price for the financial year) are subject to the approval of the Annual General Meeting, expected in June 2025.
*** incl. contract assets and contract liabilities

In **2024** we held our ground in a challenging market environment and demonstrated how we put our strategy into practice with two successful exits. At the same time, we achieved good results within our portfolio during turbulent times. **2025** will show why it is important to set clear priorities and act decisively, especially now. In a continuing volatile environment, we are pursuing a clear goal: securing the results of our portfolio companies with our all-weather strategy. In **2025**, we are also renewing our promise to achieve value growth – with focused M&A activities. This sets the scene for this year's annual report –

TIME FOR EXPERTISE!

PROFILE

As an investment company, Blue Cap AG invests in SMEs from the B2B sector that are facing special situations with the goal of selling them at a profit at a later date. Although the primary focus is on restructuring, Blue Cap also comes into its own as a partner when the essence of the problem is outside the operational business – unresolved succession situations, complex shareholder structures or carve-outs. The team lays the foundation for a successful turnaround of the acquired company through active portfolio management. The portfolio companies are sold as soon as Blue Cap has successfully implemented its planned transformation program and leveraged potentials and the company is able to reach the next stage of its development under a different ownership structure.

MISSION

Empowering transformation

When making an investment decision, we focus on identifying a company's healthy core and taking a close look at its potential for value appreciation. We deploy our expertise and active investment approach to develop the company strategically and operationally. The ultimate aim is to realise the increase in value achieved through a successful sale – with the highest possible return on the capital invested. As a listed company, the desire to create sustainable value for all stakeholders is at the centre of our daily work. Our business model "buy, transform, sell" sets the course.

TIME FOR COMMITMENT

Why it is important to set clear priorities and act decisively, especially now. In 2025, we are renewing our promise to achieve value growth – with focused M&A activities and a clear strategy, we secure results and strengthen our resilience. The Management Board discusses the challenges, opportunities and the long-term commitment that ensures our success.

_ from left to right:
Henning Eschweiler, COO, responsible for Investment Management and Sustainability.
Dr Henning von Kottwitz, Chair of the Management Board and CEO, responsible for Mergers & Acquisitions, Capital Markets, Finance and Legal.

_ Dr Henning von Kottwitz
The fully qualified lawyer has long-time experience in the investment sector and in German SMEs. He began his career at a leading strategy consultancy, advising mainly companies in the industrial goods sector. He has also spent many years in various management and leadership roles, including at medium-sized industrial and logistics companies.

Dr von Kottwitz, Mr Eschweiler, how do you view the 2024 financial year and the developments at Blue Cap?

_H. v. K.: We are very satisfied with 2024 overall, as we have achieved a great deal. We were very successful on the M&A side and were able to realise two sales at attractive valuations. We also further developed our existing portfolio in operational terms. The fact that we succeeded in doing so is reflected in the adjusted EBITDA margin, which we were able to increase from 8.2% last year to 9.9%. This is within our forecast range, as is consolidated group revenue. Our shareholders will also participate in this positive development with a dividend in the amount of EUR 1.10 per share. In addition to a basic dividend of EUR 0.65 per share earned from operations, this dividend proposal includes a special dividend of EUR 0.45 per share based on the successfully realised exits. This is a significant increase over last year and represents the highest dividend in Blue Cap's history to date. This results in an attractive dividend yield of 6.9%, measured against the share price at the end of 2024.

"We are very satisfied with 2024 overall, as we achieved a lot both on the M&A side and in our existing portfolio."

_ Dr Henning von Kottwitz

_H. E.: The good profitability is a testament to the continuous work of our teams in the portfolio. Since introducing active portfolio management, we have significantly improved the economic key figures of our companies. Ultimately, we always focus on productivity and working capital management – all companies in the Group have improved measurably in this regard. We benefit from this in both turnaround and growth phases. Based on this strategy, the best portfolio companies achieved a margin in 2024 that was significantly above the peer group, but even those portfolio companies that had a very challenging year in 2024 weathered it well thanks to their high level of fitness.

The sales of the two companies Neschen and nokra stand out clearly in the annual review. How do you rate the exits?

_H. v. K.: Both sales generated very good returns on the capital invested. In the case of Neschen, the total proceeds were in the double-digit million range and exceeded the last net asset value valuation. The sale of the company cor-

responds to an annual return on invested capital of 44% and represents a multiple of around 8x on the capital invested. This is very good and proves that turnaround investments can generate considerable returns. The resulting liquidity forms the foundation for future M&A activities and targeted investments in our existing portfolio. I would also like to emphasise that we have succeeded in finding excellent new owners for both companies, who will enable them to enjoy long-term prospects and further growth. This is an important aspect of our best owner approach: We do not sell at any price but take care to pass on our portfolio companies to the right hands. In the end, this is a mark of quality for our work and also makes us a trustworthy partner for potential new companies.

_H. E.: Above all the sale of Neschen is a blueprint for our portfolio management and demonstrates how we can generate value through the targeted transformation of companies. We were only able to successfully guide Neschen through the sale process because we had previously succeeded in comprehensively restructuring the company and making it profitable. The measures for increasing efficiency, optimizing the cost structure, and strategic reorientation have contributed to Neschen's long-term stabilization. Only this solid foundation made the company attractive to potential buyers and enabled us to conclude a transaction on very favourable terms.

Mr Eschweiler, let's take a look at the existing portfolio. In your opinion, what were the biggest milestones of the past year?

_H. E.: I'd be happy to, but they can't be separated from each other. The closing date for both sales was in the last third of the year, so the successful completions of both processes were two important milestones that dominated the year. Among the continuing companies, con-pearl deserves special mention, as it succeeded in once again visible increasing its profitability through a variety of continuous improvement measures. At the same time, the commissioning of the solar power plant at the Geismar site marks the completion of a meaningful sustainability investment. Another milestone was the extensive transformation programme "Restart 2024" at our minority investment Inheco. The turnaround was successful here. The company is once

again sustainably profitable and offers potential for further earnings growth.

What about the other portfolio companies?

_H. v. K.: Given the economic situation, this paints a differentiated picture. The Plastics segment stands out with its very good performance. With the implemented earnings-enhancing measures, con-pearl was able to translate the very good order situation in the logistics sector, particularly in the USA, into strong results. H+E held its own as an automotive supplier in a demanding industry and outperformed the industry. However, we are not satisfied with the performance of the Business Services segment. Both HY-LINE and Transline fell short of our expectations. In 2024, they were much more severely affected by the economic downturn than originally expected. Unfortunately, this downturn also meant that we were unable to see the increase in the net asset value of the entire company that we had originally planned. Nevertheless, we closed 2024 with a NAV of EUR 26.79 per share, significantly above our current share price.

“Neschen is a blueprint for our portfolio management and demonstrates how we can generate value through the targeted transformation of companies.”

_ Henning Eschweiler

_ Henning Eschweiler
The trained industrial mechanic studied mechanical engineering and business administration at RWTH Aachen University and ETH Zurich. He started his career as a consultant at Struktur Management Partner GmbH. Most recently, he worked at private equity firm Nimbus, where he was responsible for both M&A transactions and portfolio management.

How do you plan to bring HY-LINE and Transline back on a growth path?

_H. E.: At HY-LINE, targeted restructuring measures were identified at the end of 2024. These will be reflected in the figures in the first half of 2025 and will quickly lead to an improved EBITDA margin. At Transline, industry developments remain challenging. Therefore, our focus this year is on measures to continuously increase productivity and optimize cash flow in a market environment that may also shrink sustainably.

You have already indicated that you intend to acquire new companies with the capital released by the sales. Can you provide some more details?

_H. v. K.: We are currently in the very comfortable position of having sufficient financial resources. This has laid the foundation for financing acquisitions from our own resources. This is particularly important when potential targets are not eligible for acquisition financing through banks due to their financial metrics. We focus on companies in special situations where we can achieve significant earnings increases through our active portfolio

management. However, the purchase price is only part of the equation. Equally important is the capital we need to transform the company. We use this as a basis for structuring our offers. And we have the necessary resources for precisely these types of acquisitions.

_H. E.: Acquiring financial firepower was the foundation for M&A activities in 2025: Our team has already reviewed numerous acquisition candidates, we have increased our visibility in the market, and we are once again visible as a partner with a very clear acquisition profile "Special Situations" for company sellers. Furthermore, market conditions appear to be improving somewhat, which is reflected in an increase in interesting targets. However, new transactions are not an end in themselves – we have clear selection criteria and remain demanding. If we do not identify a healthy corporate core, which forms the basis of every transformation project, or if the future viability of the business model is generally questionable, we will not invest.

What role does sustainability play in your acquisition strategy?

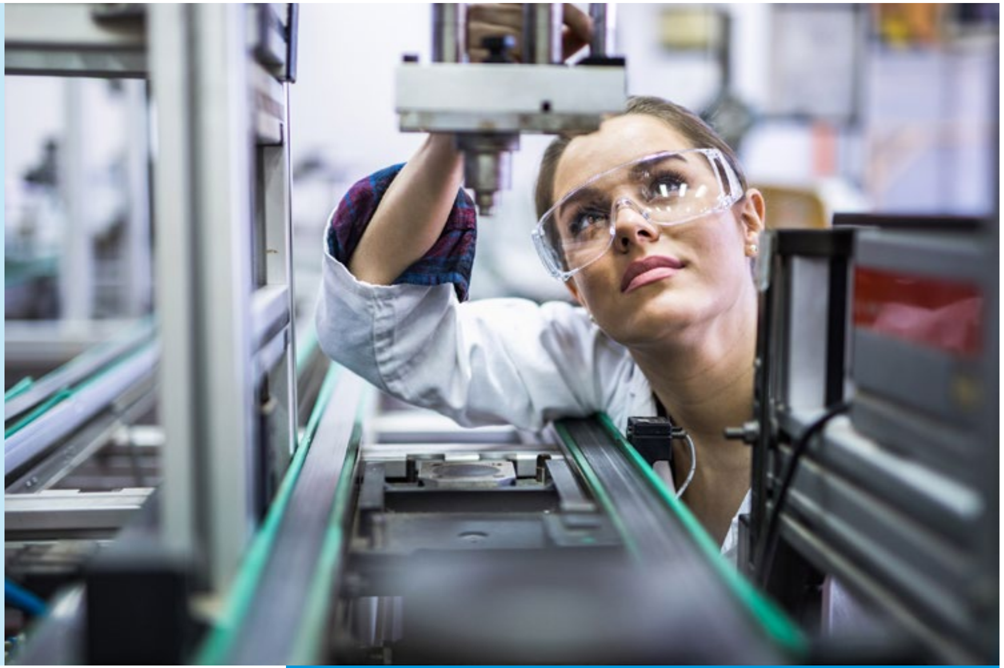
_H. E.: Sustainability and economic success go hand in hand today. Companies with sustainable business models can be highly commercially attractive, especially if they offer long-term competitive advantages. When identifying suitable targets, we also evaluate the long-term impact of a business model. This is an important part of a company's equity story and becomes relevant at the latest when it is sold. A good example is con-pearl. As one of the few providers in the packaging sector, con-pearl offers a closed-loop recycling system for reusable packaging. The packaging is returned at the end of its life and recycled in their own factory. New products are then produced from the resulting regranulate. In this way, the company not only makes a direct contribution to resource conservation and our environment, but also creates a clear competitive advantage that is of great interest to future investors.

_H. v. K.: Furthermore, ESG is also becoming increasingly important for us as a listed company from a regulatory perspective. The increasing regulatory obligations – current and future – require comprehensive reporting for both the holding company and its subsidiaries. This requires established processes and early preparation so that the companies remain competitive.

2025 will once again be challenging geopolitically and economically. How are you preparing Blue Cap for this, and what goals have you set for yourself?

_H. E.: For the top performers in the existing portfolio, the benchmark is "value protection". We have achieved a very good margin level here, which we want to protect. Further value creation from EBITDA improvement is not realistically expected; the value increase here will come from the companies' deleveraging, which is earned from operating cash flow. HY-LINE and Transline are the portfolio companies from which we expect the greatest transformation performance. In both cases, it's about accepting that the originally expected sales targets are unattainable in the foreseeable future and now optimally adapting the companies to the new normal. The companies we will acquire are crucial for the long-term development of Blue Cap AG. That's why we're focusing so heavily on origination.

_H. v. K.: I can only emphasise that. Our goal remains to generate sustainable value creation for our shareholders. This should primarily come from the transformation of new companies. Therefore, our most important goal is to acquire suitable new companies in 2025. Our strong liquidity creates the conditions for this, on the one hand, and security in volatile times, on the other. Looking at the figures, we expect consolidated sales for the full year to be at the previous year's level (EUR 200–220 million) and an adjusted EBITDA margin of between 10–11%. Net financial debt is expected to remain below 3.5 years. One of Blue Cap's strengths is our high level of flexibility and ability to respond quickly. This also requires the right structure and expertise within the team. That's why we have systematically developed our internal setup further in the past year. All key positions are now filled with excellent, highly motivated employees. This gives us even greater leverage, especially with complex transactions and operational challenges in our portfolio companies.



TIME FOR FUTURE

The exit of Neschen Coating GmbH in October 2024 is a strong testament to our expertise – and a win for everyone.

With its strategic focus on turnaround cases, Blue Cap positions itself as a special situations investor. Our investment focus is quite broad. At its core, all of these investments involve transformation and restructuring measures. However, Blue Cap is also an effective partner when the problem is outside the operational business: unresolved succession situations, complex shareholder structures or carve-outs – in general, underlying conditions that typically limit a company's ability to change and therefore curb its earning power as well. A typical target company generates revenue between EUR 50 and EUR 200 million with an EBITDA margin between 0 and 5%.

The key, however, is that the target companies have a healthy core that justifies the relevance and potential of the company over the long term. Our team of experts identifies this core, uncovers it, and uses it as the foundation of a sustainable business model.

In 2024, the Blue Cap team once again demonstrated that this is where our expertise lies. On the one hand, we succeeded in achieving very good operating results within the portfolio. On the other hand, we demonstrated our M&A strategy – and thus our value leverage – with two successful sales in 2024.

Neschen case study: Value generation through successful exits

In 2016, Blue Cap acquired Neschen, based in Lower Saxony, from insolvency. The exit in October 2024 represents the end of a journey characterized by various milestones and is also a good example of the implementation of our strategy. A review of the past few years shows how we have further developed the company since then with targeted transformation measures.

Money multiple of over

8x

“The successful turnaround in 2023 formed the basis for the sale. This is strong evidence of our expertise in value creation and value realization.”

_ Henning Eschweiler

Support and measures after acquisition

An important investment criterion for the blue cap is recognizable potential for transformation and value appreciation. When we acquired Neschen and its trading subsidiaries in an asset deal in 2016, there were clear starting points for contributing our experience and expertise.

At the beginning of our investment, we implemented rationalization measures such as the merger of two locations. We also focused on the further development of the Industrial Applications segment. This was later followed by the expansion of European sales, including through a new location in Switzerland, and expansion into the US market. In 2022, there were changes in management: Nils A. Honscha became Managing Director.

Comprehensive turnaround program in 2023

At the beginning of 2023, we responded to customer destocking measures, the beginning of an economic slowdown, and an emerging sales gap with a fitness program. The measures essentially included saving initiatives in the areas of personnel and material costs, the strengthening of sales and the intensification of working capital management. Thanks to consistent implementation, the results were already clearly visible in the earnings in the second half of 2023. At the same time, the order volume in the Industrial Applications and Documents business areas increased significantly again. Thanks to the previously implemented efficiency-enhancing measures, Neschen was able to easily handle the increasing volume, and its favourable cost structures benefited disproportionately from the increase in sales.

Developments in 2024 and exit

The success of the fitness program and Neschen's positive development are clearly reflected in the key financial metrics. During regular reviews of the portfolio companies as part of our best-owner approach, it was decided that the proven successful turnaround represented a sensible exit point. However, the next development step, which includes the establishment of new sales structures and the development of new target markets, requires measures whose effects will only become visible after several years. At this point, a strategic investor is better positioned because, thanks to existing structures and synergy potential, it can drive further development more efficiently and with less risk than the Blue Cap.

IRR of

44%

p. a.

At the beginning of this year, the Blue Cap and Neschen teams therefore focused on ensuring exit readiness and safeguarding the success of the transformation during the M&A process. At the end of the structured process, we achieved an excellent result through the sale of our 100% stake to ATP adhesive systems AG, a strategic investor. The total proceeds (before tax) are in the double-digit million range and around 10% above the net asset value valuation as of 30 June 2024. The sale generated a very attractive internal rate of return of 44% per annum and a money multiple on the invested capital of approximately 8x.

"This sale implements our best-owner approach and is a consistent, value-generating step for Blue Cap. With this exit, our shareholders benefit from the value creation we have achieved at Neschen in recent years."

_ Dr Henning von Kottwitz

BLUE CAP ON THE CAPITAL MARKET

Capital market and share

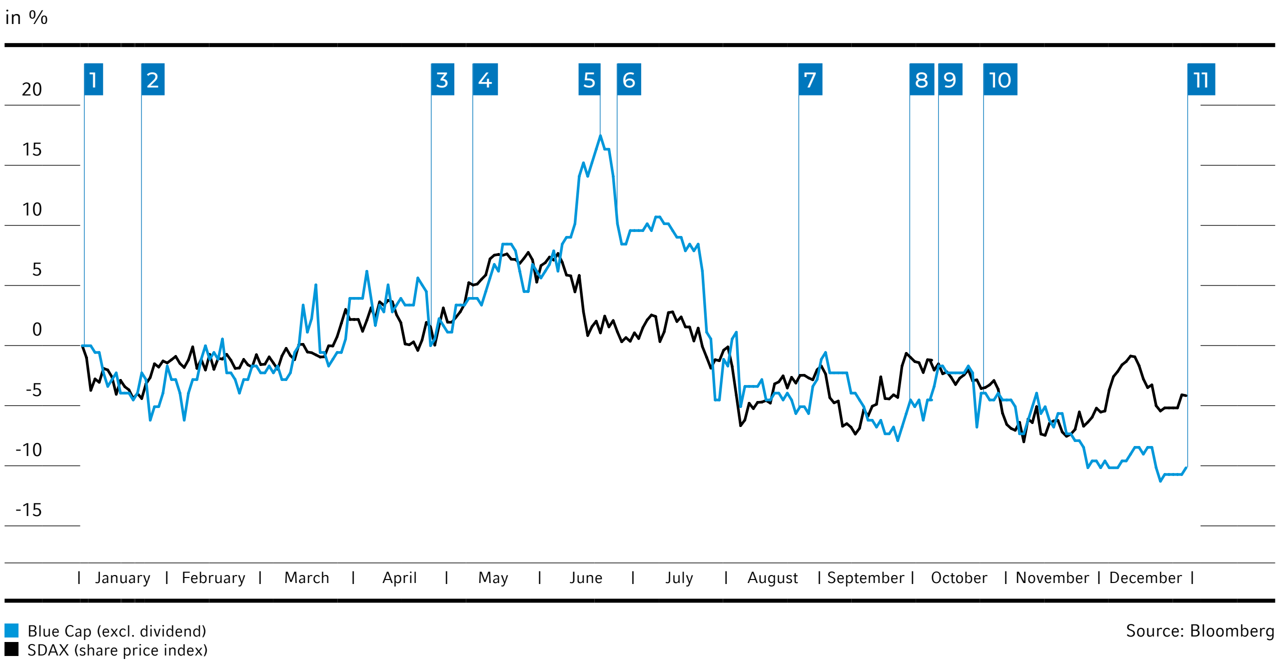
Strong stock market year for major indices, but small caps marked by uncertainty

Global stock markets started the new trading year with momentum. In particular, expectations of interest rate cuts and the continued tailwind from the US – fuelled by technological innovations and the AI boom – created an optimistic mood. Numerous major stock indices reached record highs. The German benchmark index, DAX, also performed extremely well in 2024. It closed the year with a gain of around 19%, slightly below the 20,000-point mark, which it exceeded for the first time in December 2024. This contrasted with declining demand for small and mid-cap stocks among investors. Uncertainties due to weak economic data, recession concerns, and ongoing geopolitical tensions were the main drivers of this development. The MDAX recorded a decline of around 6% over the course of the year, while the SDAX lost around 2%.

Blue Cap share suffers from negative market sentiment in the small cap sector

Blue Cap shares also felt the effects of continued investor caution in the small-cap segment. The share opened the reporting year at EUR 17.70 1. The price performance during the first months of the year was characterized by the positive announcement that Blue Cap had exceeded its 2023 annual forecast 2, as well as positive financial reporting for the full year 2023 3 and the first quarter of 2024 4. On June 19, 2024, the share reached its annual high of EUR 20.80 5. 25 June marked the first trading day after our Annual General Meeting, at which the dividend proposal of EUR 0.65 was approved by shareholders, and included the dividend discount (ex-dividend day) 6. As the year progressed, the share price was unable to escape the prevailing negative market sentiment for small-cap stocks on the German stock exchanges, despite solid half-year figures 7. The announcement of the two sales of nokra 8 and Neschen 9 gave the share price a slight upswing, which, however, failed to consoli-

Share price performance of Blue Cap shares | 2024



Source: Bloomberg

date. Even the positive reporting for the third quarter 10, which was characterized by a significant margin improvement, failed to support the price. After profit-taking from mid-November, the Blue Cap share closed the year at a price of EUR 15.90 11, corresponding to an annual loss of 10%.

The continued reluctance on the part of investors in the small-cap segment was also reflected in the average daily trading volume in 2024. At 1,220 shares, this was roughly at the previous year's level (1,251). The daily average XETRA trading volume was around 643 shares (previous year: 666). Most of the remaining shares were traded on the Tradegate stock exchange. The market capitalisation of Blue Cap AG at the end of the reporting year was around EUR 71 million (previous year: EUR 79 million), based on the share capital of EUR 4,486,283 (previous year: EUR 4,486,283).

Share analysis for Blue Cap AG

The Blue Cap share is regularly rated by M.M. Warburg, SMC Research and ODDO BHF. All three organisations recently issued a "Buy" investment rating.

Institute	Status	Investment rating	Target price
M.M. Warburg	1 April 2025	Buy	EUR 32.00
SMC Research	2 April 2025	Buy	EUR 33.00
ODDO BHF	31 March 2025	Buy	EUR 26.50

KEY DATA ON BLUE CAP SHARES

WKN	A0JM2M
ISIN	DE000A0JM2M1
Ticker symbols	B7E, B7E.DE (Reuters), B7E:GR (Bloomberg)
Share capital	EUR 4,486,283.00
Number of shares	4,486,283
Trading platforms	XETRA, Frankfurt, Munich, Stuttgart, Düsseldorf, Berlin, Tradegate
Stock exchange segments	Scale, m:access
Designated sponsor	BankM AG, ODDO BHF SE
Capital market partner	mwb fairtrade Wertpapierhandelsbank AG

Dividend proposal of EUR 1.10 per share includes special dividend of EUR 0.45

A balanced and attractive dividend policy is part of Blue Cap's investment story. The idea is that shareholders participate in the operating performance of the Group with a regular basic dividend. In addition, we aim to pay a special dividend, something that can be justified by major sales successes.

The net profit for the 2024 financial year amounts to EUR 45.5 million (previous year: EUR 33.6 million). The Management Board and the Supervisory Board propose to the Annual General Meeting the payment of a dividend of EUR 1.10 per share (previous year: EUR 0.65). This consists of a basic dividend of EUR 0.65 and a special dividend of EUR 0.45 due to the successful sales of nokra and Neschen in the 2024 financial year.

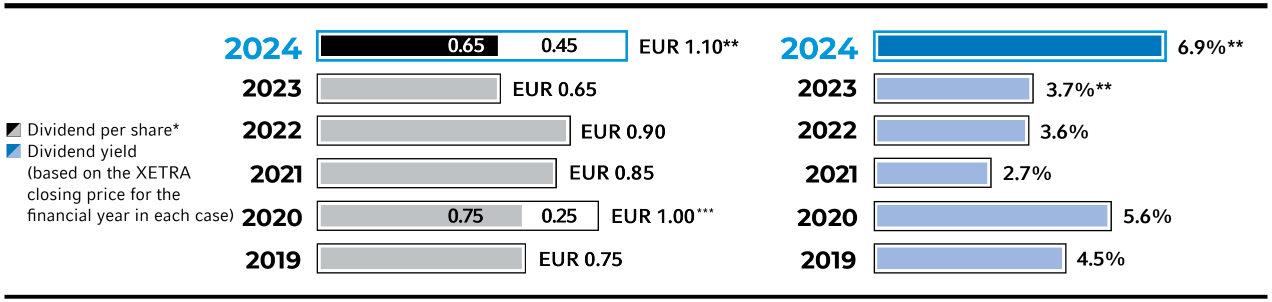
Key figures for the share

EUR

	2024	2023	2022
Earnings per share	2.96	-4.02	2.78
Dividend per share*, **	1.10	0.65	0.90
Dividend yield per share in %*, **	6.9	3.7	3.6
Distribution amount in EUR thousand	4,934.9	2,916.1	3,956.6
Annual high price**	20.80	25.40	32.20
Annual low price**	15.70	14.70	18.50
Year-end price**	15.90	17.70	24.80
Market capitalisation at year-end in EUR million	71.33	79.41	109.03
Average daily revenue in shares ***	1,220	1,251	1,037

* Subject to the approval of the Annual General Meeting, expected to be in June 2025
** Year-end price of XETRA trading
*** Across all trading platforms

Dividend and dividend yield per financial year



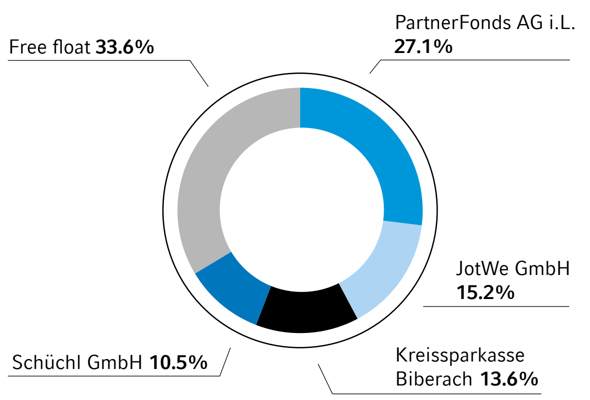
* Dividend payment for the financial year in question
** Subject to the approval of the Annual General Meeting, scheduled to be held in June 2024
*** Divided into EUR 0.75 basic dividend and EUR 0.25 special dividend

Shareholder structure dominated by four long-term oriented anchors

Our shareholders include four anchors. JotWe GmbH hold 15.2% of the share capital. Kreissparkasse Biberach currently holds a 13.6% stake and Schüchl GmbH holds 10.5% of the share capital. All three shareholders pursue a long-term investment strategy. In addition, the share of PartnerFonds AG i. L. is 27.1%. The free float thus amounts to 33.6%.

The resolution to liquidate PartnerFonds AG i. L. was passed at an extraordinary general meeting of the company in May 2020. The shares held by PartnerFonds AG i. L. in will be sold during the course of liquidation. There is currently no deadline by which this process is to be completed. The aim is that the sale impacts the Blue Cap share price as little as possible.

PartnerFonds AG plans to launch a share exchange programme in 2025.



Investor Relations

Active dialogue with the capital market

Blue Cap AG attaches great importance to active, transparent and continuous communication with already invested and potential shareholders as well as other capital market players. They are regularly informed about the latest developments in the company via press releases, regular newsletters and quarterly earnings calls. In addition, the management team is available to investors, media representatives and analysts for discussions in the form of telephone calls, e-mails, face-to-face meetings and at capital market events. In 2024, the focus of the discussions was on the business development of the portfolio companies and the company's M&A activities.

Blue Cap will continue its open and constructive communication with the capital market in 2025. All relevant dates can be found in the financial calendar on the Investor Relations website. Since the beginning of 2021, Blue Cap has also been a member of Deutscher Investor Relations Verband e.V. (DIRK), helping reach the goal of transparent and continuous communication with the capital market.

Annual General Meeting

The Annual General Meeting decides in particular on the formal approval of the Management Board and the Supervisory Board, the appropriation of net profit, amendments to the Articles of Association, the election of the auditor as well as certain capital measures.

Our Annual General Meeting was held in person on 24 June 2024, with approximately 69% of the voting share capital present. In its presentation, the Management Board provided the shareholders with detailed information on current developments within the Group. The main focus was on the objectives for the coming years, which include an increase in M&A activities and a continuous value-generating transformation of portfolio companies. Thanks to the lively participation and the many questions from the shareholders, an interactive debate was successful.

All proposed resolutions were approved by a large majority. The dividend of EUR 0.65 per share proposed by the Management Board and Supervisory Board met with broad approval among shareholders.

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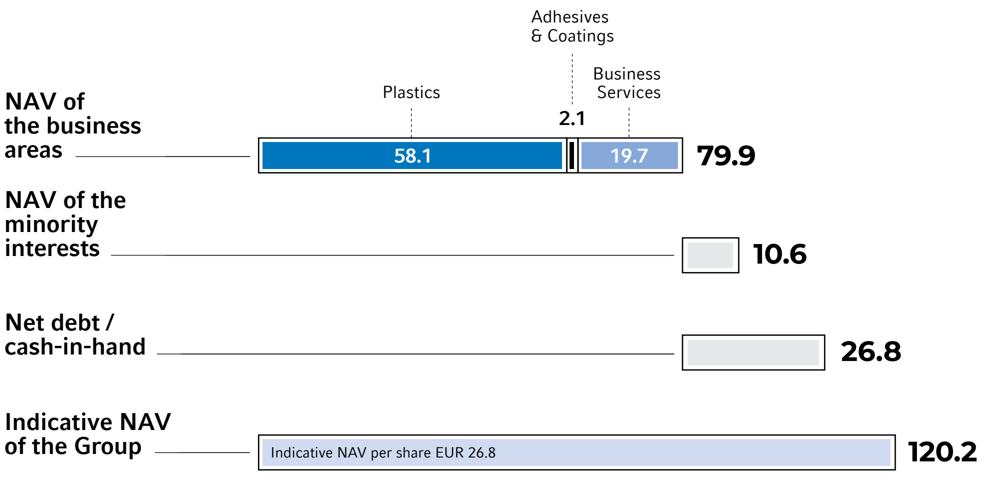
Net asset value

Blue Cap AG calculates net asset value (NAV), a strategic performance indicator, every six months. The aim is to present the value of the portfolio according to what Blue Cap AG considers to be objective market criteria and to increase transparency with regard to the value of the company. The procedure for this is based on the International Private Equity and Venture Capital Valuation (IPEV) Guidelines. The NAV is based on current plans, estimates and expectations, some of which are difficult to assess or beyond the control of Blue Cap AG. The NAV is therefore exposed to risks and uncertainties. For these reasons, as the NAV is determined on the reporting date, it does not represent a forecast of the future development of the share price of Blue Cap. The calculation of the NAV is presented in detail in the combined management report in the Development of the Blue Cap Group section (p. 51).

The NAV of the Group is composed of the NAV of the segments, the net debt of the holding company and the value of the minority interests. The NAV of the business areas (incl. minority interests) is EUR 120.2 million as of 31 December 2024. This corresponds to a NAV of EUR 26.8 per share.

Indicative net asset value of the Group (as of 31 December 2024)

EUR million



Indicative net asset value of the Group*

EUR million

	31 December 2024	30 June 2024	31 December 2023
NAV of the segments	79.9	**108.4**	**101.2**
Plastics	58.1	47.8	35.6
Adhesives & Coatings	2.1	34.5	33.3
Business Services	19.7	25.3	31.5
Others	0	0.8	0.8
NAV of the minority interests	10.6	**9.0**	**12.1**
Net debt (–) / cash-in-hand (+) of Blue Cap AG	26.8	**–2.1**	**–0.9**
Indicative NAV of the Group	120.2	**115.3**	**112.3**

* The NAV as at 31 December 2023 and 30 June 2024 includes the companies nokra and Neschen, which have since been sold. The NAV as at 30 June 2024 and 31 December 2024 has also been adjusted upwards by the dividend of EUR 2.9 million paid out in June 2024, whereas the NAV as at 31 December 2023 was calculated without the dividend.

FROM THE PORTFOLIO COMPANIES

01_Planatol GmbH

Specialist for adhesives, applications and application systems

Planatol is a global supplier of solvent-free adhesive products and application systems. The customer industries are broadly diversified. The company's adhesives are used in fold gluing, book binding, for complex types of paper and for finished surfaces, as well as for other applications in the graphics sector. In the packaging industry, **Planatol** adhesives can be found in applications such as folding boxes, end-of-line packaging and paper bag production. **Planatol** also supplies the wood industry with flexible and reliable adhesive solutions for furniture, kitchen fittings, wood-based materials, doors and windows. The industrial adhesives are used in the construction industry, the textile sector and in technical applications such as in automotive engineering or in the aerospace industry. Planatol is also a leader in the development of environmentally friendly adhesives for pest control. The range is rounded off by adhesive processing systems, for fold gluing in rotary printing for example. **Planatol** continuously develops new solutions to enhance customer loyalty and meet even complex requirements with customised and individual products.

**_ Thomas Lösch,
CEO of Planatol GmbH**

Company history
Planatol

Registered office	Rohrdorf-Thansau, Bavaria
CEO	Thomas Lösch
Revenue 2024	EUR 31.0 million
Employees (31.12)	127 (incl. trainees)
Founded	1932 by Willy Hesselmann
Part of Blue Cap since	2009, majority shareholding since 2011
Shareholding in %	100
Other locations	Herford (North Rhine-Westphalia), Paris (France), Milan (Italy)
Segment	Adhesives & Coatings

Development in 2024 and outlook

Planatol fell short of expectations overall in the 2024 financial year. After a satisfactory first quarter of 2024, the markets did not experience the expected recovery over the course of the year.

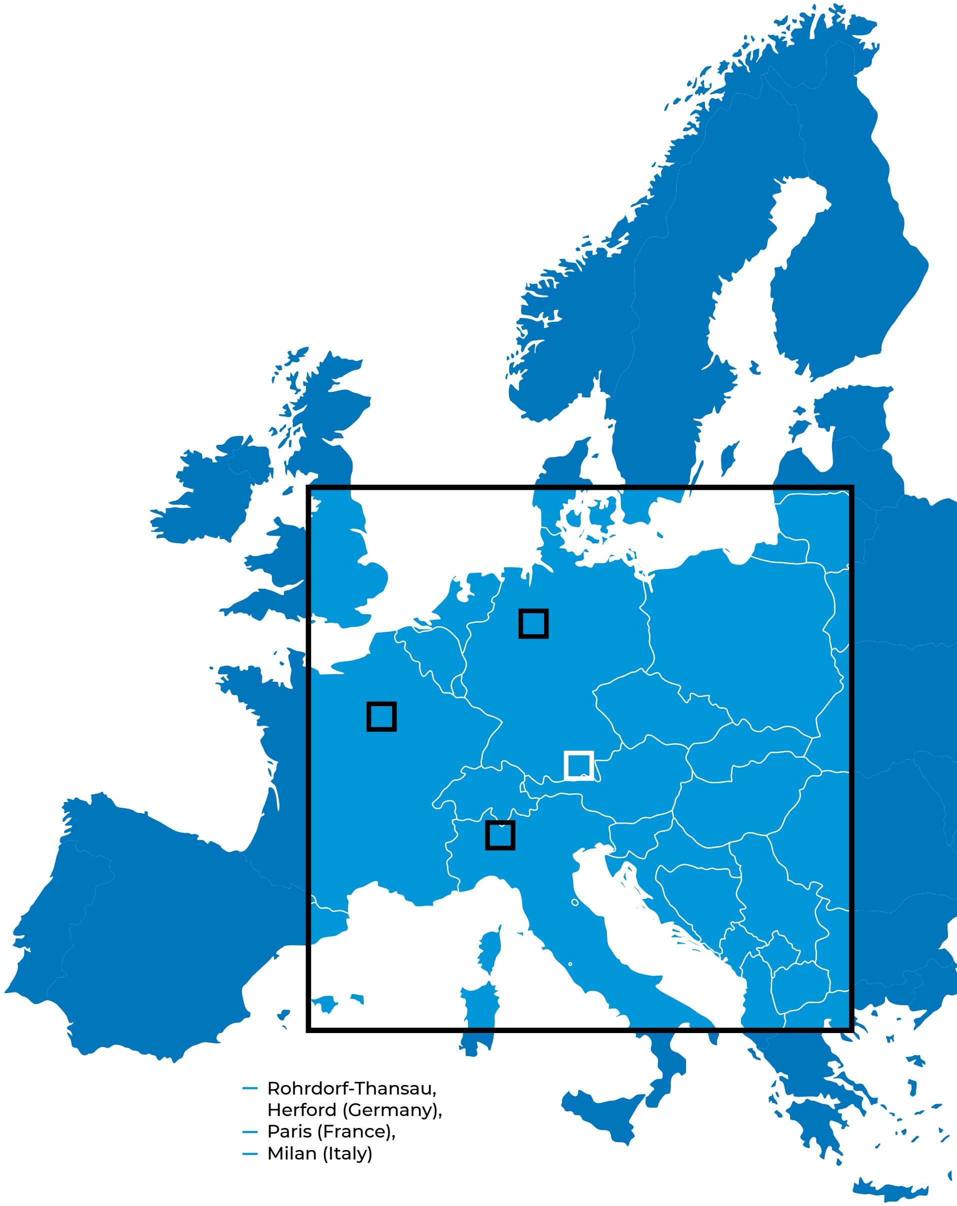
At the same time, the organizational change that began in summer 2023 was accompanied by an optimization of commercial management, which enabled the team to achieve a significantly improved gross profit margin for 2024 compared to the previous year 2023. Strengthening sales – especially their internationalization – remains the key value driver, even if this goal is particularly challenging under the current market conditions.

Planatol expects subdued development in 2025; a market recovery is not expected. In addition to the long-term initiatives to improve sales performance, inventory reduction measures and collaborations with mechanical engineering OEMs complement the focus areas for 2025. The new CEO, Thomas Lösch, has been responsible for this since April 2025.

EQUITY STORY

Thanks to customised solutions, **Planatol** is able to concentrate on niches where the cost benefits of major competitors often have little or no relevance. **Planatol** clearly differentiates itself through application expertise and a technically skilled sales force. This brings a competitive advantage in terms of customer acquisition and retention. Adhesive processing systems in the graphic arts sector increase vertical integration and hence also customer access.

A key value driver for further development is the optimisation of the sales organisation. The aim is to acquire new customers, particularly in the wood, industrial and bookbinding sectors. In addition, the extensive product and application portfolio has not yet been fully marketed abroad. This growth potential is set to be realised in the coming years by the new export sales team.



— Rohrdorf-Thansau, Herford (Germany),
— Paris (France),
— Milan (Italy)

02_con-pearl GmbH

_ Stefan Hoedt,
CEO of con-pearl GmbH

Global manufacturer of innovative lightweight plastic products

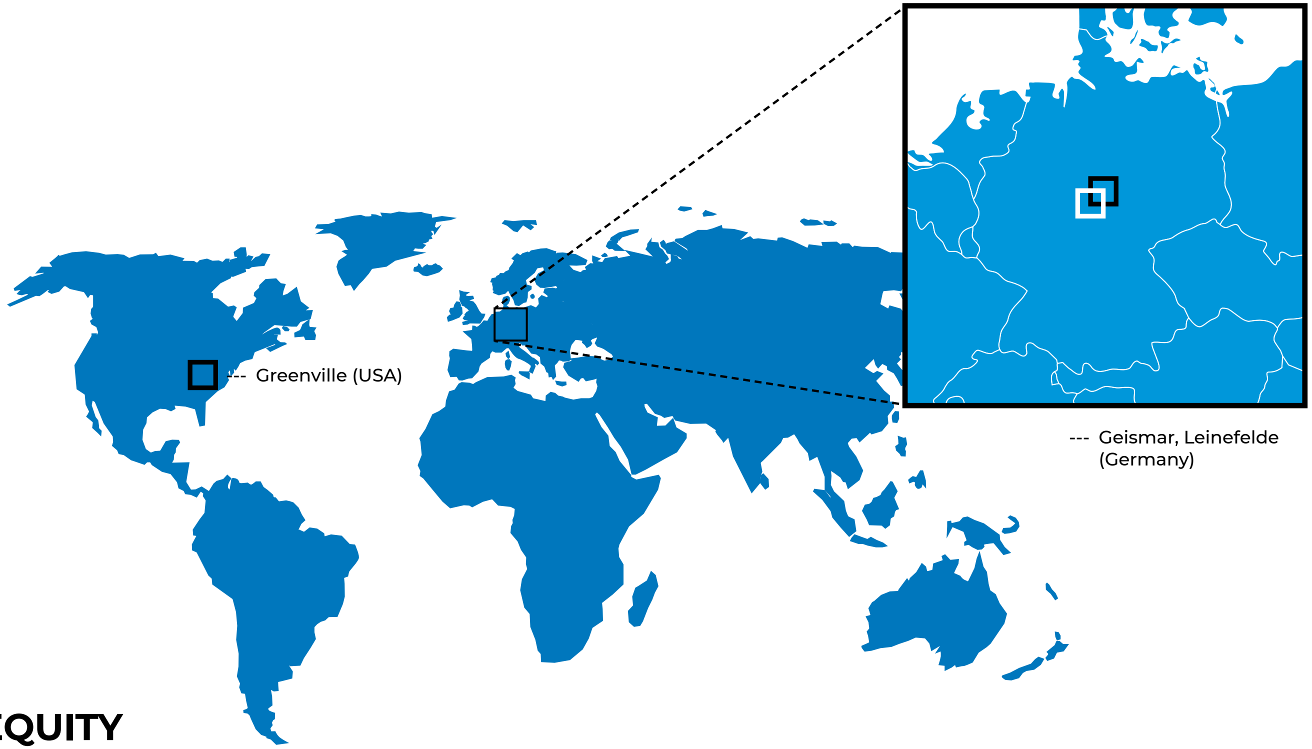
con-pearl's added value begins with the extraction of the raw material in the company's own recycling plant in Leinefelde. The process involves recovering plastic granulate from post-industrial polypropylene and polyethylene waste. The granulate is either processed according to customer-specific requirements and sold directly as a high-quality recyclate or used internally for production at the main plant. Further along the value chain, **con-pearl** specialises in the production of thermally laminated twin-wall sheets made of polypropylene film webs with low weight, high robustness and 100% recyclability. Applications in two most important customer industries are diverse: In the automotive industry, the twin-wall sheets are used as loading floors, side wall panelling and luggage compartment floors in vans and buses. For the logistics sector, **con-pearl** develops and manufactures customised, reusable transport or storage packaging.

Development in 2024 and outlook

con-pearl started 2024 with a high order backlog. This resulted primarily from project business in the USA. **con-pearl** further expanded its sales team in the US market and increased process quality. Another key milestone was the sale of the Hillscheid site and the resulting divestment of the external recycling business, which had recently made negative contributions to earnings. The recycling plant in Leinefelde, where production is primarily for the company's own needs, is not affected. Significant investments included the planned PV system at the Geismar site and projects in the energy-saving sector.

Profile of con-pearl

Registered office	Geismar, Thuringia
CEO	Stefan Hoedt
Revenue 2024	EUR 71.2 million
Employees (31.12)	274 (incl. trainees)
Founded	1990, last change of name in 2019
Part of Blue Cap since	2019
Shareholding in %	100
Other locations	Leinefelde (Thuringia), Greenville (USA)
Segment	Plastics



“Value preservation” is a clear priority for 2025. **con-pearl** has achieved excellent transformation performance and must now consolidate its achievements. This includes continuing to acquire new customers in the USA and Europe in order to accelerate organic growth and continuously reduce dependencies in the logistics area.

EQUITY STORY

con-pearl’s business model makes a significant contribution to a greener economy and also offers the company significant economic advantages. **con-pearl’s** collapsible boxes, made from up to 100% recycled material, are quality market leaders in their segment and exceptionally durable. At the end of their service life, they can also be returned to the company and 100% recycled in the company’s own recycling plant. Both the need for substitution in numerous applications (cardboard boxes, pallet cages, etc.) and the future need to replace the con-pearl boxes currently circulating on the market demonstrate the organic growth potential – both in the US market and in Europe.

03_H+E Group

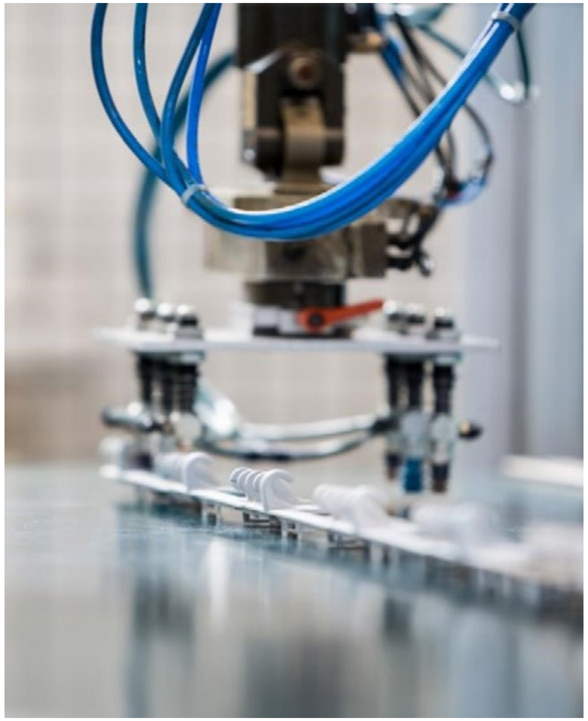
_ Philipp Bentzinger,
CEO of the H+E Group

Solution provider of high-quality assemblies made of thermoplastics

The **H+E Group** develops and manufactures top-quality plastic parts and assemblies for car interiors and for the household appliance industry. Specialising in internal gas pressure injection moulding, **H+E** supports its customers from the product idea through to series production. Product expertise spans from simple plastic parts to complex assemblies with high-quality surfaces and an appealing feel. The product range includes interior door controls, roof grab handles, trim panels, lacquered and chromium-plated decorative elements as well as various handles and opening mechanisms. Other core competences are toolmaking and process development.

Profile of H+E

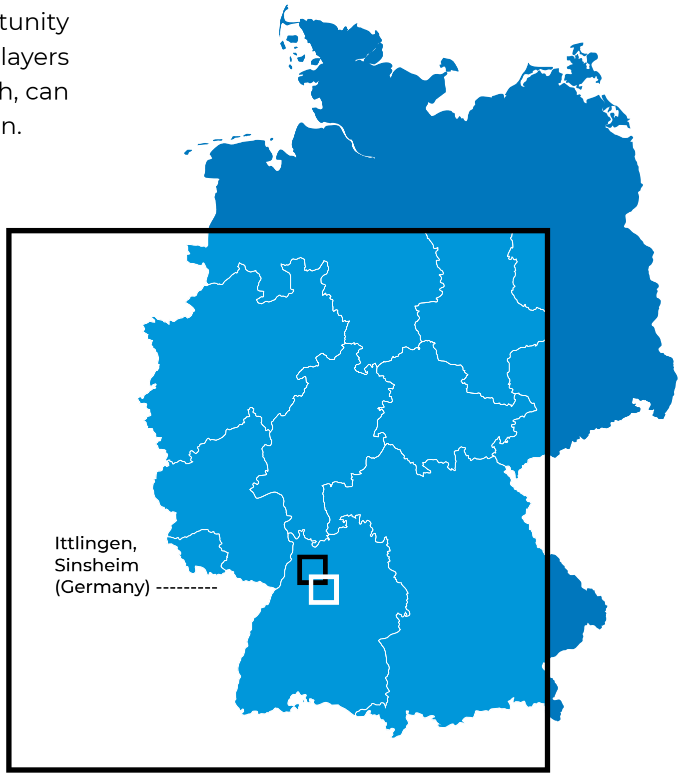
Registered office	Ittlingen, Baden-Württemberg
CEO	Philipp Bentzinger, Mike Liphardt
Revenue 2024	EUR 40.6 million
Employees (31.12)	197 (incl. trainees)
Founded	1976, name change in 2021
Part of Blue Cap since	2021
Shareholding in %	71
Other locations	Sinsheim (Baden-Württemberg)
Segment	Plastics



Development in 2024 and outlook

Contrary to general market sentiment, **H+E** is looks back on stable business development in 2024. Last year, **H+E** succeeded in intensifying its partnerships with OEMs through pre-development projects.

As far as the market is concerned, the pressure on prices is likely to remain high in 2025. Overall, we anticipate a slight weakening of earnings compared to the previous year. Based on OEMs' unit sales forecasts, we expect that reduced purchase volumes for current series products could dampen sales. Orders already won but not yet in series production will not compensate for this in 2025. We see an opportunity in the fact that **H+E** is one of the few strong players in the automotive supplier sector and, as such, can benefit from the current market consolidation.



EQUITY STORY

Thanks to decades of experience, the group of companies has profound expertise in process technology. This enables **H+E** to meet even high complexity and quality requirements of its customers. The company uses this ability to position itself as a development supplier for OEMs. The current mixed market situation moves the company closer to this vision. This is because the pressure on competitors offers considerable potential for acquiring new customers and projects and for deepening value creation. The company gains a further competitive advantage from the fact that it generally delivers its products directly to the OEMs' production lines.

04_HY-LINE Group

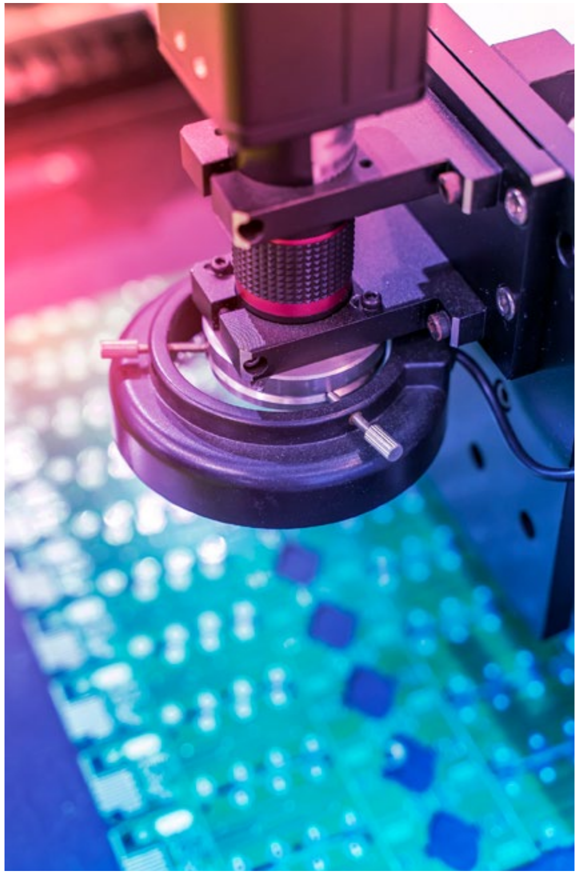
_ Jeroen Rijswijk,
CEO of the HY-LINE Group

Application specialist for electronic components and solutions

In recent years, **HY-LINE** has developed further as a value-added distributor into a component and solution provider focussing on technical consulting and application expertise. Consequently, **HY-LINE** joins the value chain even earlier and creates added value for its customers by developing its own products and solutions. From component selection to complete solutions, **HY-LINE** helps its customers bring innovative products to market more safely, quickly and efficiently. Its customers come from any sector in which professional electronics are required. In particular, these are companies from the medical sector, automation, electronics manufacturing, mechanical engineering and industrial trucks. The “Safety Key”, a solution developed by **HY-LINE**, combines double security with the highest standards of medical device design by integrating safety-relevant switches into glass surfaces and touch screens.

Profile of HY-LINE

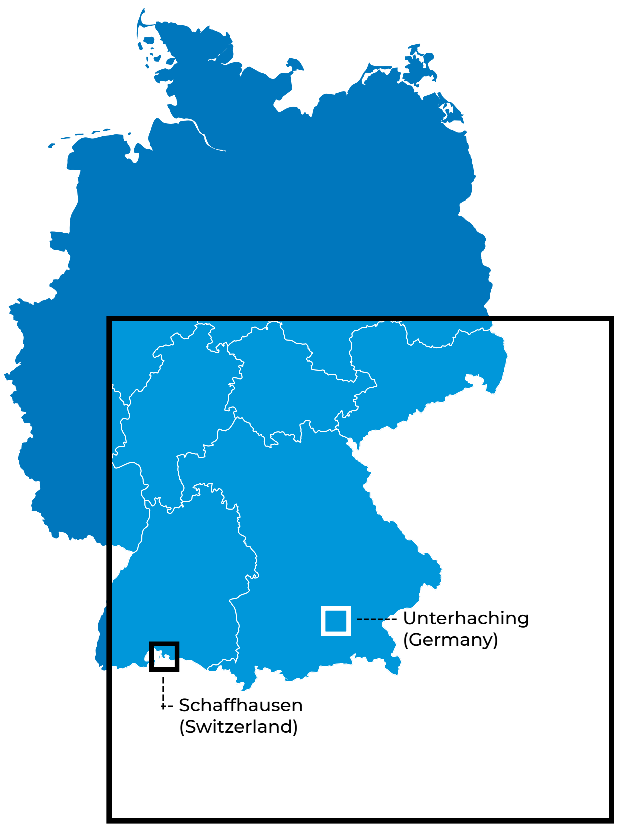
Registered office	Unterhaching, Bavaria
CEO	Jeroen Rijswijk
Revenue 2024	EUR 44.2 million
Employees (31.12)	82 (incl. trainees)
Founded	1988
Part of Blue Cap since	2021
Shareholding in %	93
Other locations	Schaffhausen (Switzerland)
Segment	Business Services



Development in 2024 and outlook

HY-LINE's performance in 2024 was significantly below the strong previous year's level. The high order backlogs in 2023 had been processed, meaning the company felt the impact of the challenging economic situation. The expectation of a market recovery in the second half of 2024 clearly did not materialize.

HY-LINE does not expect a substantial market recovery in the short to medium term either. Therefore, the focus for 2025 is on profitably aligning the organization's size with the current sales level. In addition to the adjustment of the cost structure and organizational structure already completed at the beginning of the year, the focus for 2025 is on important digitalization projects that will help us further increase **HY-LINE**'s productivity, streamline the product portfolio, and prepare the scalability of the business model.



EQUITY STORY

An important driver of **HY-LINE's** success is its strong development and consulting expertise in the product design phase, which generates a high proportion of recurring sales during the product life cycle. The high level of diversification in terms of industries as well as long-standing and trusting business relationships with customers as well as suppliers strengthen the Group as a whole. The transformation to ONE **HY-LINE** is paying off in terms of higher scalability, strong synergies and cross selling within the corporate group. A key related measure was the strengthening of sales and the initiated digitisation. Focused strategic market development and optimised sales management while expanding the sales team will make a significant contribution to the company's success. Megatrends such as the Internet of Things and Smart Home, as well as the long-term positive outlook for the individual end markets such as medical technology also create good opportunities for further growth.

05_Transline Group

_ Maximilian Lachnit, CEO of the Transline Group

Language service provider with a high degree of automation and digitalisation

For more than 35 years, **Transline** has been actively involved in the transformation of the language industry. What all began with the typewriter has evolved to machine translation and artificial intelligence. Today, the company is one of Germany's largest communications service providers and runs a proprietary digital order platform. A dedicated point of contact for each customer controls all process steps relating to language management, automated wherever possible. **Transline** is a language logistics provider that adapts its clients' messages intelligently, with cultural sensitively, to the expectations and needs of the international target markets. Every year, the company delivers over 35 million words in 160 languages around the world, from technical documentation and marketing texts to contract and patent documents. The company's strategic focus is on growing market segments like medical technology, pharmaceuticals, e-commerce and software. **Transline** cultivates long-standing and trusting relationships with around 5,000 customers. Including many large, global companies such as Bosch, Miele and TeamViewer.

Profile of TRANSLINE

Registered office	Reutlingen, Baden-Württemberg
CEO	Maximilian Lachnit
Revenue 2024	EUR 18.9 million
Employees (31.12)	156 (incl. trainees)
Founded	1986
Part of Blue Cap since	2022
Shareholding in %	100
Other locations	Munich (Bavaria), Walldorf (Baden-Württemberg), Cologne (North Rhine-Westphalia), Grünbach (Saxony), Modena (Italy), Schiltigheim (France)
Segment	Business Services

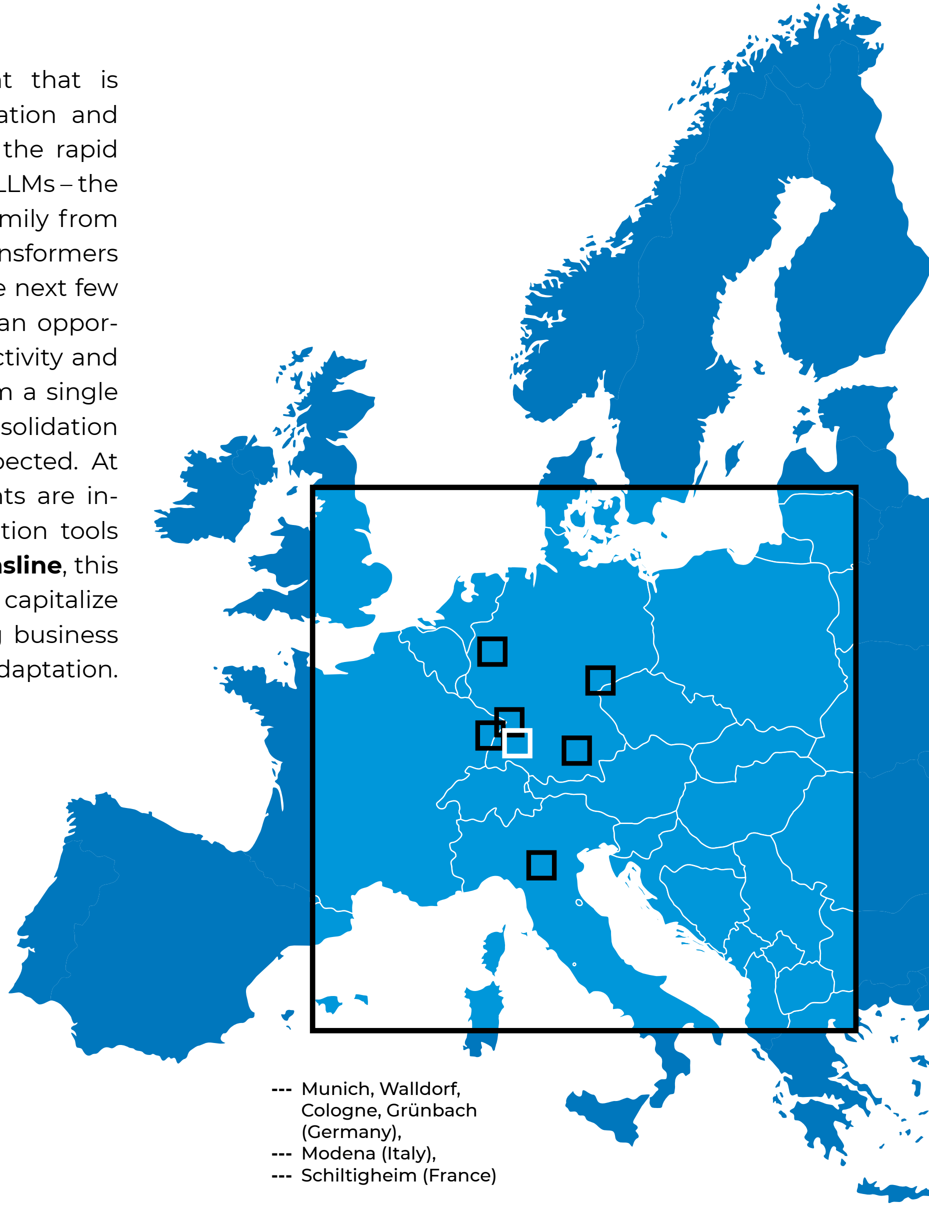
Development in 2024 and outlook

Transline developed considerably below expectations in 2024. Overall, however, the tense economic situation is having an impact on incoming orders. This is because the economic downturn is leading **Transline's** customers to postpone product launches, shelve medical studies, reduce their marketing budgets and so on.

For 2025, a significant decline in revenue is expected again, at least in the first half of the year. After that, a framework agreement with a major customer could contribute to the recovery. To strengthen the financing structure, we have assumed the outstanding debt as part of a partial debt waiver from our financing partners and increased our share [1] to 100%. Operationally, the focus is now on cash flow optimization and adapting to a sustainably achievable revenue development.

EQUITY STORY

Transline operates in an environment that is positively shaped by increasing digitisation and globalisation. Artificial intelligence and the rapid development of large language models (LLMs – the best-known LLM is currently the GPT family from OpenAI) are likely to be the biggest transformers in the language services market over the next few years. **Transline** sees this disruption as an opportunity to further improve its own productivity and offer customers even more services from a single source. In addition, further market consolidation among smaller service providers is expected. At the same time, we recognize that clients are increasingly using freely available translation tools for less demanding translations. For **Transline**, this means being prepared to simultaneously capitalize on these opportunities while mitigating business model risk through agile organisational adaptation.



--- Munich, Walldorf, Cologne, Grünbach (Germany),
--- Modena (Italy),
--- Schiltigheim (France)

[1] of our acquisition vehicle, BC 14 GmbH

06_INHECO Industrial Heating and Cooling GmbH

Leading supplier of lab tech products for laboratory automation

Since being founded in 2000, **INHECO** has become an established player in the laboratory automation market. As a leading manufacturer of various instruments for the control and monitoring of biochemical reaction processes, **INHECO** supplies a broad customer group from the life science and diagnostics sectors. Products include heating, cooling and shaking assemblies, incubators and thermal cyclers. The range spans standard products and proprietary systems to customised OEM solutions. Among the numerous customers are renowned names such as Hamilton, Agilent, ThermoFisher and Roche.

_ Günter Tenzler, Founder and CEO of INHECO Industrial Heating and Cooling GmbH

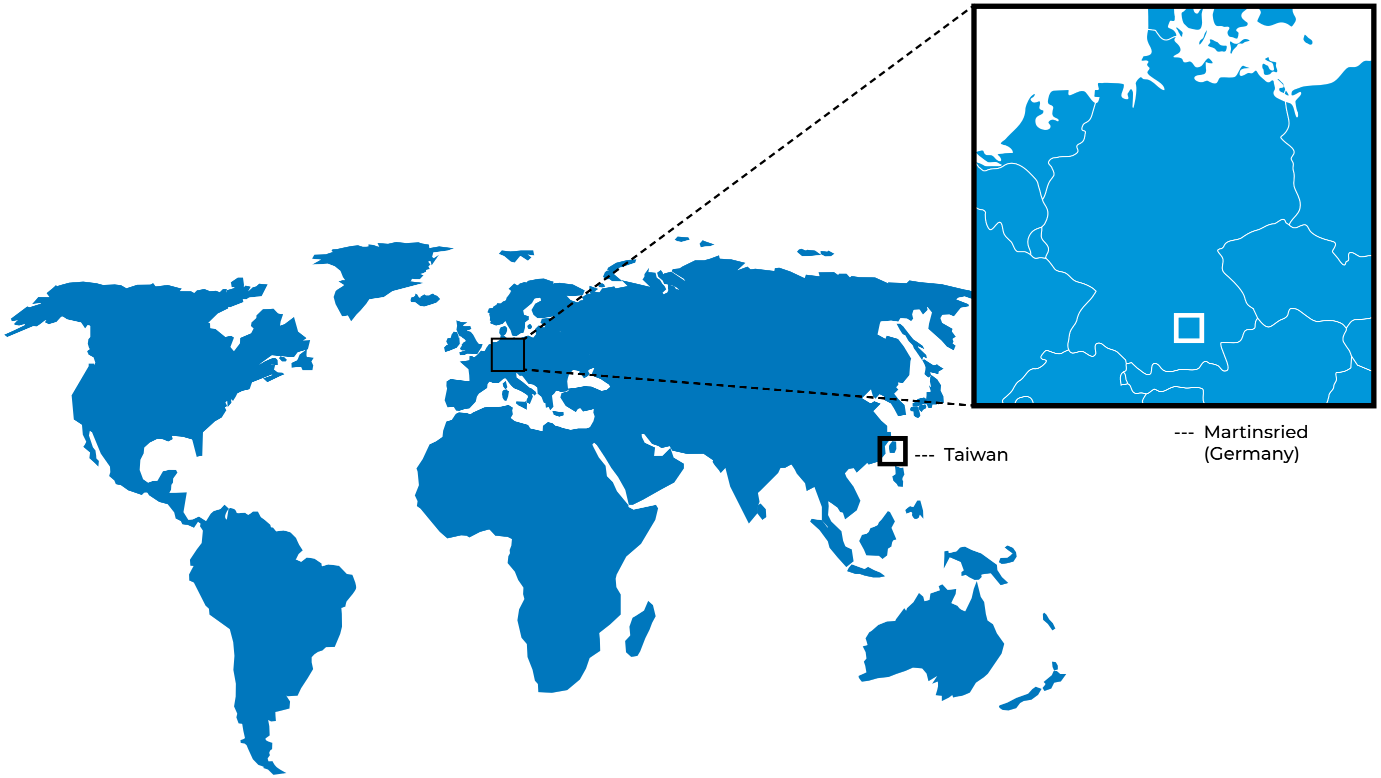
Profile of INHECO

Registered office	Martinsried (Bavaria)
CEO	Günter Tenzler
Revenue 2024	EUR 23.3 million
Employees (31.12)	90 (incl. trainees)
Founded	2000
Part of Blue Cap since	2006
Shareholding in %	42
Other locations	Taiwan
Segment	Medical

Development in 2024 and outlook

In 2024, **INHECO** benefited from the turnaround programme it completed in the previous year. The company was able to generate positive results thanks to significantly reduced costs and a more efficient organisational structure and processes.

Looking ahead to 2025, the plan is to further increase productivity – and ultimately the company's profitability – through continuous improvement. While the measures of the turnaround programme were strongly focused on cost reduction, the company is now concentrating on the IoT readiness of its product portfolio and, with a view to operational excellence, on assembly organisation and the optimal integration of the Taiwan site into the value chain.



EQUITY STORY

The business model of **INHECO** remains very promising. In light of the good medium to long term sales prospects in the life science sector, the company has an optimistic view of the coming years. It has also laid the foundations for sustained positive development with its turnaround programme. In addition, the optimism is fuelled by an intact market trend overall, also in line with the expectations of major competitors. Laboratory automation is the main catalyst for the development of the life science industry and has developed rapidly in recent years. **INHECO** can benefit greatly from this in the future with an adapted, efficient corporate structure.

Report of the Supervisory Board

_ **Dr Christian Diekmann**
Chair of the Supervisory Board

**Dear shareholders,
ladies and gentlemen,**

Following my election as Chair of the Supervisory Board in June 2024, I am pleased to present our work as the Supervisory Board of Blue Cap AG to you for the first time. I would first like to take this opportunity to look back at the past financial year and the issues that particularly concerned us in 2024.

The announced economic recovery failed to materialize, meaning that 2024 was also characterized by economic uncertainty, persistent inflation, and recession. In the fourth quarter, political factors such as the collapse of the "traffic light coalition" and the presidential elections in the USA were added to the mix.

In these difficult conditions, the experience with turnaround measures and the resulting resilience of the portfolio companies came to bear. Blue Cap was even able to increase its overall operating result and achieve important strategic goals through two successful exits in a very difficult M&A environment. As the Supervisory Board, we closely monitored the strategic challenges and the implementation of corresponding initiatives and regularly discussed progress at our Board meetings. In 2024, our work was particularly focused on M&A activities and portfolio work.

Cooperation between the Management Board and the Supervisory Board

The Supervisory Board consisted of four members in 2024 and five members from 24 June 2024 onwards. In the reporting year, it fully carried out the duties required of it by law, the Articles of Association and the Rules of Procedure. We monitored and advised the Management Board on its management of the company on an ongoing basis. The Management Board informed us continuously, comprehensively and promptly, both verbally and in writing, about current developments, corporate strategy, the status of transactions and major portfolio projects as well as the corporate and financial planning of the Group and its portfolio companies.

The Management Board fulfilled its duties to provide information at all times and with an appropriate level of detail. Furthermore, it was available to us for questions and explanations at any time and to our full satisfaction – even outside the meetings. The Supervisory Board was thus able to satisfy itself at all times of the legality, appropriateness and regularity of the management.

In the plenary sessions and in our committees, we always had the opportunity to critically examine the reports and resolution proposals submitted by the Management Board and to make suggestions. Discussions between the Supervisory Board and the Management Board were also based on the monthly financial reports submitted to the Supervisory Board with key income, financial, asset and personnel figures for the Group as a whole as well as for individual portfolio companies. All reports and documents submitted were examined carefully and to an appropriate extent by our committee. Queries could be clarified, and the documents as a whole did not give rise to any complaints. We intensively discussed decisions of fundamental importance with the Management Board. Where the approval of the Supervisory Board for individual business transactions was required by law, the Articles of Association or the Rules of Procedure, we granted it after detailed examination.

As Chair of the Supervisory Board, I was in close communication with all members of the Management Board, especially the Chair of the Management Board, outside of meetings as well. Together with members of the Management Board, I also attended appointments on site with the CEOs of the subsidiaries. I informed the other members of the Supervisory Board about relevant findings in a timely manner, at the latest at the next meeting of the board. At no time did I have any indication of conflicts of interest on the part of Management Board or Supervisory Board members that had to be disclosed to the Supervisory Board without delay.

The company conducts information and training measures on specific topics of the Supervisory Board's work at regular intervals. As an example, in 2024, we examined the latest corporate governance developments and transaction activities.

Meetings

In the 2024 financial year, a total of eight meetings of the Supervisory Board took place: six times in the form of a face-to-face meeting and twice in the form of a video or telephone conference. Only members of the Supervisory Board attended the meetings on 24 June 2024 and 9 September 2024, while the meetings on 22 February 2024, 18 April 2024, 04 September 2024, 25 September 2024, 17 October 2024 and 12 December 2024 were also attended by members of the Management Board.

The average attendance rate of the Supervisory Board members at the meetings was 100%. The same applies to the committees, which regularly met face to face and via VC. In preparation for the meetings, the Management Board provided us with comprehensive, informative written reports and resolution proposals in good time.

Main duties and topics in the Supervisory Board plenary sessions

In accordance with the duties incumbent upon us by law, the Articles of Associations and the Rules of Procedure, we dealt in detail with the operational and economic development of Blue Cap AG and its portfolio companies as well as their strategic further development in the 2024 financial year. This also included the economic and financial key figures of the Group, which comprised the development of the net asset value (NAV) as well as budget planning and so on.

The main topics were significant business events and the status of potential acquisitions and disposals of portfolio companies. We intensively dealt with the previously mentioned continuing economic challenges and the implications and risks for the portfolio companies of Blue Cap. The economic situation represented a significant uncertainty factor for the company's business performance in 2024. We continued to advise the Management Board on this matter at all times.

Other topics at our meetings were the area of "People & Culture", Supervisory Board remuneration and capital market-related topics.

On 18 April 2024, the Supervisory Board held a meeting to approve the balance sheet. The board approved the annual financial statements and management report of Blue Cap AG as well as the consolidated financial statements and the Group management report each as of 31 December 2023. In addition, the plenary session adopted the report of the Supervisory Board for the 2023 financial year. The agenda for the Annual General Meeting was likewise discussed and approved. The Supervisory Board approved the proposal to pay a dividend to the Annual General Meeting.

Our Supervisory Board met for a total of

8

meetings last year.

Supervisory Board Plenary Session

Member	Attendance abs.	Attendance in %
Kirsten Lange (Chair until 24 June 2024)	2/2	100%
Dr Christian Diekmann (Chair since 24 June 2024)	6/6	100%
Dr Michael Schieble (Deputy Chair)	8/8	100%
Freya Oehle	8/8	100%
Michel Galeazzi	8/8	100%
Nikolaus Wiegand	6/6	100%

Audit Committee

Member	Attendance abs.	Attendance in %
Dr Michael Schieble (Chair)	5/5	100%
Kirsten Lange (until 24 June 2024)	2/2	100%
Dr Christian Diekmann (since 24 June 2024)	3/3	100%
Nikolaus Wiegand (since 24 June 2024)	3/3	100%

Nomination Committee

Member	Attendance abs.	Attendance in %
Dr Michael Schieble (Chair until 24 June .2024)	1/1	100%
Nikolaus Wiegand (Chair since 24 June 2024)	1/1	100%
Michel Galeazzi	1/1	100%

M&A Committee

Member	Attendance abs.	Attendance in %
Michel Galeazzi (Chair)	0/0	Not specified
Kirsten Lange (until 24 June 2024)	0/0	Not specified
Dr Christian Diekmann (since 24 June 2024)	0/0	Not specified
Freya Oehle	0/0	Not specified

The Management Board always submitted matters requiring approval to the Supervisory Board for resolution in good time. After extensive consultation and thorough consideration, we approved these without exception.

Due to the new elections of two Supervisory Board members, Dr Christian Diekmann and Nikolaus Wiegand, as well as the departure of Kirsten Lange at the 2024 Annual General Meeting on 24 June 2024, a constitutive meeting of the Supervisory Board was held on the same day. At this meeting, I was elected Chair of the Supervisory Board. Dr Michael Schieble remains Deputy Chair. In this context, the Supervisory Board also held an election to appoint members of the committees.

Tasks of the committees

The Supervisory Board used the existing committees (Audit Committee, M&A Committee, Nomination Committee) to perform its duties efficiently. The primary task of the committees is to prepare decisions and issues to be discussed or decided in plenary sessions. Decision-making powers can also be delegated to the committees if this is permitted by law. The chairs of the committees also reported to the Supervisory Board regularly and in detail on the contents and results of the committees.

Until 24 June, the **Audit Committee** consisted of Dr Michael Schieble (Chair) and Kirsten Lange. As of 24 June 2024, due to Kirsten Lange's departure from the Supervisory Board and the election of Dr Christian Diekmann and Nikolaus Wiegand as new Supervisory Board members, the Audit Committee consisted of Dr Michael Schieble (Chair), Dr Christian Diekmann, and Nikolaus Wiegand. The Chair of the Audit Committee, Dr Schieble, has particular expertise in the areas of accounting and auditing due to his back office activities as the member of Sparkasse's Management Board. Dr Schieble is qualified in the sense of recommendation D.3 DCGK 2022. He has also acquired expertise in sustainability reporting due to his previous work.

The Audit Committee held five meetings in the reporting year – on 26 March 2024, 17 April 2024, 18 September 2024, 12 November and 5 December 2024. The Chair of the Management Board, Dr Henning von Kottwitz, attended all five meetings. Henning Eschweiler attended the meeting on 5 December 2024. The Head of the Finance Department, Fabian Bracher, attended the meetings on 26 March 2024, and 17 April 2024. A representative of the auditor mandated until the 2023 fiscal year, Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, also attended the meetings on 26 March 2024, and 17 April 2024.

In addition to the new auditor appointed as of the 2024 fiscal year, Rödl & Partner GmbH Wirtschaftsprüfungsgesellschaft, Munich, two members of the Finance Department of Blue Cap AG also attended the meeting on 12 November 2024.

The committee's work focussed on the audit of the annual financial statements and the consolidated financial statements for 2023, including the combined management report, and the preparation of the resolutions in the Supervisory Board. In the course of the audit, the Audit Committee discussed progress with the auditor and also included the reports of the company and the audit reports of the auditor. Together with the auditor, the Audit Committee also determined the focus of the audit for the 2024 financial year. This included the audit of the net asset value calculation, the valuation of portfolio companies and impairment tests. The Audit Committee also addressed the Blue Cap Group's 2025 budget plan and medium-term plan as well as the Supply Chain Duty of Care Act, the EU taxonomy and the CSRD.

Until 24 June 2024, the **M&A Committee** consisted of the members Michel Galeazzi (Chair), Kirsten Lange and Freya Oehle. Since 24 June 2024, the Audit Committee has consisted of Michel Galeazzi (Chair), Freya Oehle and Dr Christian Diekmann. The M&A Committee did not meet last year, as the sale of Neschen Coating GmbH and nokra Optische Prüftechnik GmbH had been discussed directly during the plenary session. The Chair of the M&A Committee, in consultation with the other committee members, regularly discussed potential targets with the Management Board.

In principle, the M&A Committee deals with individual acquisitions and sales of companies in the run-up to the vote in the Supervisory Board. In this respect, it is the sparring partner of the Management Board in the early phase of transactions that are already taking shape.

The **Nomination Committee** consisted of Dr Michael Schieble (Chair until 24 June 2024) and Michel Galeazzi. Since 24 June 2024, the Nomination Committee has consisted of Dr Michael Schieble, Nikolaus Wiegand (Chair since 24 June 2024), and Michel Galeazzi, due to the election of Nikolaus Wiegand to the Supervisory Board. In 2024, the Nomination Committee met on 24 June 2024. The committee dealt with the completion of the Supervisory Board following the departure of Kirsten Lange from the board and the election of Nikolaus Wiegand as committee chair. It made sure, in particular, that the Supervisory Board would be appropriately staffed in terms of diversity, financial expertise and fulfilment of the competence profile.

Corporate Governance and Declaration of Compliance

Good corporate governance is a high priority for our committee, and we therefore keep a close eye on the latest developments in this area.

Although Blue Cap is not obliged to issue a Declaration of Compliance with the German Corporate Governance Code due to its listing on the open market, Blue Cap AG is again issuing a Declaration of Compliance on a voluntary basis this year in the interests of keeping shareholders and the capital market informed.

Audit

The Annual General Meeting of 24 June 2024 elected Rödl & Partner GmbH Wirtschaftsprüfungsgesellschaft, Munich, as auditors of the financial statements and consolidated financial statements for the 2024 financial year. Rödl & Partner GmbH Wirtschaftsprüfungsgesellschaft audited the annual financial statements and consolidated financial statements prepared by the Management Board as well as the consolidated management report for the 2024 financial year, which was combined with the management report of Blue Cap AG, and issued an unqualified audit opinion in each case. The audit was conducted in accordance with Section 317 of the German Commercial Code (HGB) and the generally accepted standards for the auditing of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany).

The annual financial statements and the combined management report were prepared in accordance with German legal requirements. The consolidated financial statements were prepared in accordance with the International Financial Reporting Standards (IFRS), as applicable in the European Union, as well as the German statutory regulations which are also to be applied. These consolidated financial statements exempt the company from the obligation to prepare consolidated financial statements in accordance with German law.

The annual financial statements and consolidated financial statements as well as the summarised management report for the 2024 financial year were sent to all members of the Supervisory Board in due time for review, along with the respective audit reports and notes. The documents were discussed comprehensively and in detail with the Management Board at the balance sheet meeting on 23 April 2025 in the presence of the auditors, who reported on the main results of the audits. The auditors and the Management Board were available for detailed explanations on the financial statements and answered all questions raised by the Supervisory Board to its full satisfaction.

The auditors confirmed their independence to the chair of the Audit Committee and stated that there were no circumstances that would call into question their impartiality.

After a thorough examination of the submitted documents and the recommendation of the Audit Committee, we had no objections. We therefore approved the audit findings of the auditors. On 13 May 2025, in accordance with the proposal of the Audit Committee, we adopted the 2024 annual financial statements of Blue Cap AG together with the combined management report, and approved the 2024 consolidated financial statements along with the combined management report by way of the written consent procedure.

At its in-person meeting on 23 April 2025, the Supervisory Board also discussed the resolution proposals for the Annual General Meeting.

Dividend

The Supervisory Board has reviewed the Executive Board's proposal for use of the net profit. In particular, the liquidity of the entire Group as well as the financial and investment planning were taken into account here. After extensive consultation, we endorse the Management Board's proposal to the Annual General Meeting to distribute a dividend from the net profit for the 2024 financial year totalling EUR 1.10 per share, consisting of a basic dividend of EUR 0.65 per share and a special dividend of EUR 0.45 per share, or a total of EUR 4,934,911.30 million, based on the number of shares outstanding as of 23 April 2025, to be distributed to shareholders. The remaining net profit is to be carried forward.

Personnel changes in the Supervisory Board

The following personnel changes took place in the Supervisory Board of Blue Cap AG in the reporting year:

The Chair of the Supervisory Board, Kirsten Lange, resigned her Supervisory Board mandate with effect from the end of the Annual General Meeting on 24 June 2024.

Against this backdrop, the Supervisory Board proposed to the Annual General Meeting that Nikolaus Wiegand and Dr Christian Diekmann be elected as new members of the Supervisory Board after internal discussion. The Annual General Meeting accepted this proposal and elected Nikolaus Wiegand and myself as new members of the Supervisory Board, effective 24 June 2024. I was then elected Chair of the Supervisory Board at a constitutive meeting following the Annual General Meeting. Nikolaus Wiegand takes over the seat of Dr Henning von Kottwitz, who stepped down from the Supervisory Board on 30 September 2023 upon his appointment as Blue Cap CEO. His departure reduced the size of our committee from five to four members for the transitional period until the next Annual General Meeting on 24 June 2024.

The Management Board and Supervisory Board of Blue Cap would like to take this opportunity to thank Kirsten Lange once again for the trusting and successful cooperation and wishes her all the best for the future.

No Supervisory Board member acts in an executive or advisory capacity at what the company considers to be its significant competitors. There was no indication of conflicts of interest on the part of a member of the Supervisory Board or the Management Board.

On behalf of our Board, I would like to thank the members of the Management Board and all employees of Blue Cap AG and its subsidiaries for their exceptional commitment and outstanding service during the 2024 financial year.

Munich, 13 May 2025

Dr Christian Diekmann
Chair of the Supervisory Board

COMBINED MANAGEMENT REPORT

38_ Combined management report

Combined management report

OF BLUE CAP AG, MUNICH, FOR THE FINANCIAL YEAR FROM 1 JANUARY TO 31 DECEMBER 2024

1. The company

1.1 Operating activities and strategic orientation

INTERESTING FACTS
More information about our portfolio companies can be found starting on page 19

MAJORITY INTEREST IN THE SME SEGMENT

Blue Cap AG is a listed investment company, established in 2006 and headquartered in Munich. The company acquires small and medium-sized enterprises from the B2B sector that are facing special situations and oversees their entrepreneurial development, the aim being to sell them for a profit at a later date. The companies are headquartered in Germany, Austria and Switzerland, generate revenue of between EUR 20 and EUR 200 million and have a sustainable and intact core business.

As at the reporting date, the company holds majority interests in five companies (previous year: seven) and has one minority interest. In 2024, Blue Cap sold two portfolio companies. The Group had an average of 829 employees in the reporting year and operates in Germany, Europe and the USA.

Blue Cap AG is listed on the Frankfurt Stock Exchange in the "Scale" segment and on the Munich Stock Exchange in "m:access" (ISIN: DE000A0JM2M1). The capital market listing places the company under an obligation to provide an appropriate level of transparency, an obligation it fulfils through active capital market communication and investor relations work.

BUSINESS MODEL: "BUY, TRANSFORM & SELL"

Blue Cap acquires companies from the B2B sector that face special situations, standing at a crossroads along their corporate journey. This can include situations of upheaval with extensive restructuring requirements or unresolved succession situations and group spin-offs.

Target companies are systematically identified and selected on the basis of defined investment criteria.

The investment decision centres on clear operational improvement potential and prospects for value enhancement based on a sustainably stable business model. Blue Cap actively supports the portfolio companies in their strategic and operational development during the holding period. The optimal holding period is usually between three and seven years. The basic principle: Blue Cap is a temporary owner and sells its portfolio companies as soon as successful growth within a different ownership structure appears to make more sense and it has been able to successfully implement large parts of its planned transformation programme.

1.2 Goals and strategy

DEVELOPMENT OF THE PORTFOLIO VALUE

Blue Cap AG aims to increase the company's value by transforming both the portfolio and each individual portfolio company. Performance is determined by the growth and profitability of the portfolio companies. In the composition of its portfolio, Blue Cap ensures a balanced diversification in terms of business models and sales markets within its focus on special situations in the Industrials sector.

FOCUS ON TURNAROUND CASES WITH AN INCREASED NEED FOR RESTRUCTURING

Until the end of 2023, the investment focus was on companies with healthy business models and EBITDA margins (adjusted) of 7–10%. Since then, we have increasingly focussed on companies facing special situations, the acquisition of which involves increased restructuring effort. These generally generate EBITDA margins (adjusted) of between 0% and 5% with revenues of between EUR 20 and 200 million. The investment focus of Blue Cap is the B2B sector in the field of industrial goods and services, within which it does not commit to specific industries. Our strategically adapted approach is designed to pursue the goal of significantly increasing the value of a company during the holding period and achieving an attractive "return on investment".

ACTIVE SUPPORT DURING THE HOLDING PERIOD

An investment decision is based on a company's potential to grow in value, supported by a sustainably robust business model. Blue Cap's primary objective is to exploit this potential during the holding period through suitable operational and strategic measures. To achieve this goal, it takes an active investment approach. This strategy is based on the extensive M&A, industrial and turnaround experience of Blue Cap's Management Board and team. Key strategic decisions are taken and improvement and growth programmes are coordinated with the management teams. When implementing suitable measures, the team supports the portfolio companies closely and proactively with its in-depth expertise. Blue Cap provides the portfolio companies with additional liquidity if required. If inorganic growth makes sense, it also strengthens the portfolio companies through add-on acquisitions.

THE OBJECTIVE OF THE SALE IS A HIGH RETURN-ON-INVESTMENT

The optimum holding period of a portfolio company is between three and seven years, as Blue Cap expects to be able to implement a large part of the transformation programme planned at the time of acquisition after this period. The aim of selling a portfolio company is a high return on the capital invested.

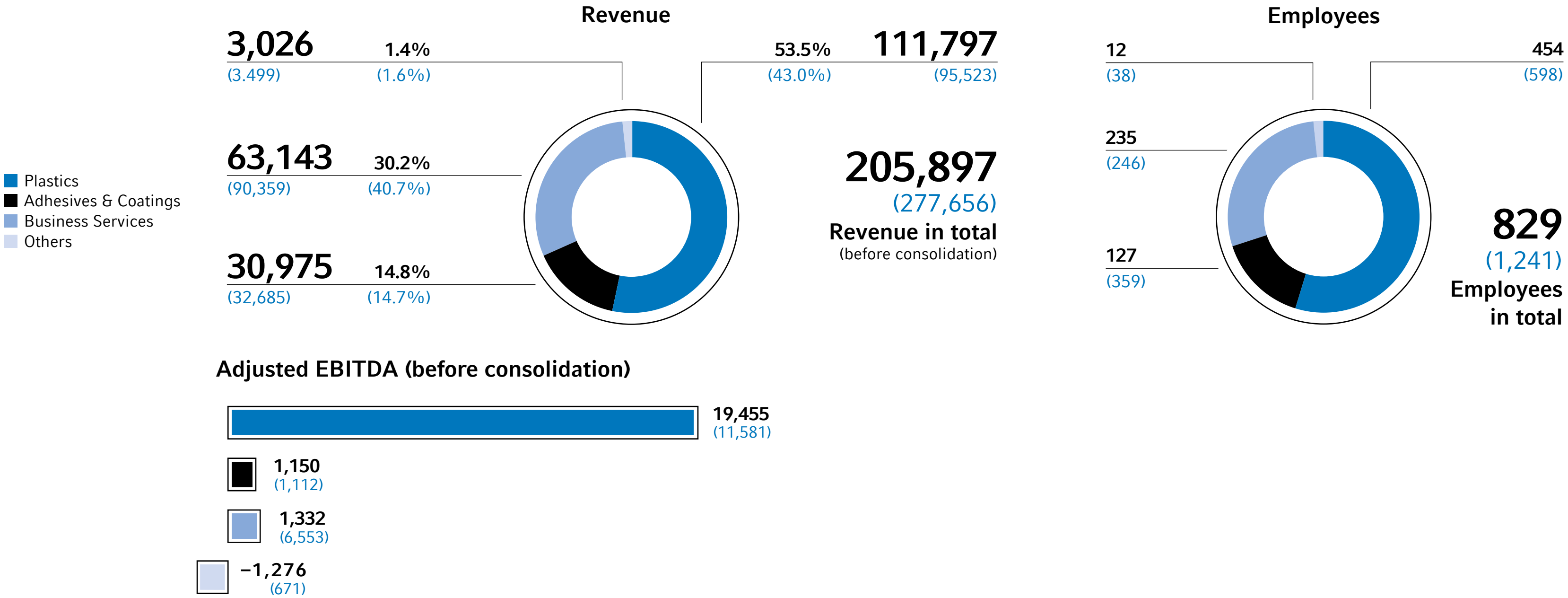
1.3 Portfolio

PORTFOLIO STRUCTURE: FIVE MAJORITY INTERESTS IN THREE SEGMENTS

As of the balance sheet date, Blue Cap's portfolio comprised five majority interests. These are allocated to three segments: **Plastics**, **Adhesives & Coatings** and **Business Services**.

Key data on the portfolio 2024 (2023)

EUR thousand



The **Plastics** segment includes the con-pearl Group with con-pearl Verwaltungs GmbH and con-pearl GmbH based in Geismar in Thuringia as well as the US spin-offs con-pearl North America Inc. and con-pearl Automotive Inc. based in Greenville, USA. The H+E Group forms the second corporate group in this segment and consists of H+E Molding Solutions GmbH from Ittingen in Baden-Württemberg as well as H+E Kinematics GmbH and H+E Automotive GmbH, both based in Sinsheim in Baden-Württemberg.

The con-pearl Group is a manufacturer of lightweight plastic products. Its main sales markets are the logistics and automotive sectors. Known under the brand name con-pearl, twin-wall sheets are lightweight, strong and made almost entirely of high-quality recycled material.

con-pearl operates a closed-loop system for recycling polypropylene plastics and for reconditioning other polyolefin plastics.

The H+E Group develops and manufactures top-quality plastic parts and assemblies for car interiors and for the household appliance industry. Specialising in high-quality surfaces and complex motion systems, H+E Group companies support their customers as system supplier from the product idea all the way through to series production. Product expertise ranges from simple plastic parts to complex assemblies with high-quality surfaces based on gas injection moulding and injection moulding technology. The product range includes interior door controls, roof grab handles, trim, coat hooks, as well as various handles and opening mechanisms.

The companies of the Planatol Group form the **Adhesives & Coatings** segment.

The Planatol Group comprises the companies Planatol GmbH, based in Rohrdorf by Rosenheim/Bavaria, as well as the adhesive distributors PLANATOL France S.à.r.l., Sucy-en-Brie, France, and PLANATOL-Società Italiana Forniture Arti Grafiche S.I.F.A.G. s.r.l. (referred to below also as Planatol Sifag), Milan, Italy. Planatol GmbH manufactures adhesives for applications in the printing and graphics industry, as well as for the packaging and wood processing sectors. It sells these products itself and through its distributors PLANATOL France S.à.r.l. and Planatol Sifag. It also manufactures adhesive application systems for fold gluing in rotary printing as well as other modular application systems for use outside of the printing industry.

The companies of the HY-LINE Group and the Transline Group make up the **Business Services** segment.

The HY-LINE Group is an application specialist for electronic components and systems. The Group has evolved in recent years from a value-added distributor to a product and systems provider with a focus on technical consulting and application expertise. Its customers come primarily from the electronics industry, medical technology, the energy sector, and the media and communications industries. The Group focuses its sales on Germany, Austria and Switzerland.

The HY-LINE Group consists of HY-LINE Management GmbH, HY-LINE Holding GmbH, HY-LINE Technology GmbH (formerly: HY-LINE Computer Components Vertriebs GmbH), all based in Unterhaching, Bavaria, and HY-LINE AG, Schaffhausen, Switzerland. As the parent company, HY-LINE Management GmbH and HY-LINE Holding GmbH provide in-Group services in the areas of strategic management, finance and accounting, marketing, storage and IT, the rest of the companies each having specialised product areas. HY-LINE Technology GmbH offers expertise in the product areas of visualization (display and touch technology), embedded computing, signal management, power electronics, power supply and energy storage. The company is also a highly specialised sales partner and manufacturer representative and possesses extensive application-specific expertise in wireless modules as well as M2M and IoT system solutions. HY-LINE AG focuses in the areas of customised lithium-ion batteries, battery systems, energy storage systems as well as power supplies.

The Transline Group includes the companies Transline Gruppe GmbH and Transline Deutschland GmbH in Reutlingen, Baden-Württemberg as well as Transline Europe s.à.r.l. (France) and Interlanguage S.R.L. (Italy). As a large German language service provider, Transline operates in an attractive market environment whose structural growth is driven by increasing digitalisation and globalisation. Furthermore, the market for translation services is highly fragmented and therefore characterised by strong consolidation pressure. In recent years, Transline has invested heavily in the digitalisation of its business model and established a workflow software solution that automates process steps, ensures better and faster processing of customer enquiries and achieves efficiency enhancements throughout the service process. In addition, Transline has focused on growing market segments via add-on acquisitions, especially in medical technology, pharmaceuticals, e-commerce and software.

In addition, Blue Cap AG holds a minority interest in INHECO Industrial Heating and Cooling GmbH in Planegg near Munich, which is included in the Group as an affiliated company by applying the equity method. INHECO manufactures products for thermal management processes in the laboratory automation market.

PORTFOLIO AND STRUCTURAL CHANGES

In September 2024, Blue Cap AG sold its stake in nokra Optische Prüftechnik GmbH and in October 2024 its stake in Neschen Coating GmbH. nokra Optische Prüftechnik GmbH was deconsolidated as at 30 September 2024, and Neschen Coating GmbH as at 1 October 2024

In order to streamline the corporate structure of the Blue Cap Group, Blue Cap 13 GmbH and Blue Cap Asset Management GmbH were also merged into Blue Cap AG by way of a notarised agreement dated 24 June 2024. The mergers took place retroactively to 1 January 2024.

1.4 Governance

MANAGEMENT BOARD

Blue Cap AG, as the Group's parent company, is governed by the Management Board. The Management Board manages the business under its own authority and determines the strategic orientation of the company and hence also of the Group. The strategy is implemented in consultation with the Supervisory Board.

The Management Board regularly advises the Supervisory Board on the course of business, strategy, and potential opportunities and risks.

During the 2024 financial year, the Management Board comprised two members. It was made up of the following individuals: Dr Henning von Kottwitz (Chief Executive Officer) and Henning Eschweiler (Chief Operating Officer).

SUPERVISORY BOARD

MORE INFORMATION
You can find the Supervisory Board Report starting on page 32.

The Management Board is overseen by the Supervisory Board. In the financial year, it consisted of four or five members and was chaired by Kirsten Lange until the Annual General Meeting on 24 June 2024.
The Chair of the Supervisory Board, Kirsten Lange, resigned her Supervisory Board mandate with effect from the end of the Annual General Meeting on 24 June 2024.

During the Annual General Meeting, Nikolaus Wiegand and Dr Christian Diekmann were appointed new members of the Supervisory Board. Following the Annual General Meeting, Dr Christian Diekmann was elected chair. Nikolaus Wiegand took over the seat of Dr Henning von Kottwitz, who stepped down from the Supervisory Board on 30 September 2023 upon his appointment as Blue Cap CEO. His departure reduced the size of the committee from five to four members for the transitional period until the next Annual General Meeting on 24 June 2024.

Other members are Deputy Chair Dr Michael Schieble as well as Michel Galeazzi and Freya Oehle. In the year under review, the Supervisory Board also maintained a regular and constructive exchange with the Management Board outside of the meetings. The Supervisory Board has formed three committees. The Audit Committee is composed of the members Dr Michael Schieble (Chair), Kirsten Lange (until 24 June 2024), Dr Christian Diekmann (since 24 June 2024) and Nikolaus Wiegand (since 24 June 2024). The M&A Committee comprises the members Michel Galeazzi (Chair), Kirsten Lange (until 24 June 2024), Freya Oehle and Dr Christian Diekmann (since 24 June 2024). The Nomination Committee consists of the members Dr Michael Schieble (Chair until 24 June 2024), Nikolaus Wiegand (Chair since 24 June 2024) and Michel Galeazzi.

COMMITMENT TO THE PRINCIPLES OF CORPORATE GOVERNANCE AND COMPLIANCE[1]

The Management Board and Supervisory Board are committed to responsible management and supervision of the Company in accordance with the principles of good corporate governance. These principles are a prerequisite for sustainable corporate success and a central compass for conduct in the day-to-day business of Blue Cap AG and its subsidiaries. The Management Board and Supervisory Board are convinced that good corporate governance reinforces the confidence placed in the company by business partners, employees and the general public. It enhances competitiveness and also ensures the confidence of financial partners in the company. This is the backdrop against which the Management Board has implemented a Group-wide Code of Conduct and an Anti-Corruption Policy. They contain principles of conduct designed to ensure that business activities throughout the Group are performed in compliance with regulations, guidelines, laws and other principles of the Group.

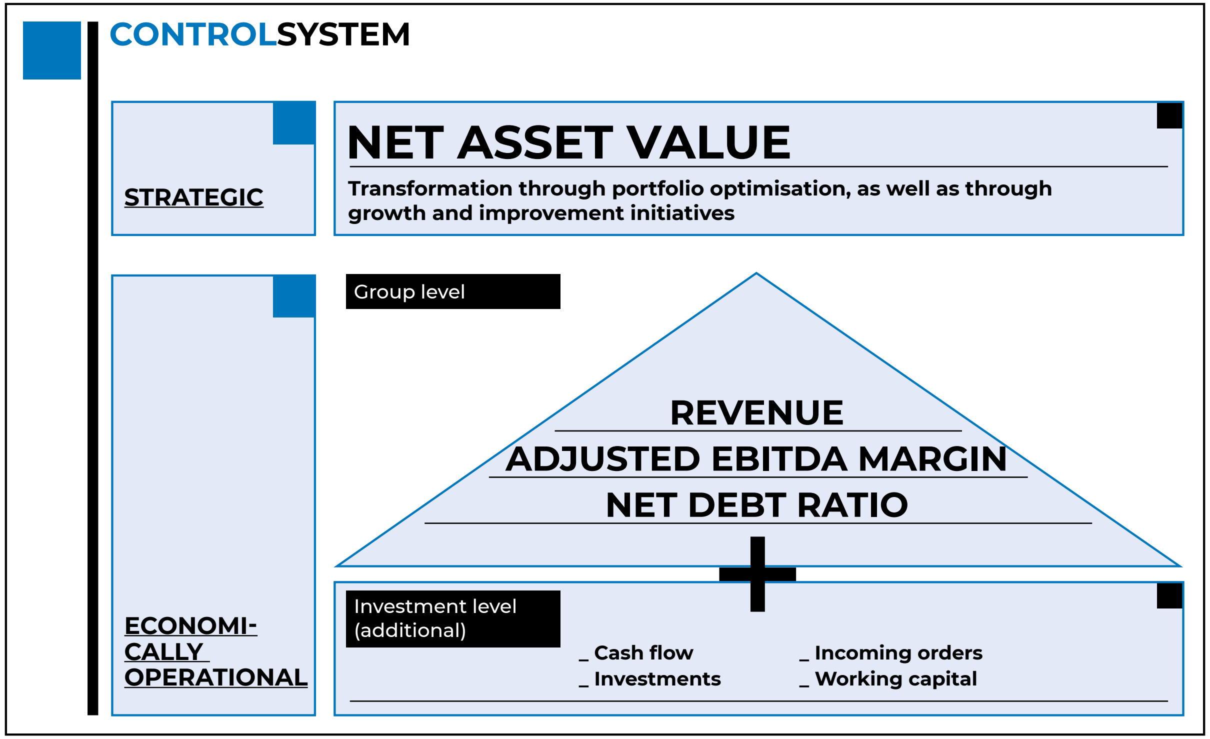
[1] Subsection not reviewed by the auditor

1.5 Control

CONTROL FOCUS: SUSTAINABLE VALUE CREATION AND INCREASE IN REVENUE AND INCOME

At strategic level, net asset value (NAV) is calculated to show the net asset value of the Blue Cap Group.

The key economic performance indicators are derived from the company's strategic objectives. Across the Group, these are revenue, the EBITDA margin adjusted for non-operating effects (adjusted EBITDA margin), and the net debt ratio. At investment level, cash flow, capital expenditure and the trends in incoming orders and working capital are also relevant key performance indicators.



INTERESTING FACTS
You can find more information on NAV starting on page 50.

Net asset value (NAV) corresponds to the proportionate fair value of the equity of the portfolio companies included in the segments less the net debt of the holding company, plus the value of the minority interests, depending on the shareholding ratio. More detailed information on the calculation of the NAV for the financial year can be found in the economic report in section 2.2 under "Net asset value of the segments and the Group".

The economic indicators relevant at Group level – revenue, adjusted EBITDA margin and net debt ratio – are determined in accordance with IFRS. The adjusted EBITDA margin is calculated as the ratio of adjusted EBITDA to total output. EBITDA and total output are adjusted to reflect extraordinary, prior-period and other effects resulting from reorganisation measures, as well as one-off effects (adjustments). In order to ensure consistency with the control parameters used for the portfolio companies, the effects resulting from purchase price allocations (in particular income from "bargain purchases" and amortisation of disclosed hidden reserves) are also corrected. Cash flow is divided into cash flow from operating activities, investment activities and financing activities.

Net debt corresponds to the balance of non-current and current loan liabilities, lease liabilities and cash and cash equivalents. The net debt ratio (in years) represents net debt in relation to adjusted EBITDA.

CONTROL PROCESSES: CLOSELY DOVETAILED

Blue Cap influences the success of the companies and hence the performance of the Group by providing strategic and operational support. To achieve this, Blue Cap's control system dovetails closely with the detailed operational control systems of the portfolio companies, which are based on day-to-day business.

The business plans of the portfolio companies are developed in an iterative process between the portfolio companies and Blue Cap. The planning process is initiated by an exchange of information between the management teams of the portfolio companies and the Management Board concerning the expectations for business development and strategy. The companies then develop detailed corporate plans for a period of three years each on the basis of the strategic principles. From this exchange with the management teams and the plans made by the portfolio companies, the Management Board forms an overall picture of the Group's expected business performance and prepares a consolidated plan.

The portfolio companies provide the holding company with ongoing information on their financial development and submit monthly reports consisting of revenue, earnings, balance sheet and other key financial figures, order development, risks and other specific topics. The investment controlling team at Blue Cap analyses the key figures of the portfolio companies on a monthly basis, compares them with the respective budgets and presents the results to the Management Board. In parallel, the Management Board discusses developments at the portfolio companies and important ongoing projects with the management teams and investment managers. On this basis, the Management Board of Blue Cap receives a regular overview of business development of the portfolio companies as well as of the Group.

The Management Board is in close dialogue with the portfolio companies Regular meetings between the Management Board, the investment managers and the management teams at the respective portfolio companies are another control tool. At these meetings, key developments such as important contract awards, strategic investments or financing are discussed and alternative courses of action are considered. The management teams also regularly monitor and analyse the respective market and competitive environment and share their insights with the Management Board.

Blue Cap's Management Board is also involved in devising improvement and growth programmes and is regularly informed about their implementation status and results.

In the investment business, the Management Board is closely involved in all major core processes in the selection and review of new investment proposals, as well as in the negotiation of investment acquisitions and disposals.

1.6 Non-financial performance indicators

The factors mentioned in the sections below are fundamental to the successful business development of the Group. These factors are not directly integrated into the corporate control process through non-financial performance indicators.

EMPLOYEES

Within the Group: Number of employees fell by around 33% compared to the previous year

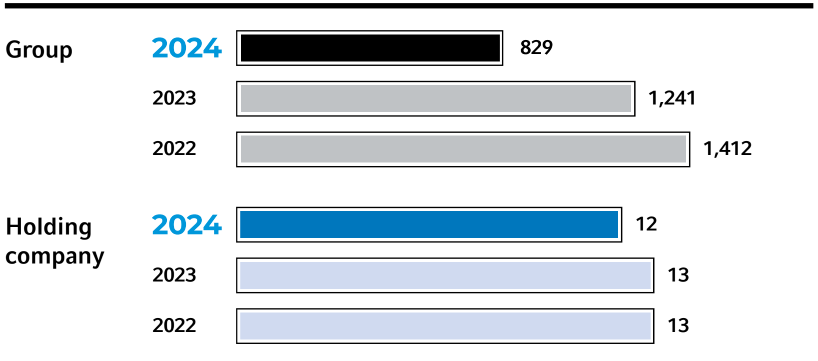
In the 2024 financial year, the Group had an average of 829 (previous year: 1,241) employees and 29 (previous year: 38) trainees in the reporting year. The decrease mainly resulted from the deconsolidation of nokra Optische Prüftechnik GmbH and Neschen Coating GmbH.

MORE INFORMATION about Blue Cap AG as an employer can be found on our website at www.blue-cap.de/en/careers/

The leadership and development of the employees of the affiliated companies is the responsibility of the management teams concerned. The holding company helps the management teams recruit and select executives and also provides impetus for personnel development measures and the structuring of collective bargaining agreements.

Development of average headcount

Number



The companies of the Blue Cap Group attach great importance to qualified training in order to be able to meet the long-term demand for qualified personnel and to reverse the demographic trend.

In the holding company: an experienced team of specialists for value-creating support

In the reporting year, Blue Cap AG employed an average of twelve people, not including the Management Board (previous year: 13).

The Management Board believes that satisfied and well-qualified employees are a key factor in the Group's success. Blue Cap therefore offers its employees a flexible and modern working environment, respectful treatment and performance-based pay. Other success features of Blue Cap as an attractive employer include individual training opportunities, flat hierarchies and the opportunity to take on responsibility.

INNOVATION

Research and development work is carried out in the portfolio companies and this is geared to the respective market requirements and the individual product range. Within the Group, care is taken in each company to ensure that growth-supporting development targets are formulated and met, and that market developments are identified at an early stage and taken into account in the development process. Blue Cap's Management Board firmly believes that sustainable process and product innovations secure the long-term success of the portfolio companies. For this reason, innovation projects are considered in the annual planning process, discussed with the management teams on a regular basis and supported.

In the **Plastics sector**, R&D activities include the new and further development of plastic products for the automotive and packaging sectors, the use of new system technologies and materials, and the further development of recycling processes and products. Within this framework, existing formulations are optimised in terms of material usage and costs, and new formulations are developed as well.

Research and development activities in the **Adhesives & Coatings** segment include, but are not limited to, the reworking of adhesive formulas in terms of environmental compatibility and application requirements, the use of new raw materials, and the development of new applications and customised solutions. Research and development activities at the Planatol Group in the system solutions subdivision include, but are not limited to, the modularization and overhaul of the product range and the use of new techniques.

In the **Business Services** segment, the HY-LINE Group is working in close collaboration with its customers to further expand the product portfolio for system solutions and services. The particular focus here is on visualization (display and touch technology), customised lithium-ion batteries and battery systems. In order to meet the high demands of complex electronic systems, a dedicated team of technical experts and project managers has been built up for the display/touch technologies area, for example. This team supports customers from concept creation all the way through to the series delivery of the final product, including quality management.

Research and development expenditure for continuing operations in the Group totalled EUR 1,429 thousand in the financial year (previous year: EUR 2,101 thousand). As in the previous year, development costs were capitalised only insignificantly in the financial year.

Scheduled depreciation and amortisation of the continuing operations on internally generated intangible assets totalled EUR 13 thousand in 2024 (previous year: EUR 0 thousand).

SUSTAINABILITY [2]

Blue Cap firmly believes that long-term economic success can be achieved only if sustainability criteria are incorporated into business activities. The Blue Cap Group is therefore expressly committed to its environmental, social and ethical responsibility. Sustainability has therefore been an integral part of the corporate strategy since 2020. ESG criteria are to be examined and taken into account in all areas of the value chain of Blue Cap AG and also of the portfolio companies. The main cornerstones of the Group's sustainability strategy include:

- Portfolio company acquisition: Inclusion of social, ethical, environmental and governance aspects in the investment review and identification of potential for improvement at the target companies
- Exclusion criteria: The portfolio does not include industries and companies that violate international standards or Blue Cap's values
- Communication: Regular dialogue with the management teams on environmental, social and governance aspects in the portfolio companies
- Optimisation approach: Identification and implementation of individual improvement measures at the companies

In the Sustainability Report 2023 in accordance with the German Sustainability Code (DNK), Blue Cap reports on its strategy and progress in implementing its sustainability goals.

MORE INFORMATION
on sustainability can be found at www.blue-cap.de/en/company/sustainability/

[2] Subsection not reviewed by the auditor

2. Financial report

2.1 Development of the economic environment

GLOBAL ECONOMY WITH STABLE DEVELOPMENT IN THE PAST YEAR, GERMANY CONTINUES TO BE WEAK [3]

The global economy remained stable last year and grew at a similar pace as in 2023. In particular, the sustained economic growth in the USA helped to offset weaker performance in some European countries such as Germany and France. The US economy benefited from strong private consumption. In China, on the other hand, the domestic economy remained weak despite economic support measures. The Chinese government's growth target of 5% was achieved mainly due to strong foreign trade towards the end of the year. In the eurozone, the recovery continued thanks to gains in purchasing power and a revival in private consumption.

In the fourth quarter of 2024, growing uncertainty about possible policy changes in major economies, including the election of Donald Trump as US president and the collapse of the "traffic light coalition" in Germany, dampened economic development in many countries. In the US, growth slowed to 0.6% in the fourth quarter, down from 0.8% in the previous quarter. The economy also continued to weaken in the eurozone: Economic growth fell to 0.2% in the fourth quarter, compared with 0.4% in the third quarter. The weak performance in Germany and France in particular dampened the overall economy.

According to the ifo Institute, global economic output in 2024 increased slightly by 2.8% (previous year: 2.9%). GDP growth amounted to 4.7% in the emerging markets (previous year: 5.0%) and to 1.8% in the advanced economies (previous year: 1.8%). In the United States, economic output increased by 2.8% in 2024 (previous year: 2.9%), in the eurozone by 0.8% (previous year: 0.5%) in the United Kingdom by 0.9% (previous year: 0.4%), in Japan by 0.1% (previous year: 1.5%) and in China by 5.0% (previous year: 5.2%).

Gross domestic product fell by 0.2% in Germany in 2024 (previous year: -0.3%). The development of the individual economic sectors varied greatly, however. While the construction sector and industry continued to be affected by a deep recession, public service providers recorded significant growth. Almost all sectors experienced a decline in orders. Neither increased purchasing power nor falling interest rates were able to stimulate domestic demand. This is especially due to the uncertainties that existed last year with regard to the geopolitical environment and, later on, with regard to the economic policy orientation in Germany.

In Germany, the average annual inflation rate was 2.2%, which represents a significant reduction compared to 2023 (previous year: 5.9%). Despite this decline and a sharp increase in disposable household income, a comprehensive economic recovery did not occur in Germany.

[3] See DIW Weekly Report 11/2025, published on 14 March 2025, available at https://www.diw.de/de/diw_01.c.941047.de/publikationen/wochenberichte/2025_11_2/diw-konjunkturprognose__politische_richtungswechsel_werden_spuren_hinterlassen.html and ifo Digital Economic Forecast Spring 2025, published on 17 March 2025, available at: https://www.ifo.de/fakten/2025-03-17/ifo-konjunkturprognose-fruehjahr-2025-deutsche-wirtschaft-steckt-fest.

INDUSTRY ENVIRONMENT: PRIVATE EQUITY BUSINESS CLIMATE DETERIORATES SHARPLY AT THE END OF THE YEAR[4]

According to the German Private Equity and Venture Capital Association (Bundesverband der Deutschen Kapitalbeteiligungsgesellschaften)[5], the investment trend in the German private equity sector last year was below the previous year and significantly below the record years of 2019 to 2021. The investment volume in Germany in 2024 was around EUR 11.3 billion, a decrease of around 13 % billion compared to the previous year (EUR 13.0 billion). In total, investment companies financed 850 enterprises with equity capital last year (previous year: 848).

Fundraising rose slightly year-on-year to EUR 6.3 billion (previous year: EUR 6.0 billion). Venture capital funds again accounted for a larger share of the newly raised funds, at 37% (previous year: 30%). 61% (previous year: 67%) are attributable to buy-out funds. PE firms focussing on growth, mezzanines and mixed players held a combined fundraising share of 2 % (previous year: 2%).

Buy-outs accounted for 49% of total investments, after 62% in the previous year. The volume fell significantly to EUR 5.5 billion (previous year: EUR 8.1 billion). Venture capital investments amounted to around 30% of total investments (previous year: 20%) and, at EUR 3.4 billion, were higher in absolute terms than the previous year (EUR 2.6 billion). Growth financing (Growth) and minority investments (replacement, turnaround) accounted for 21% or EUR 2.4 billion of the total volume and were at the level of the previous year (EUR 2.3 billion).

The volume of investment sales fell significantly compared to the previous year, namely from EUR 4.5 billion to EUR 3.3 billion. Apart from the other investment sales, which accounted for a high proportion of 30% in 2024 (previous year: 4%), trade sales were the most important exit channel, with a share of 30% (previous year: 38%). Sales to other affiliated companies fell significantly to 23% (previous year: 38%). Followed by total losses at 7% (previous year: 11%), repayments of preference shares as well as loans and mezzanines at 5% (previous year: 4%).

INDUSTRY ENVIRONMENT: GERMAN INDUSTRIAL PRODUCTION DECLINED IN 2024[6]

As Blue Cap AG focuses on industry-related companies, it regularly monitors developments in industrial production. According to the Federation of German Industries (DBI), global industrial production rose moderately by 1.7% in 2024, remaining well below the average for the past ten years (2.6%). While the global industrial economy improved over the course of the year, the trend in Europe, and particularly in Germany, was downward. In the EU, industrial production fell by 2.4% compared to the previous year. In Germany, the weakness of industry continued with a 4.6% decline in production. Key industrial sectors were particularly affected: The electrical industry recorded the sharpest losses at –9.5%, vehicle manufacturing shrank by 7.2% and mechanical engineering by 7.9%. On the other hand, the chemical industry was able to grow slightly (+3.3 %) after two weak years but remains well below the pre-crisis level of 2019.

2.2 Development of the Blue Cap Group

NET ASSET VALUE OF THE SEGMENTS AND OF THE GROUP

Blue Cap AG calculates the net asset value (NAV) of the segments and of the Group every six months to demonstrate the Group's performance. The calculation of the NAV is based on the International Private Equity and Venture Capital (IPEV) Guidelines.

The aim is to value the portfolio companies on the valuation date at the market price achievable in a transaction ("fair value"). In order to determine the most representative fair value possible, IPEV Guidelines recommend using several valuation techniques and comparing the results. The NAV is therefore determined for the portfolio companies on the basis of the discounted cash flow method and the relative valuation using valuation multiples (enterprise value/EBIT). The resulting value range is then used to determine the value that is judged to be representative of the price that can currently be achieved on the market. This takes into account the fact that buyers in our market segment prefer relative valuation methods. Based on

[4] See kfw German Private Equity Barometer 4th Quarter 2024, published on 11 February 2025, available at: https://www.kfw.de/PDF/Download-Center/Konzernthemen/Research/KfW-Research/Economic-Research/Wirtschaftsindikatoren/German-Private-Equity-Barometer/PDF-Dateien/GPEB_Q4-2024.pdf.
[5] See Der deutsche Beteiligungskapitalmarkt 2024 (vorläufige Statistik), published on 12 March 2025, available at: https://www.bvkap.de/files/content/statistik-deutschland/pdfs/20250312_BVK-Statistik_2024_Charts.pdf
[6] See Industrial Report 01/2025 of the BDI, published on 31 March 2025, available at: https://issuu.com/bdi-berlin/docs/industriebericht_m_rz_2025

this methodology, the enterprise value determined on the basis of the multiple method was applied to the companies in the portfolio as at the reporting date and also at the previous year's reporting date.

The discounted cash flow method is based on the approved or current budget plans of the respective portfolio companies for the years 2025 to 2027 and their projection for the years 2028 and 2029. The growth rates after the five-year period for calculating the terminal value were generally assumed to be 1.5% (previous year: 1.5%). The weighted average cost of capital (WACC) was calculated for each portfolio company on the basis of individual peer groups and is within a range of 4.8–9.1%.

For the relative valuation based on multipliers, valuation multiples (enterprise value/EBITDA) were determined based on the expected 2024 financials and the projected 2025 financials of the peer group companies. These were subsequently used as a basis due to the generally smaller size of our portfolio companies with a size & profitability discount of 0–25% to the multiple concerned. To determine the relevant enterprise value, an average value was calculated from the multiple values for the past twelve months and for the following planning year (2025). Entity multiples of between 3.4 and 15.8x were applied to the portfolio companies.

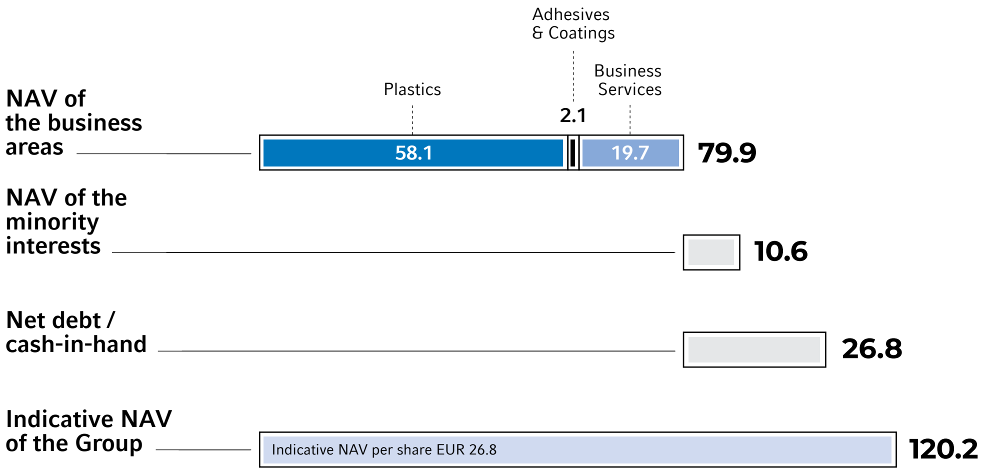
Companies for which a market price is available from a recently (up to twelve months) completed Blue Cap acquisition are included in this purchase price in accordance with the IPEV guidelines, provided there is nothing to suggest a significant change in value. This was not relevant in the last financial year.

As at 31 December 2024, the NAV of the business areas (including minority interest) amounted to EUR 90.5 million, hence EUR 22.8 million below the figure as at 31 December 2023 (EUR 113.3 million). The reduction compared to the half-year figure (30 June 2024: EUR 117.4 million) is especially attributable to the sales of nokra and Neschen in September and October 2024 respectively. This considerably reduced the NAV of the Adhesives & Coatings segment. The Others segment, which included nokra, has been discontinued accordingly. There was also a decline in NAV in the Business Services division, which was due in particular to the decline in earnings at HY-LINE and Transline. In the Plastics division, NAV increased noticeably due to the positive business development of con-pearl and H+E. The proceeds from the two exits led to a significant increase in net cash to EUR 26.8 million.

Overall, the Group's NAV amounted to EUR 120.2 million, slightly above the figure as at 30 June 2024 (EUR 115.3 million) and as at 31 December 2023 (EUR 112.3 million)

Indicative net asset value of the Group (as at 31 December 2024)

EUR million



Indicative net asset value of the group

EUR million

	31 December 2024	30 June 2024	31 December 2023
NAV of the segments	**79.9**	**108.4**	**101.2**
Plastics	58.1	47.8	35.6
Adhesives & Coatings	2.1	34.5	33.3
Business Services	19.7	25.3	31.5
Others	0	0.8	0.8
NAV of the minority interests	**10.6**	**9.0**	**12.1**
Net debt (–) / cash-in-hand (+) of Blue Cap AG	**26.8**	**–2.1**	**–0.9**
Indicative NAV of the Group	**120.2**	**115.3**	**112.3**

The NAV as at 31 December 2023 and 30 June 2024 includes the companies nokra and Neschen, which have been sold in the meantime. The NAV as at 30 June 2024 and 31 December 2024 has also been adjusted upwards by the dividend in the amount of EUR 2.9 million paid out in June 2024, whereas the NAV as at 31 December 2023 was calculated without the dividend.

SUMMARY OF THE DEVELOPMENT OF SALES AND EARNINGS IN THE REPORTING YEAR

	Actual 2023*	Forecast for 2024 (based on the 2023 management report)	Forecast adjustment (sale of nokra and Neschen**)	Actual 2024
Revenue (EUR million)	218.7	270–290	200–220	205.9
Adjusted EBITDA margin in % of adjusted total output	8.2	8.5–9.5	9.5–10.5	9.9
NET DEBT RATIO	2.5	≤ 3.5	≤ 3.5	0.9

* On the basis of continuing operations
**Forecast adjustment was triggered by the sale of Neschen.

The original 2024 budget plan for the Blue Cap Group was adopted in December 2023 on the basis of the Group’s composition at that time (including the companies nokra and Neschen, which have since been sold) and envisaged consolidated sales slightly above the previous year (EUR 270–290 million) with an operating profit margin (adjusted EBITDA margin) above that of the previous year (8.5–9.5%).

The forecast was updated on 7 October 2024 following the announcement of the sale of Neschen and adjusted to reflect continuing operations. The adjusted EBITDA margin was raised from 8.5–9.5% to 9.5–10.5%, while the sales forecast was adjusted to EUR 200–220 million (previously: EUR 270–290 million).

The final Group figures are in line with the last forecast. In a challenging environment, Group revenue decreased by 5.9% year-on-year to EUR 205.9 million (previous year: EUR 218.7 million) and is therefore in the lower middle of the expected (adjusted) revenue margin. Adjusted EBITDA rose to EUR 20.7 million (+15.6% year-on-year, previous year: EUR 17.9 million). This corresponds to a margin of 9.9 % (previous year: 8.2%), which is in the middle of the most recently expected range of 9.5–10.5%.

In September 2024, the company nokra was deconsolidated; Neschen followed in October 2024. nokra's contribution to consolidated earnings before tax up until deconsolidation amounted to EUR -583 thousand in 2024 (previous year: EUR -12 thousand). Neschen's contribution to consolidated earnings before tax up until deconsolidation amounted to EUR 2,135 thousand in 2024 (previous year: EUR -16 thousand). The share of sales revenue no longer recognised under continuing operations amounted to EUR 39,517 thousand in 2024 (previous year: EUR 81,355 thousand).

In the financial year, the Blue Cap Group was especially able to benefit from the positive development in the Plastics segment. con-pearl in particular was able to significantly increase its sales and earnings year-on-year thanks to a high order backlog in the USA. H+E also performed very steadily and better than expected against the backdrop of the difficult situation in the automotive industry. In contrast, reduced call-offs, postponed projects and general restraint by customers in a rather weak economic environment had the opposite effect for some portfolio companies. These effects were particularly noticeable in the Business Services and Adhesives & Coatings segments.

The net debt ratio of 0.9 years (31 December 2023: 2.7, limiting net financial debt to continuing operations) remained well within the target range of less than 3.5 years. In addition, net financial debt was reduced from EUR 58.9 million to EUR 18.9 million in relation to the reference date of 31 December 2023, which is mainly attributable to the cash inflow from the two sales during the financial year and to lower long-term financial liabilities.

All in all, the Management Board is content with performance in 2024. Blue Cap AG performed robustly in a challenging environment, as reflected in the slight increase in NAV. Against this backdrop, the development of revenue and adjusted EBITDA margin can be described as good, demonstrating the stability of the diversified portfolio.

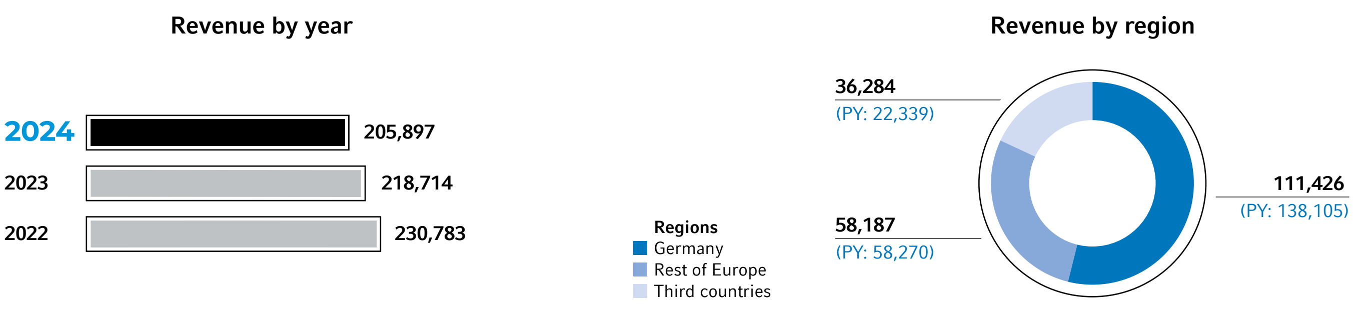
EARNINGS PERFORMANCE

Slight decline in revenue and earnings

In 2024, the Blue Cap Group's revenue declined by 5.9% or EUR 12,817 thousand to EUR 205,897 thousand compared to the previous year. The decline is especially due to the generally weak economic environment. In particular HY-LINE and Transline recorded a decline in sales and margins compared to the previous year, which could not be offset by the positive performance of con-pearl.

Group's revenue performance*

EUR thousand



* Continuing operations

Looking at the breakdown of consolidated revenue, the German market accounts for 54.1% or EUR 111,426 thousand (previous year: 63.1% or EUR 138,105 thousand), the rest of the EU for 28.3% or EUR 58,187 thousand (previous year: 26.6 % or EUR 58,270 thousand) and third countries for 17.6 % or EUR 36,284 thousand (previous year: 10.2% or EUR 22,339 thousand).

Other operating income amounts to EUR 4,109 thousand (previous year: EUR 5,122 thousand) and mainly includes income from the disposal of fixed assets amounting to EUR 274 thousand (previous year: EUR 814 thousand), income from reversal of provisions amounting to EUR 752 thousand (previous year: EUR 1,587 thousand), income from reversal of provisions amounting to EUR 1,022 thousand (previous year: EUR 1,045 thousand) and rent and lease revenues amounting to EUR 335 thousand (previous year: EUR 220 thousand).

In 2024, the Group's total output stood at EUR 209,821 thousand, slightly below the level of the previous year (EUR 222,318 thousand).

At 48.9% of total output, the materials usage ratio was down on the previous year (53.5%). The reasons for this were better purchasing conditions, which were not passed on to customers, and a higher proportion of own value added. The gross profit ratio for the reporting year is 51.1% (previous year: 46.5%) and gross profit, which represents the difference between total output and material usage, amounts to EUR 107,158 thousand (previous year: EUR 103,365 thousand).

Personnel expenses in the Group amounted to EUR 54,086 thousand in the past financial year (previous year: EUR 52,686 thousand), which corresponds to 25.8% (previous year: 23.7%) of total output. Depreciation and amortisation amount to EUR 15,776 thousand (previous year: EUR 17,066 thousand) or 7.5% (previous year: 7.7%) of total output. Other expenses increased by EUR 1,506 thousand to EUR 35,125 thousand and, at 16.7 % of total output, were slightly up on the previous year (15.1 %). The increased personnel costs in the 2024 financial year are a result of the restructuring and settlement costs as well as salary adjustments. The increase in other expenses is mainly due to higher energy costs and expenses for temporary staff.

In the 2024 financial year, EBIT amounted to EUR 975 thousand (previous year: EUR –7,820 thousand), corresponding to 0.5% (previous year: -3.5%) of total output. The improvement over the previous year is due not only to the EUR 886 thousand increase in EBITDA but also to EUR 1,290 thousand lower scheduled depreciation and amortisation and EUR 3,956 thousand lower unscheduled depreciation and amortisation, in particular of Transline's goodwill, as well as a EUR 2,662 thousand higher contribution to earnings from the minority interest INHECO. The financial result of EUR –3,545 thousand (previous year: EUR –3,692 thousand) declined compared to the previous year. This is mainly due to the interest income from fixed-term deposits.

Consolidated earnings before taxes (EBT) amount to EUR -2,608 thousand (previous year: EUR –11,647 thousand).

While income tax expense of EUR –2,269 thousand was recognised in the previous year, income tax income of EUR 2,008 thousand was recognised in the reporting period, mainly resulting from the positive change in deferred taxes. Consolidated earnings after taxes (EAT) from continuing operations therefore amounted to EUR –600 thousand (previous year: EUR –13,915 thousand). Earnings from discontinued operations increased from EUR –6,354 to EUR 12,827 thousand, particularly due to the deconsolidation success of nokra and Neschen in the amount of EUR 10,543 thousand (previous year for Uniplast-Knauer: EUR –6,354 thousand). Overall, this represents a significant improvement in consolidated net income for the year of EUR 12,227 thousand (previous year: EUR –20,284 thousand).[7]

ADJUSTED EBITDA

The portfolio companies and, hence also the Group as a whole, are controlled on the basis of the adjusted EBITDA margin, among other factors. The EBITDA, calculated in accordance with IFRS, is adjusted to reflect extraordinary, prior-period and other effects resulting from reorganisation measures, as well as one-off effects (adjustments). In order to ensure consistency with the control parameters used for the portfolio companies, the effects resulting from purchase price allocations (in particular income from "bargain purchases" and depreciation and amortisation of disclosed hidden reserves) are also corrected.

INTERESTING FACTS
You can find the adjusted consolidated income statement in the "Further information section" on page 146.

[7] The loss from deconsolidation was reported as other expenses in the management report for the 2023 financial year and in the consolidated financial statements for the 2023 financial year. In the course of preparing the consolidated financial statements and management report for the 2024 financial year, this was corrected in accordance with the provisions of IAS 8, and the disclosure in the result from discontinued operations was adjusted.

The reconciliation of the EBITDA presented in the IFRS income statement to the adjusted EBITDA and the adjusted EBIT is shown below:

Reconciliation from reported EBITDA to adjusted EBITDA and adjusted EBIT of the Group

EUR thousand	2024	2023
EBITDA (IFRS)	**17,946**	**17,060**
Adjustments:		
Income from asset disposals	–274	–814
Income from the reversal of provisions	–752	–1,587
Other non-operating income	–806	–882
Losses on disposal of fixed assets	1,008	33
Expenses from restructuring and reorganisation	46	42
Personnel costs in connection with personnel measures	1,674	889
Legal and consultancy costs related to with acquisitions and personnel measures	513	1,887
Other non-operating expenses	1,321	1,278
Adjusted EBITDA	**20,676**	**17,905**
Adjusted EBITDA margin in % of adjusted total output	**9.9%**	**8.2%**

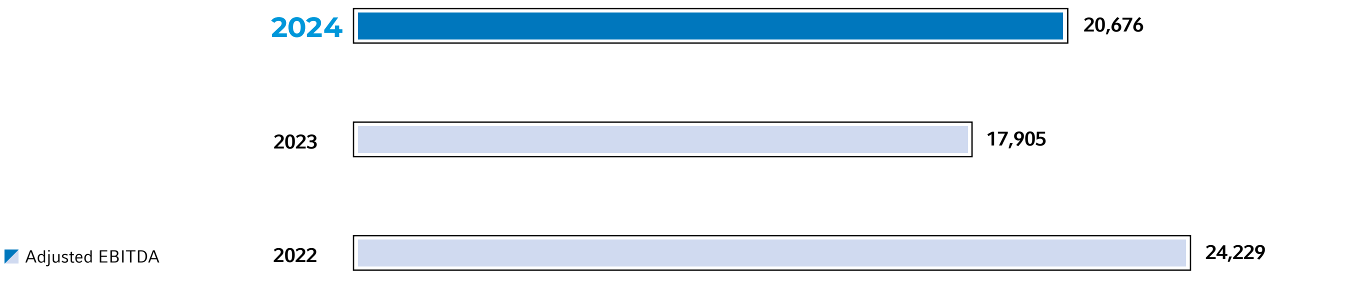
The adjusted EBITDA margin amounts to 9.9% in the year under review (previous year: 8.2%) of adjusted total output.

The adjusted total output of the Blue Cap Group is reconciled as follows:

EUR thousand	2024	2023
Total output of continuing operations	**209,821**	**222,318**
Adjustments	–1,831	–3,282
of which income from the disposal of fixed assets	–274	–814
of which income from the reversal of provisions	–752	–1,587
of which other income	–806	–882
Adjusted total output of continuing operations	**207,990**	**219,035**

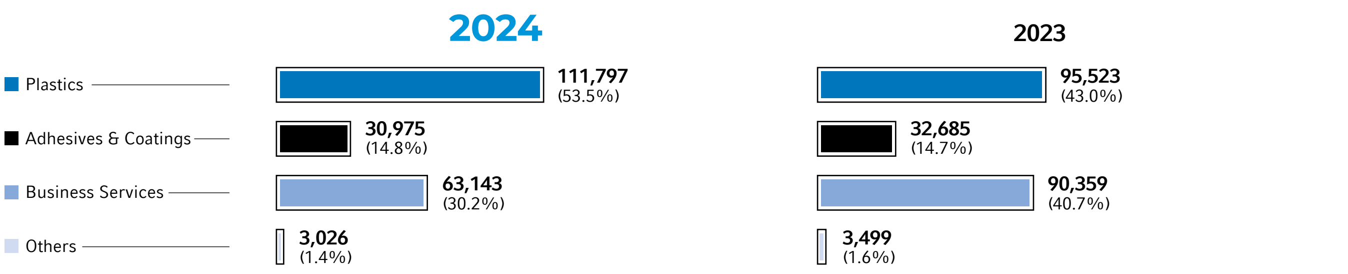
Earnings performance within the Group

EUR thousand



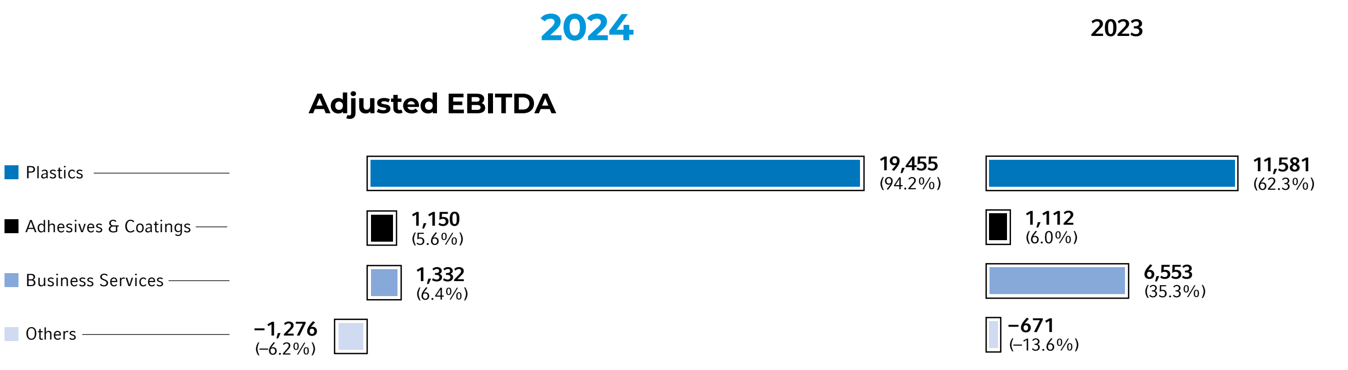
Revenue performance by segment (before consolidation and revenues within the Blue Cap Group)

EUR thousand



Earnings performance by segment (before consolidation)

EUR thousand



The development of sales and earnings in the individual segments changed in both relative and absolute terms compared with the previous year, in particular due to the impact of the military conflict in Ukraine on energy prices and changes in the portfolio structure. Further information, including information on investments at segment level, can be found in the notes to the consolidated financial statements in section F, Segment reporting.

As in the previous year, the **Plastics** segment continues to be the segment with the highest sales. The contribution of the Plastics segment to total revenue significantly increased from 43.0% to 53.5% (or from EUR 95,523 thousand to EUR 111,797 thousand). On the one hand, con-pearl recorded a significant increase in sales, while H+E was able to maintain the previous year's sales level despite a continuing tense market situation. On the other hand, the sale of the Neschen Group increased the relative sales contribution of the Plastics segment. Compared to revenue, the adjusted EBITDA of the Plastics segment rose even more significantly and accounted a large part of the adjusted EBITDA of the segments in the reporting year at 94.2% (previous year: 62.3%) or EUR 19,455 thousand (previous year: EUR 11,581 thousand). This is particularly due to the very positive sales development and clearly recognizable margin improvement at con-pearl. At the same time, H+E was able to slightly increase its margin on a comparable sales level to the previous year, which had a positive overall effect on adjusted EBITDA.

Key figures for the Plastics segment

EUR thousand

	2024	2023	Variance in %
Net revenue (with external third parties)	111,797	95,523	17.0%
Adjusted EBITDA	19,455	11,581	68.0%
Adjusted EBITDA margin in % of adjusted total output	17.2%	12.3%	40.1%

The **Adhesives & Coatings** segment contributed 14.8% (previous year: 14.7%) or EUR 30,975 thousand (previous year: EUR 32,685 thousand) of the total revenue of the segment. This time, the segment no longer accounts for the second-highest share, which is due to the Neschen Group leaving this segment. Planatol recorded a slight decline in sales due to the difficult market situation and the associated lower order intake. However, cost savings enabled adjusted EBITDA and the EBITDA margin to be maintained at the previous year's level. Due to the shifts between the segments and the loss of contributions from Neschen, the adjusted EBITDA share of the segment fell from 3.7% to 3.4%, although in absolute terms it increased from EUR 1,114 thousand to EUR 1,150 in the reporting year.

Key figures for the Adhesives & Coatings segment

EUR thousand

	2024	2023	Variance in %
Net revenue (with external third parties)	30,975	32,685	–5.2%
Adjusted EBITDA	1,150	1,114	3.4%
Adjusted EBITDA margin in % of adjusted total output	3.7%	3.4%	11.2%

The **Business Services** segment accounted for the second-highest share of total segment revenue in the financial year, at 30.1% (previous year: 40.5%) or EUR 63,143 thousand (previous year: EUR 90,359 thousand). The HY-LINE Group's revenues declined significantly in the 2024 financial year due to market conditions, which is also reflected in a significantly lower adjusted EBITDA. The Transline Group also saw a significant lowers revenues and a sharp decrease in adjusted EBITDA. This is due to a decline in customer orders. Overall, the Business Services division contributed adjusted EBITDA of EUR 1,332 thousand (previous year: EUR 6,553 thousand) to the adjusted EBITDA of the segments.

Key figures for the Business Services segment

EUR thousand

	2024	2023	Variance in %
Net revenue (with external third parties)	63,143	90,359	–30.1%
Adjusted EBITDA	1,332	6,553	–79.7%
Adjusted EBITDA margin in % of adjusted total output	2.1%	7.2%	–71.0%

The **Others** segment accounted for EUR 0 (previous year: EUR 3,499 thousand) of total revenue, as it now consists almost exclusively of Blue Cap AG, which does not generate any revenue from external third parties. In the reporting year, the adjusted EBITDA of the segment amounted to EUR –1,276 thousand (previous year: EUR –671 thousand). The negative development of the segment is due to the discontinuation of nokra.

Key figures for the Others segment

EUR thousand

	2024	2023	Variance in %
Net revenue (with external third parties)	0	3,499	<–100%
Adjusted EBITDA	–1,276	–671	<–100%
Adjusted EBITDA margin in % of adjusted total output	–41.8%	–18.8%	<–100%

CASH FLOWS AND FINANCIAL POSITION

Fundamental principles of financial management

Blue Cap AG's financial management strategy focuses on procuring equity and debt capital, controlling financing risks and reviewing financing conditions on an ongoing basis. Furthermore, Blue Cap supports its subsidiaries in negotiating and raising new funding as well as extending existing financing. The financing of the portfolio companies is managed at the level of the respective companies and supported by Blue Cap AG in an advisory capacity. Also, there is no central cash pooling in the Group.

Blue Cap AG has long-standing and trusting relationships with German and foreign financial institutions to arrange new financing and refinancing as required. This also results in synergy effects from which the portfolio companies can benefit through their affiliation with the Blue Cap Group.

Alternative financing instruments such as leasing and factoring are used in the portfolio companies if these forms of financing appear to make more sense than loan financing.

Financing analysis

In the 2024 financial year, the Blue Cap Group covered its capital requirements from cash and cash equivalents existing at the beginning of the financial year, borrowings and from operating cash flow. The two company sales in the financial year result in a corresponding liquidity cushion. The main financial resources included non-current and revolving loans, as well as financing based on leasing and factoring. In individual cases, Blue Cap AG has also supported its subsidiaries with intra-Group financing.

Lease financing is reflected in the consolidated statement of financial position as follows: The rights of use resulting from leasing/rental amounted to EUR 15,146 thousand as of 31 December 2024 (previous year: EUR 21,436 thousand). This is offset by financial liabilities from lease liabilities amounting to EUR 15,479 thousand (previous year: EUR 22,522 thousand).

Liabilities to banks amounted to EUR 59,402 thousand as of the balance sheet date (previous year: EUR 75,083 thousand), predominantly denominated in euro. Foreign currency loans existed to a minor extent in U.S. dollars in the amount of EUR 12 thousand (previous year: EUR 12 thousand) and in Swiss francs in the amount of EUR 266 thousand (previous year: EUR 83 thousand). Non-current liabilities to banks consist of annuity, redemption and bullet loans with an interest rate range of 1.2% to 6.8% (previous year: 1.2% to 6.8%). The average interest rate weighted across the credit volume is 5.8% (previous year: 3.5%). The residual term of the main loans, weighted by the credit volume, is four years. The unused credit lines stood at EUR 11,275 thousand (previous year: EUR 15,290 thousand).

Bank borrowings are subject to standard market lending conditions (covenants), which require compliance with defined key financial figures in particular. Failure to comply with such covenants can result, among other things, in the lender's right to terminate or in a loan falling due for repayment early. In the past financial year, the covenant of the investment holding of the Transline Group, Blue Cap 14 GmbH, could not be met due to a lower business volume. Following negotiations with the financing bank and the minority shareholder of Blue Cap 14 GmbH, Blue Cap AG acquired both the bank's loan receivables against Blue Cap 14 GmbH at a significant discount on the existing residual value and all shares of the previous minority shareholder in the first quarter of 2025. This significantly reduced the Group's external debt, and Blue Cap AG now directly and indirectly holds 100% of the shares in Blue Cap 14 GmbH. Due to the broadly based financing structure, it is assumed that all of the Group's covenants will be complied with in the new financial year.

Financial position

Cash flow statement (abridged)

EUR thousand

	2024	2023	Variance in %
Cash flow from operating activities	12,997	14,730	–11.8%
Cash flow from investment activities	27,920	9,915	> 100.0%
Cash flow from financing activities	–20,065	–24,817	–19.1%
Changes in cash funds due to exchange rate fluctuations	482	–75	> 100.0%
Cash funds at the beginning of the period	29,573	29,819	–0.8%
Cash funds at the end of the period	**50,907**	**29,573**	**72.1%**

Calculation of cash flow

In the 2024 financial year, cash flow from operating activities amounted to EUR 12,997 thousand (previous year: EUR 14,730 thousand), cash flow from investment activities to EUR 27,920 thousand (previous year: EUR 9,915 thousand), and cash flow from financing activities EUR –20,065 thousand (previous year: EUR –24,817 thousand).

The decrease in cash flow from ongoing operating activities is mainly due to high income tax payments totalling EUR –6,220 thousand, (previous year: EUR –2,499) as well as the change in net working capital. The net income from continuing operations of EUR -600 thousand (previous year: EUR –13,915) could not compensate for this due to high non-cash charges on earnings in the previous year, in particular impairments, and high non-cash relief on earnings in the financial year, in particular in income tax expense.

Cash flow from investing activities increased from EUR 9,915 thousand to EUR 27,920 thousand. The cash inflow mainly results from payments from disposals from the scope of consolidation (sale of Neschen and nokra) amounting to EUR 32,278 thousand (previous year for Knauer-Uniplast: EUR 11,804 thousand). This is offset primarily by payments from investments in property, plant and equipment amounting to EUR –5,094 thousand (previous year: EUR –4,666 thousand) and in intangible assets amounting to EUR –1,818 (previous year: EUR –402 thousand). In addition, cash inflows from disposals of investments were lower.

In the 2024 financial year, cash outflows from financing activities amounted to EUR –20,065 (previous year: EUR –24,817 thousand) and resulted mainly from payments for the repayment of loans amounting to EUR –6,122 thousand (previous year: EUR –13,016 thousand), the dividend for the 2023 financial year amounting to EUR 2.916 thousand (previous year: EUR –1.987 thousand), the repayment of lease liabilities amounting to EUR –6,194 thousand (previous year: EUR –6,375 thousand) and interest paid amounting to EUR –4,705 thousand (previous year: EUR –4,690 thousand).

Overall, this led to a net increase in the cash fund of EUR 20,852 thousand (previous year: EUR –171 thousand). Taking into account the changes in cash funds due to exchange rate fluctuations of EUR 482 thousand (previous year: EUR –75 thousand), the cash fund at the end of the Group's financial year was positive at EUR 50,907 thousand (previous year: EUR 29.573 thousand), which comprises cash and cash equivalents less current account liabilities.

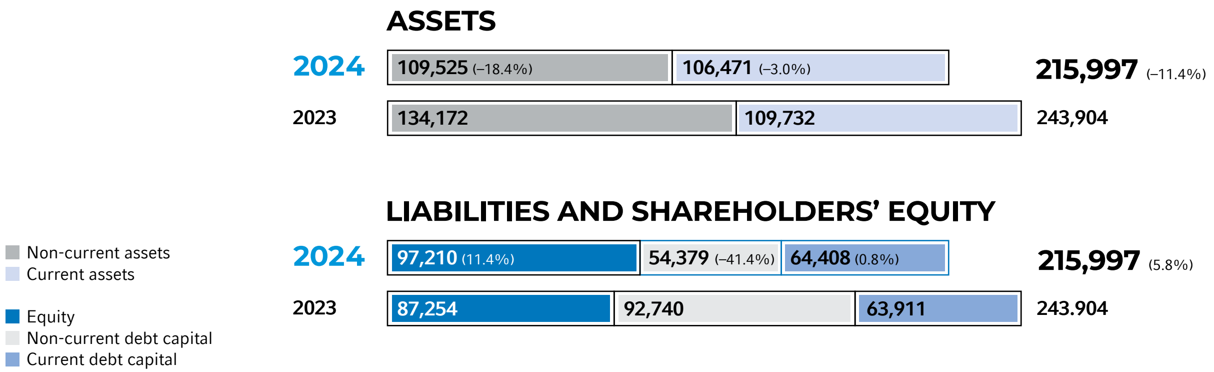
As of 31 December 2024 there are free credit lines amounting to EUR 11,275 thousand (previous year: EUR 15,290 thousand). Together with cash on hand and bank balances amounting to EUR 58,581 thousand (previous year: EUR 38,614 thousand), cash and cash equivalents including unused credit lines at the end of 2024 amounted to EUR 74,931 thousand (previous year: EUR 53,905 thousand). The Group was able to meet its payment obligations at all times during the financial year.

EUR thousand
74,931
Cash and cash equivalents incl. free credit lines at the end of the Group financial year

FINANCIAL POSITION

Key data on consolidated statement of financial position

EUR thousand



Working capital

Net working capital (incl. contract assets and contract liabilities)

EUR thousand

	31 December 2024	31 December 2023	Variance in %
Inventories	18,695	28,784	–35.1%
+ Trade receivables	15,633	26,954	–42.0%
+ Contract assets	9,561	7,899	21.0%
– Contract liabilities	–58	–627	–90.8%
– Trade payables	–12,299	–15,748	–21.9%
= Net working capital	**31,532**	**47,263**	**–33.3%**

Net financial debt

Net financial debt

EUR thousand

	31 December 2024	31 December 2023	Variance in %
Non–current financial liabilities	25,562	53,345	–52.5%
+ Current financial liabilities	33,840	21,738	55.5%
– Cash and cash equivalents	–55,981	–38,614	53.4%
= Net financial debt (not including leasing)	3,421	36,469	–97.7%
+ Lease liabilities	15,479	22,522	–31.3%
= Net financial debt (including leasing)	**18,899**	**58,991**	**–68.0%**

Investments, depreciation and amortisation

INVESTMENTS, DEPRECIATION AND AMORTISATION

EUR thousand

	2024	2023	Variance in %
Investments	–7,312	–16,485	–55.6%
of which in intangible assets	0	–1,681	–89.6%
of which in property, plant and equipment	–7,137	–14,803	–51.8%
Depreciation and amortisation	–15,776	–17,066	–7.6%
of which in intangible assets	–5,154	–6,145	–16.1%
of which in property, plant and equipment (not including leasing)	–4,594	–5,104	–10.0%
of which in leasing usage rights	–6,029	–5,817	3.6%

As of the reporting date, the Group's **total assets** came to EUR 215,997 thousand, EUR 27,935 thousand or 11.4% less than in the previous year (EUR 243,904 thousand).

Non-current assets amounted to EUR 109,525 thousand (previous year: EUR 134,172 thousand) or 50.7% (previous year: 55.0%) of total assets and continue to be dominated by property, plant and equipment, which had decreased by EUR 17,002 thousand to EUR 44,885 thousand or 20.8 % (previous year: 25.4%) of total assets compared to the previous year. The decrease is mainly due to regular depreciation and the disposal of two portfolio companies. The decrease in intangible assets by EUR 5,504 thousand to EUR 28,032 thousand or 13.0 % (previous year: 13.2%) of the balance sheet total is mainly based on ongoing depreciation and amortisation.

Current assets decreased only slightly from EUR 109,732 thousand or 45.0% to EUR 106,471 or 49.3% of the balance sheet total, mainly due to the deconsolidation of the Neschen Group and nokra GmbH. This was offset by the increase in financial resources due to sales. The share of inventories (EUR 18,695 thousand, previous year: EUR 28,784 thousand) amounts to 8.7 % (previous year: 11.8 %), that of trade receivables (EUR 15,633 thousand, previous year: EUR 26,954 thousand) to 7.2% (previous year: 11.1%), that of contract assets (EUR 9,561 thousand, previous year: EUR 7,899 thousand) to 4.4% (previous year: 3.2%) and that of cash and cash equivalents (EUR 55,981 thousand, previous year: EUR 38,614 thousand) to 25.9% (previous year: 15.8%) of total assets.

The share of **equity** with EUR 97,210 thousand (previous year: EUR 87,254 thousand) in total capital was 45.0% as at the balance sheet day (previous year: 35.8%). The increase is caused by the positive annual result. This is offset by the payment of the dividend for the 2023 financial year in the amount of EUR 2,916 thousand (previous year: EUR 3,957 thousand). The non-controlling interests amount to EUR 2,108 thousand (previous year: EUR 4,970 thousand) of equity.

Non-current liabilities decreased by EUR 38,361 thousand to EUR 54,379 thousand or 25.2% (previous year: 38.0%) of total capital, in particular due to the deconsolidation of the Neschen Group and nokra GmbH on the one hand and due to a reclassification of a bank loan to current liabilities on the other. These consist of non-current financial liabilities to banks amounting to EUR 25 thousand (previous year: EUR 53,345 thousand) or 15.8% (previous year: 21.9%), provisions for pensions and similar obligations in the amount of EUR 5,402 thousand (previous year: EUR 5,374 thousand) or 2.5% (previous year: 2.2%), long-term lease liabilities amounting to EUR 8,733 thousand (previous year: EUR 14,770 thousand) or 4.0% (previous year: 6.1%), deferred tax liabilities in the amount of EUR 7,887 thousand (previous year: EUR 12,867 thousand) or 3.7% (previous year: 5.3%) as well as from other non-current liabilities and provisions in the amount of EUR 6,794 thousand (previous year: EUR 6,384 thousand) or 3.2% (previous year: 2.6%) of total assets.

Current liabilities increased by EUR 497 thousand to EUR 64,408 thousand or 29.8% (previous year: 26.2 %) of total capital. Current liabilities include, in particular, current liabilities to banks of EUR 33,840 thousand (previous year: EUR 21,738 thousand) or 15.7% (previous year: 8.9%), trade liabilities of EUR 12,299 thousand (previous year: EUR 15,748 thousand) or 5.7% (previous year: 6.5%), other current non-financial liabilities of EUR 5,137 thousand (previous year: EUR 7,927 thousand) or 2.4% (previous year: 3.3%), current leasing liabilities of EUR 6,746 thousand (previous year: EUR 7,752 thousand) as well as other current provisions of EUR 1,903 (previous year: EUR 1,819 thousand) or 0.9% (previous year: 0.8%) of total capital.

2.3 Economic performance of Blue Cap AG

Blue Cap AG as a single entity was unable to increase its revenue (from intra-Group cost allocations) in the 2024 financial year compared to the same period of the previous year. Adjusted EBITDA decreased compared to the previous year from EUR –739 thousand to EUR –1,273 thousand; furthermore, the targets for revenue (EUR 4,002 thousand) and adjusted EBITDA (EUR –271 thousand) could not be quite achieved in the 2024 financial year.

INCOME, ASSET AND FINANCIAL POSITION

Financial position of Blue Cap AG (HGB)

Income statement (HGB)

EUR thousand

	2024	2023	Variance in %
Sales revenue	3,758	4,283	12.3%
Other operating income	23,507	420	> 100.0
Total output	**27,265**	**4,703**	**> 100.0**
Gross profit	**27,265**	**4,703**	**> 100.0**
Personnel expenses	–2,906	–2,620	10.9%
Depreciation and amortisation	–111	–95	16.8%
Other operating expenses	–3,805	–9,970	61.9%
Operating result	**20,443**	**–7,982**	**356.4%**
Gains from profit transfer agreements	0	50	100.0%
Income from loans of financial assets	1,645	1,405	17.1%
Other interest and similar income	632	37	> 100.0
Expenses from loss transfers	0	–1,238	100.0%
Depreciation on financial assets	–6,619	–1,800	> 100.0
Interest and similar expenses	–713	–772	5.7%
Financial result	**–5,055**	**–2,318**	**> 100.0**
Income before tax	**15,388**	**–10,300**	**249.4%**
Taxes on income and earnings	–558	153	464.3%
Income after tax	**14,830**	**–10,147**	**–246.2%**
Other taxes	–1	–1	12.8%
Net profit for the year (previous year: Net loss for the year)	**14,829**	**–10,148**	**–246.2%**
Profit carried forward	30,652	43,716	29.9%
Balance sheet profit	**45,481**	**33,568**	**35.5%**

Blue Cap AG generated sales revenues, accounted for primarily to the services provided as an investment company, totalling EUR 3,758 thousand (previous year: EUR 4,283 thousand). The decline is due to the discontinuation of services for nokra and the Neschen Group.

Other operating income amounting to EUR 23,507 thousand (previous year: EUR 420 thousand) included income from the disposal of fixed assets due to the sale of nokra and the Neschen Group amounting to EUR 23,358 thousand (previous year: EUR 0 thousand), income from reversal of provisions amounting to EUR 86 thousand (previous year: EUR 227 thousand), income from benefits in kind amounting to EUR 30 thousand (previous year: EUR 40 thousand) and other income totalling EUR 48 thousand (previous year: EUR 152 thousand).

In the year 2024, the total output of Blue Cap AG stood at EUR 27,265 thousand (previous year: EUR 4,703 thousand). As in the previous year, no expenses for purchased services were incurred in the reporting year, bringing gross profit to EUR 27,265 thousand (previous year: EUR 4,703 thousand).

Personnel expenses increased by EUR 285 thousand compared to the same period of the previous year and amounted to EUR 2,906 thousand in the past financial year. Depreciation and amortisation rose by EUR 16 thousand to EUR 111 thousand. The change results from higher depreciation and amortisation of intangible assets and buildings. Other operating expenses amounted to EUR 3,805 thousand (previous year: EUR 9,970 thousand). The previous year was burdened by extraordinary expenses amounting to EUR 7,484 thousand, whereas only EUR 705 thousand was incurred in the 2024 financial year. The extraordinary expenses in the previous year mainly included the loss on disposal from the sale of the Knauer-Uniplast Group in the amount of EUR –7,351 thousand.

In the 2024 financial year, the operating result was EUR 20,443 thousand (previous year: EUR –7,982 thousand). The result for the financial year was positively influenced in particular by the higher other operating income, especially from the sale of shares in Neschen Coating GmbH and nokra GmbH.

The financial result amounted to EUR -5,055 thousand in 2024, hence EUR 2,737 thousand lower than the previous year (EUR -2,318 thousand). The decline compared to the previous year primarily resulted from a value adjustment on an associated company. On the other hand, the company recorded significantly higher interest income in the financial year than in previous years due to the rise in interest rates as well as an efficient liquidity management.

A net profit amounting to EUR 14,829 thousand was therefore earned in the 2024 financial year (previous year: net loss of EUR 10,148 thousand).

Cash flows and financial position of Blue Cap AG (HGB)

Key data from the balance sheet

EUR thousand

	31 December 2024	31 December 2023	Change in %
ASSETS			
Fixed assets	**47,248**	**61,682**	**23.4%**
Intangible assets	4	45	–91.7%
Property, plant and equipment	197	233	–15.2%
Financial assets	47,047	61,404	23.4%
Current assets	**44,518**	**25,868**	**72.1%**
Receivables and other assets	1,386	17,796	–92.2%
Cash on hand, bank balances	43,132	8,072	> 100.0
Accruals and deferrals	**103**	**63**	**64.6%**
Total assets	**91,869**	**87,613**	**4.9%**
LIABILITIES			
Equity	**68,040**	**56,122**	**21.2%**
Subscribed capital	4,486	4,486	0.0%
Capital reserve	18,067	18,067	0.0%
Balance sheet profit	45,481	33,568	35.5%
Provisions	**1,712**	**5,442**	**–68.5%**
Liabilities	**22,122**	**26,049**	**–15.1%**
Total assets	**91,869**	**87,613**	**4.9%**

As of 31 December 2024, the company's total assets were EUR 4,256 up on the previous year to EUR 91,869 thousand. Fixed assets decreased significantly by EUR –14,434 thousand and amounted to EUR 47,248 thousand (previous year: EUR 61,682 thousand) or 51.4% (previous year: 70.4%) of total assets. This was mainly due to the sale of shares in Neschen Coating GmbH and nokra GmbH, as well as a value adjustment on an associated company.

At EUR 44,518, current assets were up on the previous year (EUR 25,868 thousand) and amounted to 48.5 % (previous year: 29.5%) of total assets. Cash on hand and bank balances increased from EUR 8,072 thousand to EUR 43,132 thousand. This was mainly due to payments received in connection with the sale of Neschen Coating GmbH and nokra GmbH. In addition, receivables and other assets decreased by EUR 16,410 thousand to EUR 1,386 thousand. This is primarily due to the reduction in receivables from affiliated companies due to the merger of Blue Cap Asset Management with Blue Cap Asset Management.

As at 31 December 2024, equity stood at EUR 68,035 thousand (previous year: EUR 56,122 thousand). Hence, equity accounted for 74.1 % of total capital (previous year: 64.1%).

Non-current liabilities consist of liabilities with a remaining term of more than one year (EUR 11,411 thousand, previous year: EUR 23,281 thousand) and provisions for pensions (EUR 455 thousand, previous year: EUR 492 thousand). Compared to the previous year, these decreased by EUR 4,540 thousand to EUR 10,952 thousand, hence amounting to 11.9% (previous year: 17.7%) of total capital. The decline is mainly attributable to the reclassification of a bank loan amounting to EUR 8,000 thousand from non-current liabilities to current liabilities. As a counteracting effect, non-current liabilities increased by EUR 4,411 thousand in the course of the merger with Blue Cap Asset Management GmbH.

Current liabilities increased from EUR 2,767 thousand to EUR 10,711 thousand, or from 3.2% to 11.7% of total equity, in particular due to the increase in liabilities to affiliated companies. The reclassification of a bank loan, which was reclassified from long-term liabilities to short-term liabilities in 2024, had an opposite effect on the financial year. Similar to long-term liabilities, short-term liabilities also increased as a result of the merger.

Working capital corresponds to current assets (EUR 44,518 thousand; previous year: EUR 25,868 thousand) plus prepaid expenses (EUR 103 thousand; previous year: EUR 63 thousand) less current liabilities (EUR 10,711 thousand, previous year: EUR 2,767 thousand). In particular, the increase in current assets led to an increase in working capital from EUR 23,164 thousand to EUR 33,910 thousand.

Due to its high cash reserves, Blue Cap AG was able to meet its payment obligations at all times during the financial year.

74.1%

Equity ratio of Blue Cap at the end of the financial year

3. Opportunities and risks

The business activities of Blue Cap AG and its portfolio companies, just like any entrepreneurial activity, present both opportunities and risks that could have an impact on the business activities and on the financial position, cash flows and financial performance of the Group were they to materialise. Blue Cap's risk management system comprises all organizational regulations and measures to identify risks at an early stage and deal with them appropriately. However, opportunities are also analysed and pursued in the holding company and the portfolio companies. The idea is to support Blue Cap's management board and the CEOs of the portfolio companies in achieving the corporate goals that have been set.

3.1 Opportunity management

ACTIVE SUPPORT FOR THE PORTFOLIO COMPANIES

An opportunity for Blue Cap Holding arises through actively supporting the portfolio companies in the next stage of growth and development. With this in mind, the Management Board holds regular management conferences with the management teams and key employees of the portfolio companies. Important cross-participation issues are discussed at these meetings. The management teams also report on market or R&D trends in their respective industries.

In addition, regular events are held at the portfolio companies, which the Management Board attends on a case-by-case basis. These include strategy workshops and key sales events, as well as events related to ongoing improvement and growth projects. The Management Board also looks at global trends and growth drivers, as these also represent opportunities for the strategic further development of the Group. Examples are trends from the areas of sustainability, digitalisation, technical progress, further education and health.

Blue Cap AG also helps its portfolio companies analyse and exploit growth opportunities through add-on acquisitions. Acquisition options are analysed and evaluated together with the management teams, and acquisition processes from the holding company are supported.

The measures described for actively supporting the portfolio companies are aimed at restoring or improving the profitability of the individual portfolio companies. These measures may be aimed at increasing sales or optimising the cost structure, thereby improving the asset, financial and earnings situation at the portfolio company level and thus having a positive effect on the consolidated result.

USE OF OPPORTUNITIES BY THE PORTFOLIO COMPANIES

At operational level, opportunities are analysed, evaluated and seized by the managing directors and executives of the portfolio companies on site. For example, sales opportunities as well as product innovations and new fields of application for products are analysed and evaluated on the basis of market and competition analyses. Potential opportunities for the portfolio companies also arise in the context of examining the use of new production technologies and processes.

Further opportunities arise from the expansion of the sales structure and export business. Sales and awareness of products in the Adhesives & Coatings segment can be increased by increasingly focusing on new markets. Existing markets also offer opportunities through the increased use of marketing measures and the expansion of application possibilities. Customer loyalty can be improved and sales secured in the long term by expanding the product portfolio in the Minority segment and developing customised products in the Business Services segment.

Opportunities also exist in digitisation. Technical support for processes can reduce costs and risks, for example in recruitment.

Despite the current economic challenges, there are also opportunities through add-on acquisitions that increase market share and expand business activities.

The opportunities mentioned above offer the Blue Cap Group possibilities that could have a positive impact on its financial, asset and earnings situation by increasing or securing sales, optimising the fixed cost structure and positively influencing adjusted EBITDA due to the resulting effects.

3.2 Risk Management and ICS

STRUCTURE OF THE INTERNAL CONTROL SYSTEM

The internal control system (ICS) of Blue Cap AG and of the Group is geared towards avoiding or reducing risks of all relevant business processes, including the accounting process, through the use of control instruments. The structuring and safeguarding of the adequacy and effectiveness of the ICS are at the discretion and under the responsibility of the Management Board and are monitored by the Supervisory Board and the Audit Committee. Furthermore, the management teams of the portfolio companies are responsible for the proper and timely execution of their accounting procedures and all other relevant business processes.

The internal control system aims to ensure that relevant business processes are carried out in compliance with statutory provisions and internal guidelines, and that accounting procedures follow generally accepted accounting principles. The consolidated financial statements of Blue Cap AG are prepared in accordance with the International Financial Reporting Standards (IFRS), as applicable in the European Union (EU), and supplementary regulations under commercial law. The annual financial statements of Blue Cap AG are prepared in accordance with the provisions of the German Commercial Code (HGB) and the German Stock Corporation Act (AktG).

The Group has various analysis and reporting tools as well as monitoring and control systems in place. To ensure proper and uniform consolidated accounting, the basic principles of separation of functions, the dual control principle and IT access concepts apply to prevent unauthorised access to accounting-elated data. Employees in Blue Cap's Group accounting and investment controlling departments regularly carry out target/actual comparisons and variance analyses, manage the processes for Group accounting and management reporting and support the Group companies in preparing their annual financial statements and Group reporting packages.

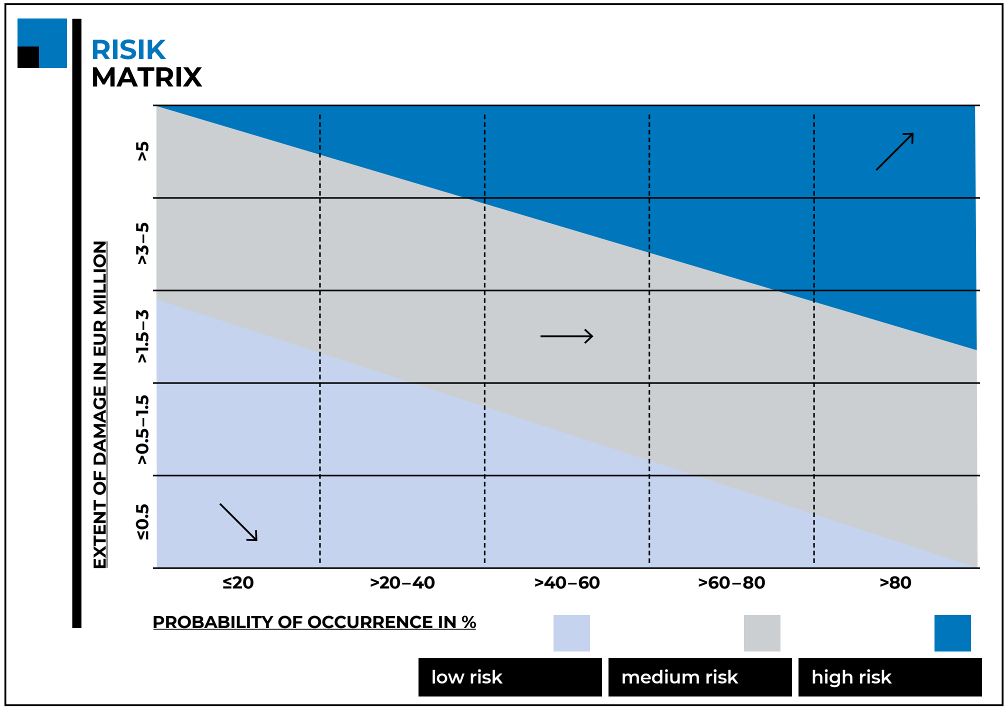
The preparation of the consolidated financial statements and the preceding reporting packages, as well as the consolidations, are carried out for all holding companies in a standardised IT system, which is provided centrally by Blue Cap AG. In addition to IT-supported reconciliations, manual reconciliations are also made in order to limit or eliminate risks. Together with the financial statement calendar, which is valid throughout the Group, these elements form the basis for the regularity of the accounting processes.

General rules of conduct for employees with regard to compliance-related or financial matters are also contained in the Code of Conduct and the Anti-Corruption Policy of the Blue Cap Group.

Structure of the risk management system

The risk management system of Blue Cap and of the Group is an integral part of the information and communication processes within the Group. This system aims to identify and analyse potential risks and to react to emerging risks early on. The overall aim is to define impending individual risks and monitor them accordingly, as such risks can have adverse effects on operating activities as well as on the asset, financial and income position.

Actual and potential risks at the AG, the holding company and the portfolio companies are recorded, analysed and monitored as part of defined processes. The risks identified in this way must then be assessed on the basis of their potential impact on the asset, financial and income position as well as on the probability of occurrence. The risk situation is reported to the holding company every six months as part of risk reporting and is presented using the risk matrix below:



In addition, operational risks of the portfolio companies are reported to Blue Cap's investment controlling team on a monthly basis. The responsibility for the structuring of the risk management system lies with the Management Board.
In addition to recording and evaluating incidents, a monthly analysis of key figures and deviations from the plan is carried out across all portfolio companies. This aims to identify and communicate possible risks at an early stage. This information is also used to inform the Supervisory Board about the Group's significant risks through regular reports.

The Management Board reviews the risk management process at regular intervals. The results of these reviews, as well as comments made by the auditor during the audits of the consolidated financial statements and the annual financial statements, are taken into account with regard to the development of risk management.

ASSESSMENT OF THE INTERNAL CONTROL SYSTEM AND RISK MANAGEMENT SYSTEM[8]

Given these findings, the Management Board has no indications that the ICS or the risk management system were either inadequate or ineffective during the period under review.

3.3 Note on significant risks

The table shows the risks discussed below and classifies them into the risk classes defined above (low/medium/high) based on two key dimensions (extent of damage and probability of occurrence).

Unless otherwise stated, the risks apply to all segments and to Blue Cap AG in equal measure.

Section	Individual risk	Risk class 2023	Risk class 2024
Economic and geopolitical risks	Economy	High	High
	Geopolitics	High	High
Sector risks	Sector	High	High
Financial risks	Finance	High	Medium
	Sales	High	High
	Procurement	Medium	Medium
	Production/quality	Medium	Medium
Operational risks	transformation	Medium	Medium
Personnel risks	Personnel risks	High	Medium
IT risks	IT risks	Medium	Medium
	Tax/legal	Medium	Medium
Legal risks	Compliance	Medium	Medium
Environmental risks	Environment	Low	Low

[8] Subsection not reviewed by the auditor

ECONOMIC AND GEOPOLITICAL RISKS

The German economy has been stagnating for five years. Challenges such as digitisation, decarbonisation, demographics and deglobalisation are driving structural change, which is further accelerated by the economic crisis. The current weak economy is exacerbating the situation. Exports remain at a low level despite a recent slight recovery of the global economy. Global risks, such as US trade and economic policy, the escalating conflict in Gaza and the war in Ukraine, are also dampening the development of the German and global economies[9].

The restrictive and volatile US trade policy is causing considerable uncertainty in the economy and can particularly impact the sales capabilities and supply chains of the Blue Cap Group's portfolio companies. In addition, a blockade of important trade routes due to further escalation of the Gaza conflict could lead to disruptions in the supply chain and affect delivery capabilities. As a result of these effects, sales performance in particular could deteriorate, which would impact adjusted EBITDA.

The effects of the war in Ukraine have continued to ease over the course of the financial year, meaning that they are still being monitored but are not having a direct impact on business activities. Due to the significant impact on the Blue Cap Group, the economic and geopolitical risks continue to be assessed as high risk (previous year: high risk), as the effects, such as export risks and supply risks, can have a significant impact on the asset, financial and earnings situation.

The Management Board and the CEOs of the portfolio companies are monitoring these developments and taking them into account in their risk assessment.

SECTOR RISKS

Blue Cap's operating activities consist of the acquisition, strategic and operational development and sale of companies. As a result, Blue Cap's success depends largely on finding interesting acquisition options and developing them together with the management teams through active investment management. In addition, selecting the right personnel is also of particular importance for leveraging improvement and growth potential in the portfolio companies.

As part of the acquisition of a company, extensive analyses are carried out in order to identify opportunities and risks in the company as well as in the respective market. There is a possibility that not all tax, legal, economic or commercial risks will be known or identified at the time of acquisition despite extensive due diligence. Earnings potential, profitability, growth opportunities and other success factors can also be misjudged. It is therefore possible that these circumstances may have a material adverse effect on the Blue Cap Group.

To minimise these risks, no cash pooling or profit and loss transfer agreements are generally concluded between the portfolio companies and Blue Cap AG. However, in certain circumstances and in order to take advantage of opportunities for growth and development, sureties or guarantees may be granted in the case of financing. The use of such collateral may have an adverse effect on Blue Cap AG.

With its portfolio companies, Blue Cap AG considers a sector-diversified portfolio as paramount. This is intended to reduce or offset risks of individual investments in their respective sectors and regions. Due to the focus on the acquisition of medium-sized enterprises in the Germany-speaking world, the Group's performance is significantly influenced by economic development in Germany itself. This risk is countered by partial regional diversification (mainly in the eurozone and the USA) at the level of the second-tier subsidiaries.

In addition, there are also individual risks at the level of the portfolio companies. These are primarily driven by digitalisation, in particular artificial intelligence (AI) as well. There is a risk that the customer base for simple activities will shrink, but more complex services will not be affected by this

[9] See ifo Schnelldienst Sonderausgabe, December 2024 special issue. Available at: https://www.ifo.de/publikationen/2024/zeitschrift-einzelheft/ifo-schnelldienst-sonderausgabe-dezember-2024

trend. There is also an opportunity to expand the customer base here, as not every activity can be replaced by AI.

Due to the economic environment, industry risks are assessed as high risk (previous year: high risk) and, if they occur, would affect adjusted EBITDA due to a loss of revenue or an increase in expenses. This would have a negative impact on the Group's asset, financial and earnings situation. The Management Board and the CEOs of the portfolio companies are monitoring the developments in the sector and taking them into account in their risk assessment.

Dependence on individual lenders is limited. The largest single exposure is

29%

of total liabilities.

FINANCIAL RISKS

The Group's corporate activities are usually financed from a combination of equity and debt capital, the rating and risk margins of the capital providers playing a significant role in the financing. Maturities, the capital providers' need for security and the synchronisation of the cash flow streams are further important parameters within the financing processes.

Possible financial risks include, but are not limited to, liquidity, default, interest rate and currency risks. The individual investments are generally self-financing and are supported as required by Blue Cap AG in the form of the provision of equity or debt capital or the granting of collateral. To remain capable of action at holding company level and to be able to secure the financing of the Group, Blue Cap AG also holds a liquidity reserve. In order to reduce liquidity risks, both the portfolio companies and the holding company prepare liquidity or cash flow plans and continuously monitor the individual income and expense flows as well as short-term liquidity.

The European Central Bank (ECB) initiated an interest rate turnaround in the summer of 2024 and has already lowered the key interest rate three times. This brought it down to 3.00% (as at 31 December 2024). Despite this key interest rate cut, refinancing rates remain above the key interest rate, meaning that financing costs remain high, although below the 2023 level. The key interest rate is expected to be lowered further during 2025, reducing financing costs for the acquisition of new debt capital over the course of the year.[10]

The Blue Cap Group's financing structure is diversified and spread across four core banks and several smaller institutions. This is intended to counteract dependence on individual lenders and limit default risks on deposits. The largest single exposure is 29% (previous year: 20%) of total liabilities. External financing for the portfolio companies is provided as needed from a mix of fixed-interest and variable loans. In the reporting year, two subsidiaries used interest rate swaps to hedge against the interest rate risk of variable loans. Due to the effectiveness of the hedging transactions, risks arising from these transactions are minimised.

[10] See ifo Schnelldienst, December 2024 special issue. Available at: https://www.ifo.de/publikationen/2024/zeitschrift-einzelheft/ifo-schnelldienst-sonderausgabe-dezember-2024

Bank borrowings are subject to standard market lending conditions (covenants), such as the debt-equity ratio, which require compliance with defined financial figures in particular. Failure to comply with such covenants can result, among other things, in the lender's right to terminate or in a loan falling due for repayment early. Regular reporting is then required.
It is clear that the ongoing economic downturn is having an impact on companies. In particular, the continuing high financing costs and the impending challenges posed by US trade policy could have a negative impact on company balance sheets and income statements. These negative effects could increase default risks on customer receivables and liquidity risks, as well as the risk of covenant breaches.

Blue Cap limits default risks on customer receivables through a diversified investment portfolio as well as the independent business models of the portfolio companies with their activities in different markets and regions. In order to reduce the risk of bad debts, the Group companies have an adequate accounts receivable management system in place, take out commercial credit insurance where it makes sense to do so and regularly report to the holding company on possible substantial default risks. In addition, two companies engaged in factoring in order to further minimise the default risks of customer receivables and secure liquidity.

Blue Cap's international companies expose the Group to currency risks arising from currency fluctuations in connection with business transactions in foreign currencies, which are countered in individual cases through the use of currency hedging instruments. The operating companies of Blue Cap invoice the majority of their sales in euros, and therefore the corresponding currency risks are limited.

Due to the positive development of the financial sector, in particular the reduction in the ECB key interest rate, as well as far-reaching security mechanisms, the risk is assessed as medium (previous year: high), meaning that an impact on the asset, financial and earnings situation is conceivable but not highly probable.

OPERATIONAL RISKS

The operating activities of the operationally active divisions within the Group determine the opportunity and risk profile of the corporate group to a large extent. As a result, risks arise in particular on the sales, procurement and production side as well as in terms of the transformation and further development of participations.
Business in the various segments is developing in different ways, depending on the respective stage of development in the companies, extraordinary charges or positive special effects and the respective customer demand. Potential sales risks include, but are not limited to, the loss of important customers or delays in incoming orders. Contribution margin and margin losses are also potential risks related to sales.

Active customer relationship management and improvements in the sales organisation and processes play an important role in all operating units of the Blue Cap Group. Wherever possible, attempts are made to reach longer-term agreements with larger individual customers in order to increase the ability to plan on the sales side.

Price fluctuations in the procurement markets can have a negative impact on manufacturing costs and are among the possible procurement risks. The lack of availability of certain preliminary products, sudden supplier failures, the delayed delivery of components and the delivery of inferior quality preliminary products are further risks that are countered through supplier monitoring, regular supplier meetings and quality controls. Strategic partnerships are entered into with suppliers of important components. Independence from individual suppliers is also a priority.

Procurement risks continued to decline over the course of 2024 and have largely normalised. Nevertheless, due to geopolitical risks in 2025, the Management Board and the management teams of the portfolio companies will continue to monitor the situation and take appropriate countermeasures to counteract any supply bottlenecks.

In view of the rise in energy costs in 2022 and 2023, the switch to renewable energies has been further advanced wherever this is sensible and possible.

The supply situation is being monitored by the Management Board and the management teams, and measures are taken where necessary to ensure that business operations are secured as best as possible at all times.

In the business areas involving process manufacturing, production risks essentially consist of under-utilisation of capacity due to possible volume declines. In business areas with especially large amounts of equipment, further production risks arise from possible machine failures. The companies offering customised products are exposed to construction, calculation and project management risks. In the event of late or deficient completion or delivery, rework costs and possibly contractual penalties may be incurred. Flexible production control, effectively organised project management system and the control and limitation of contractual risks serve as risk management instruments. Quality controls, certifications and the qualification of employees as well as regular maintenance of the plants contribute to minimising production risks.

The companies within the Group are at different stages of development. Risks that may arise in connection with possible restructuring and further development are generally independent of the industry and require separate consideration. A distinction must be drawn between measures that are necessary in the short term, which are mostly focused on company processes, costs and liquidity, and longer-term measures for the strategic and sales development of the company in question. The latter are usually associated with sustainable development tasks and investment programmes. Risks exist insofar as such measures are not initiated in time or may fail to have the desired effect.

Operational risks vary depending on the maturity of the portfolio companies and can affect their business activities to varying degrees – from restrictions to threats. However, in the diversified portfolio of the Blue Cap Group, these isolated risks can be offset and mitigated within the group. Based on this assessment, the risk is considered to be high (previous year: high). The Management Board and the CEOs of the portfolio companies are monitoring the operative risk developments and taking them into account in their risk assessment.

PERSONNEL RISKS

Blue Cap AG's business model is highly dependent on the professional competence, experience and commitment of its employees. Possible personnel risks exist due to the loss of key employees, positions being wrongly filled and inadequate further training of employees. The Management Board reduces these risks through performance-based remuneration, a flexible and modern working environment, flat hierarchies and individual training opportunities. Human resources management and development in the portfolio companies is the responsibility of their management teams and is also a key factor for the success of the companies concerned.

Other possible personnel risks arise from non-compliance with employee rights and safety regulations in the workplace. We counter these risks through close contact with employees and employee representatives, regular further training of specialists in the area of employment law and occupational health and safety, and the introduction of a group-wide, anonymous whistleblower system to report misconduct.

In addition, due to demographic change and the overall robust development of the German labour market, the recruitment and selection of qualified professionals is a particular challenge in all areas of the Group. For this reason, a uniform career portal has been implemented and recruitment is generally handled through several channels. Moreover, the Blue Cap Group attaches great importance to qualified training in order to be able to cover the long-term demand for skilled personnel. This enabled the Blue Cap Group to adjust its workforce in line with its targets compared with the previous year. As a result of the described measures, we now only anticipate a medium risk (previous year: high).

IT RISKS

Both Blue Cap AG and the Blue Cap Group depend heavily on information technology systems and networks for business and production processes as well as communication. These systems and networks are exposed to the risk of cybercrime as well as economic damage and various other disruptions. For example, third parties may attempt to gain unauthorised access to confidential information and data or the systems themselves through hacker attacks and may also shut them down for prolonged periods. Furthermore, such systems as well as data can be blocked, damaged or destroyed by viruses and malware. Other risks include possible data centre or telecommunication network failures that result in systems and networks being inoperable for extended periods.

Technical and organisational precautions are taken to reduce such risks. These include measures such as regular, spatially outsourced data backup as well as the backup of data in external data centres in compliance with high security requirements. Such measures also include regular training to raise awareness of the increasing threat of cybercrime and putting emergency plans in place in the IT departments.

The measures implemented help to significantly reduce the existing risks. As a result, we continue to assume a medium risk (previous year: medium).

LEGAL RISKS

Blue Cap AG and its portfolio companies face various legal risks in the course of their business activities. These include, but are not limited to, possible warranty and product liability risks, guarantee risks in connection with company purchase agreements as well as risks from the areas of patent and trademark law, data protection law, environmental protection and tax law. As a matter of principle, Blue Cap strives to keep legal risks as low as possible with its investments and to control them. Nevertheless, it is not possible to eliminate such risks entirely, despite due diligence. Legal disputes in and out of court are supported by external lawyers if necessary. In addition, provisions are booked if claims appear likely and the amount can be reliably estimated.

Legal risks are discussed and strategies for minimising or mitigating such risks are defined as part of regular consultations between the Management Board of Blue Cap AG and its portfolio companies.

Due to the increasing degree of complexity and growing regulatory requirements, Blue Cap works with external specialists to ensure that Blue Cap AG and the Group fulfil all the relevant requirements. As a result, we assume a medium risk (previous year: medium).

ENVIRONMENTAL RISKS

Blue Cap's portfolio companies operate in different markets and regions and are therefore exposed to environmental risks due to their focus on manufacturing activities.

In the Plastics segment, it is particularly relevant that plastics are at the centre of the political debate. Plastics in general are also being critically discussed due to increased environmental awareness among the population. The con-pearl Group operates in the Plastics sector and produces weight-saving polypropylene-based plastic products in its core business, primarily for the automotive and logistics industries. These are obtained almost entirely from recycled material and are themselves largely recyclable. con-pearl GmbH operates its own recycling plants at the Leinefelde site for recycling polypropylene plastics.

In addition to the specific environmental risks mentioned, Blue Cap's portfolio companies are also exposed to general ecological risks (e.g. effects of climate change). These effects could include damage to production facilities due to severe weather events, resulting in disruptions to business operations. In addition, droughts could cause water shortages on important shipping routes, disrupting global transport routes. These effects would lead to delays in the supply chain, impairing delivery capabilities. This circumstance is taken into account with the implementation of a sustainability strategy.

Compliance with legal requirements in the context of environmental protection is another task of the management teams at the portfolio companies. Environmental risks are crucially important to Blue Cap. The risks mentioned are specific examples of potential environmental risks that could hinder business activities and thus have a negative impact on the company's asset, financial and earnings situation. Despite the impact and scope of the risks, we currently assume that the risk is low (previous year: low).

3.4 OVERALL ASSESSMENT OF THE RISK SITUATION

NO DISCERNIBLE RISKS TO JEOPARDISE THE EXISTENCE OF THE COMPANY

The Management Board has assessed the overall risk situation and presented it as part of the notes on individual risks. Given the information currently available, there are no identifiable risks which, individually or in combination, could jeopardise the continued existence of Blue Cap AG and the Blue Cap Group and endanger their net asset, financial and income situation.

However, there is a possibility that future developments could deviate from the current expectations of the Management Board. The Blue Cap Group developed well in the 2024 financial year despite the ongoing economic downturn. Nevertheless, there are economic and global political challenges (US trade policy, war in Ukraine) whose effects cannot be fully assessed.

The Management Board is convinced that it will be able to utilise the resulting opportunities and challenges in the future without having to take disproportionately high risks.

4. Forecast report

4.1 Expected development of the overall environment

OVERALL ECONOMIC ENVIRONMENT: STRUCTURAL CHANGE AND UNCERTAINTY DAMPEN GERMAN ECONOMIC OUTLOOK FOR 2025 [11]

Global economic growth continued to recover in 2024 (+2.8%). In its economic forecast of March 2025, the ifo Institute anticipates global economic growth of 2.3% in 2025 and 2.2% in 2026. World trade is expected to grow moderately in 2025 and 2026 (2.3% and 2.1% respectively).

Upcoming economic policy decisions are shaping global development. In particular, US policy and the impending trade war are leading to a deterioration in economic data. The ifo Institute expects growth of 1.9% in the US in 2025. As the US is Germany's most important trading partner, with exports recently accounting for 10% of total exports, further tariff increases on imports from the EU are likely to have a negative impact on German industry.

In addition, there is a high degree of uncertainty in Germany about the economic policy course of the government newly elected in February. Despite renewed purchasing power and lower interest rates, this is leading to subdued demand, which is having a negative impact on the order situation of German companies. At the same time, structural change in the manufacturing sector is having a profound effect. Value-adding activities outside traditional industrial production are gaining in importance, with the result that a larger proportion of sales is attributable to product-related services or income from outsourced production facilities, for example in the respective sales markets and in lower-cost regions.

Overall, the economic outlook for Germany remains subdued this year. Early indicators, such as the order situation in industry and the ifo Business Climate Index, suggest that economic performance will remain stable at the beginning of the year. However, consumer sentiment has recently deteriorated, and both consumers and companies are showing little confidence in surveys. Accordingly, in its spring forecast for the German economy, which is of key importance to the Group, the ifo Institute expects price-adjusted gross domestic product to grow modestly in 2025 (0.2%). The inflation rate in Germany this year is expected to be an average of 2.3%, slightly above the previous year (2.2%) and therefore close to the ECB's mandate. The unemployment rate is expected to rise slightly from 6.0% in 2024 to 6.2%.

Fiscal stimulus can come from an increase in government debt and a relaxation of debt limits, especially for defence and infrastructure spending, and can have a positive impact on Germany's economic development. The financing of these measures, however, has not yet been regulated. This could lead to rising interest rates and appreciation of the euro, which could dampen the economy.

INDUSTRY ENVIRONMENT: MARKET ACTIVITY IN THE PRIVATE EQUITY SECTOR IS EXPECTED TO PICK UP IN 2025 [12]

Global M&A activity in the private equity sector is expected to pick up in 2025. This development is being driven by factors such as decreasing capital costs, a growing supply of investable capital, the recovery of IPO markets and a large inventory of portfolio companies with exit potential. In addition, technical innovations such as artificial intelligence and advanced data analytics are delivering efficiency gains and deeper insights into opportunities and risks. ESG criteria are increasingly becoming an integral part of investment strategies and are gaining further importance as drivers of sustainable value creation.

[11] See ifo Economic Forecast Spring 2025 of the ifo Institute, published in March 2025, available at https://www.ifo.de/fakten/2025-03-17/ifo-konjunkturprognose-fruehjahr-2025-deutsche-wirtschaft-steckt-fest.
[12] See PWC Private Equity Trend Report 2025, published in March 2025, available at: https://www.pwc.de/de/private-equity/private-equity-trend-report.html

INDUSTRY ENVIRONMENT: DECLINE IN INDUSTRIAL PRODUCTION EXPECTED FOR 2025

The Federation of German Industries (BDI) expects industrial production in Germany to decline by 0.5% in the current year compared to the previous year. [13] The German Chamber of Industry and Commerce cites a persistently weak order situation, high energy and raw material prices, rising labour costs and uncertain economic policy conditions as factors dampening the industry. Despite an overall stable global economy, little positive momentum is expected from foreign business. Against this backdrop, business expectations in the manufacturing sector remain subdued for 2025.[14]

4.2 Expected development of the Group and the stock corporation

The following forecast report is based on the 2025 budget prepared at the end of the reporting year. Further findings available up to the preparation of this summarised management report that may have an impact on the business development of Blue Cap and the portfolio companies were also taken into account.

The weak to restrained economic development expected[15] by the ifo Institute in Germany has been factored into the forecast considerations. The forecast is fundamentally based on the assumption that there will be no further intensification of geopolitical uncertainties. Furthermore, it was assumed that there would be no changes to the ECB's key interest rate applicable at the time the budget was drawn up. It was also assumed that inflation would remain stable over the time horizon considered. If the German economy stagnates beyond the assumptions already made, sentiment continues to deteriorate and inflation rises again, this could have far-reaching effects on the planned revenue and earnings development.

Turning to the potential consequences of the war in Ukraine and the conflict in the Gaza Strip for the 2025 financial year, it should be noted that Blue Cap AG does not have any subsidiaries or operating facilities in Russia, Ukraine or the Middle East. Although there are some indirect supply and service relationships, these are currently of minor significance in terms of the Blue Cap Group's net asset, financial and earnings positions.

Looking at the 2025 financial year, the further indirect consequences of the Russia-Ukraine war and the Middle East conflict, especially on the development of raw material and energy prices as well as supply chains, cannot be assessed with any certainty and can therefore only be taken into account to a limited extent in the current forecast.

The outlook does not consider any further tightening of sanctions against Russia and an expansion of the war with possible further effects on commodity and energy prices as well as supply chains. The potential impact of the war in Eastern Europe and the conflict in the Middle East (Gaza) on the Group's business performance is constantly and closely observed and monitored.

10%–11%

Forecast adjusted EBITDA margin for the 2025 financial year

[13] See Industrial Report 01/2025 of the BDI, published on 31 March 2025, available at: https://issuu.com/bdi-berlin/docs/industriebericht_m_rz_2025
[14] See DIHK-Konjunkturumfrage Jahresbeginn 2025, published in February 2025, available at: https://www.dihk.de/resource/blob/128504/cd5229c878969de4dd4a2f74aa6c5efa/konjunktur-dihk-konjunkturumfrage-jahresbeginn-2025-data.pdf
[15] See ifo Economic Forecast Spring 2025 of the ifo Institute, published in March 2025, available at https://www.ifo.de/fakten/2025-03-17/ifo-konjunkturprognose-fruehjahr-2025-deutsche-wirtschaft-steckt-fest.

DEVELOPMENT OF THE GROUP AND THE STOCK CORPORATION

Taking into account overall economic developments and developments in its portfolio companies in 2025, Blue Cap AG currently expects revenue, adjusted EBITDA and adjusted EBITDA margin to remain at the previous year's level.

Blue Cap Group Forecast

	2025 forecast	Actual 2024
Revenue (EUR million)	200–220	205.9
Adjusted EBITDA margin in % of adjusted total output	10.0–11.0	9.9
Net debt ratio in years (including lease liabilities)	< 3.5	0.9

Based on the current forecast, the Management Board expects Group revenue for the full year 2025 to be in the range of EUR 200 to 220 million (2024: EUR 205.9 million) with an improved adjusted EBITDA margin between 10.0 and 11.0% (2024: 9.9%). The expected sales growth at the previous year's level is due in particular to an improved demand situation in the Plastics and Adhesives & Coatings segments. The forecast margin increase compared to the previous year is mainly based on an expected increase in earnings in the Plastics segment, which will be driven primarily by con-pearl. The Management Board therefore assumes that the turnaround measures that have been initiated and already partially implemented will lead to reduced material and personnel costs. External geopolitical risk factors that could lead to rising costs along the supply chain are not expected to have an excessive impact in 2025.

Blue Cap's financial strength plays an important role for both financing banks and investors. Therefore, the debt repayment period is an important control parameter within the Group. The Management Board reaffirms its target for the forecast year of keeping the Blue Cap Group's net debt ratio well below 3.5 years.

In addition to further developing the existing business areas with a view to increasing their substance, Blue Cap is constantly examining opportunities for expansion. The aforementioned target figures do not take into account the effects of planned acquisitions or disposals of portfolio companies. Furthermore, possible company acquisitions and sales can lead to changes in the Blue Cap's consolidated group between the reporting dates with a corresponding effect on the control parameters.

As part of its "Buy, Transform & Sell" business model, Blue Cap regularly reviews investment and divestment opportunities. The existing portfolio will be developed in line with the individually defined earnings enhancement concepts.

FORECAST FOR THE STOCK CORPORATION

In the annual financial statements of Blue Cap AG, the Management Board expects a slight decline in revenue for 2025 compared to the reporting year due to adjusted service volumes. Despite reduced cost assumptions, this will lead to a slight decline in adjusted EBITDA compared with the previous year.

DEVELOPMENT OF THE SEGMENTS

In the **Plastics** segment, the Management Board expects sales and adjusted EBITDA margins in 2025 to be roughly on par with the previous year. At con-pearl, positive sales activities in the USA are once again leading to stable high sales. Current forecasts already show order volumes exceeding initial projections. For the H+E Group, the planning for 2025 expects a slight decline in sales and an adjusted EBITDA below the previous year. Given the expectation of a slight absolute decrease in adjusted EBITDA compared to 2024, a slight increase in the debt-equity ratio is expected for the Plastics segment.

For the **Adhesives & Coatings** segment, both sales and the adjusted EBITDA margin are expected to increase slightly in 2025. The decisive factor here is the ongoing expansion of international sales activities at Planatol. Against this backdrop, a moderate decline in net financial debt and thus in the debt ratio is expected for the Adhesives & Coatings segment.

The **Business Services** segment is expected to see a slight decline in sales with a significant increase in the adjusted EBITDA margin. For HY-LINE, sales in 2025 are expected to remain at the previous year's level. However, internal transformation projects will lead to significant cost optimisations, resulting in an improvement in the adjusted EBITDA margin. For the Transline Group, a slight increase in sales is planned, in particular through the acquisition of new customers in existing and new business areas and through the expansion of business with new customers. In combination with continuously optimised personnel and material costs, this should result in a significantly higher adjusted EBITDA margin compared to the previous year. Based on these assumptions, a significant reduction in the debt ratio is also expected for the Business Services segment in the 2025 financial year.

FINAL REMARKS

Due to the uncertain further effects of the Russia-Ukraine war and the conflict in the Middle East, as well as the associated supply chain problems, it is possible that future results may deviate significantly from the Management Board's current expectations. The result of the Group and the individual segments is also influenced by other effects that cannot be planned. This includes, though not limited to, effects on results from the acquisition or restructuring of portfolio companies as well as the sale and deconsolidation of subsidiaries.

Blue Cap believes that its strategy has been confirmed by the company's positive development to date and its proven business model, and that it is well positioned with its existing organisational structure in both the short and long term. Therefore, the Company expects to grow and strengthen the Group's operating profitability in the financial years to come.

Munich, 13 May 2025
The Management Board

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CONSOLIDATED FINANCIAL STATEMENTS

Consolidated financial statements of Blue Cap AG

FOR THE FINANCIAL YEAR FROM 1 JANUARY TO 31 DECEMBER 2024

Consolidated income statement

EUR thousand	Reference	2024	2023*
Sales revenue	D.1	205,897	218,714
Change in inventories		–360	–1,910
Other services provided by the company and capitalised		175	391
Other income	D.2	4,109	5,122
Total output		**209,821**	**222,318**
Cost of materials	D.3	–102,663	–118,952
Personnel expenses	D.4	–54,086	–52,686
Other expenses	D.5	–35,125	–33,619
Earnings before interest, taxes, depreciation and amortisation (EBITDA)		**17,946**	**17,060**
Depreciation and amortisation	D.6	–15,776	–17,066
Impairment losses and reversals	D.7	–1,392	–5,349
Share of profit/loss in affiliated companies	E.4	197	–2,465
Earnings before interest and taxes (EBIT)		**975**	**–7,820**
Impairment losses according to IFRS 9		–37	–135
Financing income	D.7	1,648	1,367
Financing expenses	D.7	–5,193	–5,059
Earnings before taxes (EBT)		**–2,608**	**–11,647**
Income tax	D.8	2,008	–2,269
Earnings after taxes from continuing operations		**–600**	**–13,915**
Earnings after taxes from discontinued operations	B.2.1	12,827	–6,369
Consolidated annual result		**12,227**	**–20,284**
of which attributable to			
owners of the parent company		13,260	–17,824
non-controlling interests		–1,033	–2,460
Earnings per share in EUR (undiluted)	D.10	**2.96**	**–4.02**
Earnings per share in EUR (diluted)	D.10	**2.96**	**–4.02**

* Adjusted in accordance with IAS 8, see notes in "A.3 Adjustments of the comparative period"

Consolidated statement of comprehensive income

EUR thousand	Reference	2024	2023
Consolidated annual result		12,227	–20,284
Remeasurements of defined benefit plans, before taxes		332	174
Items not subsequently reclassified to profit or loss		**332**	**174**
Currency translation differences, before taxes		491	–94
Items subsequently reclassified to profit or loss under certain conditions		**491**	**–94**
Other comprehensive income before tax		**823**	**80**
Income taxes related to remeasurements of defined benefit plans		201	–59
Total income taxes on other comprehensive income that are not reclassified to income or expense		201	**–59**
Other income from discontinued operations		0	–9
Other comprehensive income		**1,024**	**12**
of which attributable to			
owners of the parent company		1,038	5
non-controlling interests		–14	6
Total comprehensive income		**13,251**	**–20,272**
of which attributable to			
owners of the parent company		14,298	–17,818
non-controlling interests		–1,047	–2,454

Consolidated balance sheet

EUR thousand	Reference	31 December 2024	31 December 2023
ASSETS			
Goodwill	E.1	22,411	23,553
Intangible assets	E.2	28,032	33,536
Property, plant and equipment	E.3	44,885	61,887
Financial investments accounted for using the equity method	E.4	4,309	4,111
Participating interests		93	93
Other financial assets	E.5	5,468	5,013
Other non-financial assets	E.6	1,657	2,523
Deferred tax assets	E.7	2,671	3,457
Non-current assets		**109,525**	**134,172**
Inventories	E.8	18,695	28,784
Current contract assets	E.9	9,561	7,899
Trade receivables	E.10	15,633	26,954
Other financial assets	E.11	1,016	2,023
Income tax receivables	E.12	1,075	785
Other non-financial assets	E.13	4,510	4,672
Cash and cash equivalents	E.14	55,981	38,614
Current assets		**106,471**	**109,732**
Total assets		**215,997**	**243,904**

EUR thousand	Reference	31 December 2024	31 December 2023
LIABILITIES			
Subscribed capital	E.16	4,486	4,486
Capital reserve		17,545	17,545
Other equity components	E.18	3,398	2,374
Retained earnings	E.19	69,673	59,371
Equity attributable to the owners of the parent company		95,102	83,776
Non-controlling interests	E.21	2,108	3,478
Total equity		**97,210**	**87,254**
Provisions for pensions and similar obligations	E.22	5,402	5,374
Other provisions	E.23	1,090	1,242
Deferred tax liabilities	E.24	7,887	12,867
Non-current financial liabilities	E.25	40,000	73,257
Total non-current liabilities		**54,379**	**92,740**
Other provisions	E.23	1,903	1,819
Income tax liabilities	E.24	2,804	6,360
Current contract liabilities	E.9	58	627
Trade payables	E.25	12,299	15,748
Other current financial liabilities	E.26	42,208	31,429
Other current non-financial liabilities	E.27	5,137	7,927
Total current liabilities		**64,408**	**63,911**
Total assets		**215,997**	**243,904**

Consolidated statement of changes in equity

EUR thousand

	Equity attributable to shareholders of the parent company									
			Other equity components							
	Subscribed capital	Capital reserve	Reserve for remeasurements of defined benefit plans	Currency translation reserve	Reserve for changes in the fair value of financial assets	Reserve from accounting using the equity method	Retained earnings	Shareholders of the parent company in total	Non-controlling interests	**Total**
As of 1 January 2023	**4,396**	**15,665**	**2,490**	**744**	**–872**	**–409**	**81,665**	**103,679**	**5,682**	**109,362**
Capital increase/decrease	90	1,880	0	0	0	0	0	1,970	0	1,970
Profit distributions	0	0	0	0	0	0	–3,957	–3,957	0	–3,957
Transactions with non-controlling interests	0	0	0	0	0	409	–452	–42	51	9
Change in scope of consolidation	0	0	0	0	0	0	–50	–50	198	149
Total comprehensive income for the period	**0**	**0**	**105**	**–94**	**0**	**0**	**–17,830**	**–17,818**	**–2,454**	**–20,272**
Consolidated income	0	0	0	0	0	0	–17,824	–17,824	–2,460	–20,284
Other earnings after taxes	0	0	105	–94	0	0	–6	5	6	12
As of 31 December 2023	**4,486**	**17,545**	**2,596**	**651**	**–872**	**0**	**59,371**	**83,776**	**3,478**	**87,254**
As of 1 January 2024	**4,486**	**17,545**	**2,596**	**651**	**–872**	**0**	**59,371**	**83,776**	**3,478**	**87,254**
Profit distributions	0	0	0	0	0	0	–2,916	–2,916	0	–2,916
Transactions with non-controlling interests	0	0	0	0	0	0	–56	–56	–323	–379
Total comprehensive income for the period	**0**	**0**	**533**	**491**	**0**	**0**	**13,274**	**14,298**	**–1,047**	**13,251**
Consolidated income	0	0	0	0	0	0	13,260	13,260	–1,033	12,227
Other earnings after taxes	0	0	533	491	0	0	14	1,038	–14	1,024
As of 31 December 2024	**4,486**	**17,545**	**3,129**	**1,141**	**–872**	**0**	**69,673**	**95,102**	**2,108**	**97,210**

Consolidated cash flow statement

EUR thousand	2024	2023*
Earnings after taxes from continuing operations	**–600**	**–13,915**
Increase (–)/decrease (+) in inventories	2,593	2,490
Increase (–)/decrease (+) in trade receivables	52	267
Increase (–)/decrease (+) in contract assets	–1,935	61
Increase (–)/decrease (+) in other receivables and assets	–1,111	676
Increase (+)/decrease (–) in provisions	1,481	1,199
Increase (+)/decrease (–) in trade payables	317	1,009
Increase (+)/decrease (–) in contract liabilities	58	–202
Increase (+)/decrease (–) in other liabilities	–673	–1,391
Depreciation, amortisation and impairment losses on intangible assets and property, plant and equipment, as well as goodwill	17,069	22,159
Profit (–)/loss (+) from the disposal of intangible assets and property, plant and equipment	734	–781
Payments from earn-out agreements	0	–1,438
Other investment income	–438	2,300
Other non-cash expenses (+)/income (–)	–230	–1,702
Interest expenses (+)/interest income (–)	3,906	4,228
Income tax expense (+)/income tax income (–)	–2,008	2,269
Income taxes paid (–)/income tax refunds (+)	–6,220	–2,499
Cash flow from operating activities	**12,997**	**14,730**
Proceeds (+) from disposals of property, plant and equipment	1,232	23
Payments (–) for investments in property, plant and equipment	–5,094	–4,666
Proceeds (+) from disposals of intangible assets	133	89
Payments (–) for investments in intangible assets	–1,818	–402
Proceeds (+) from disposals of assets held for sale	0	2,607
Payments (–) for additions to the scope of consolidation	0	–562
Proceeds (+) from disposals from the scope of consolidation	32,278	11,804
Dividends received (+)	242	165
Interest received (+)	947	857
Cash flow from investment activities	**27,920**	**9,915**
Payments (–) for the acquisition of shares of a consolidated company	–418	–801
Proceeds (+) from (financial) borrowings	0	3,030
Payments (–) for the repayment of (financial) loans	–6,122	–13,016
Payments (–) for the repayment of lease liabilities	–6,194	–6,375
Proceeds (+) / payments (–) from factoring	117	–805
Payments (–) other loans	173	–173
Interest paid (–)	–4,705	–4,690
Dividends paid (–)	–2,916	–1,987
Cash flow from financing activities	**–20,065**	**–24,817**
Effective variance in cash funds	**20,852**	**–171**
Changes in cash funds due to exchange rate fluctuations	482	–75
Consolidation scope-related changes in cash funds		
Cash funds at the beginning of the period	29,573	29,819
Cash funds at the end of the period	**50,907**	**29,573**

* Adjusted in accordance with IAS 8, see notes in "A.3 Adjustments of the comparative period"

Notes to the consolidated financial statements of Blue Cap AG

AS OF 31 DECEMBER 2024

A. General information and accounting policies

A.1 General information on the parent company

Blue Cap AG, registered with Munich District Court under HRB 162137, is a listed investment company established in 2006 with its registered office in Munich. The company acquires small and medium-sized enterprises from the B2B sector that are facing special situations and oversees their entrepreneurial development, the aim being to sell them for a profit at a later date. The companies are headquartered in Germany, Austria and Switzerland, generate revenue of between EUR 20 and EUR 200 million and have a sustainable and intact core business.

As of the balance sheet date, the company holds majority interests in five corporate groups (previous year: seven) and has one minority interest. In 2024, Blue Cap sold two portfolio companies. The Group had an average of 829 employees in the reporting year and operates in Germany, Europe and the USA.

Blue Cap AG is listed on the Frankfurt Stock Exchange in the "Scale"segment and on the Munich Stock Exchange in "m:access" (ISIN: DE000A0JM2M1). The capital market listing places the company under an obligation to provide an appropriate level of transparency, an obligation it fulfils through active capital market communication and investor relations work.

Business model: Buy, Transform & Sell

Blue Cap acquires companies from the B2B sector that face special situations, standing at a crossroads along their corporate journey. This can include situations of upheaval with extensive restructuring requirements or unresolved succession situations and group spin-offs. Target companies are systematically identified and selected on the basis of defined investment criteria. The investment decision centres on clear operational improvement potential and prospects for value enhancement based on a sustainably stable business model. Blue Cap actively supports the portfolio companies in their strategic and operational development during the holding period. The optimal holding period is usually between three and seven years. The basic principle: Blue Cap is a temporary owner and sells its portfolio companies as soon as successful growth within a different ownership structure appears to make more sense and it has been able to successfully implement large parts of its planned transformation programme.

The business activities of Blue Cap AG Group and its subsidiaries (hereinafter also referred to as the "Blue Cap Group" or "Blue Cap") are presented in detail in the economic report of the combined management report.

A.2 Basis for preparing the annual financial statements

The consolidated financial statements of Blue Cap AG for the financial year from 1 January to 31 December 2024 are prepared as per Section 315e (3) of the German Commercial Code (HGB) in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU). In addition, all supplementary provisions of the HGB mentioned in Section 315e (1) HGB were observed.

The consolidated financial statements, consisting of the income statement and statement of comprehensive income, balance sheet, statement of changes in equity, cash flow statement and notes, have been prepared in accordance with IFRS as adopted by the EU. The expression IFRS also includes all International Accounting Standards (IAS) still in force as well as all interpretations and amendments of the International Financial Reporting Standards Interpretations Committee (IFRS IC) and the former Standing Interpretations Committee (SIC).

As a rule, the Group classifies assets and liabilities as current if they are expected to be realised or settled within twelve months of the balance sheet date. If the financial assets and liabilities have both current and non-current elements, these are broken down into their maturity components and reported as current and non-current assets or liabilities in accordance with the balance sheet classification.

The consolidated income statement is prepared using the total cost method.

The annual financial statements of the companies included in the consolidated financial statements are prepared according to uniform accounting and valuation principles as at 31 December. The financial year matches the calendar year. Blue Cap prepares and publishes its consolidated financial statements in euros (EUR), the functional currency of the Group. Unless otherwise stated, all values are rounded to thousands of euros (EUR thousand). Deviations of up to one unit (EUR thousand, %) are rounding differences due to computational reasons.

New standards and interpretations of the current financial year

The following amendments to standards were applied for the first time as of 1 January 2024. They had no significant impact on the asset, financial and income position:

Standard	Title	To be applied for financial years beginning on or after the date indicated
IAS 1	Classification of liabilities as current or non-current	1 January 2024
IAS 1	Long-term debts with ancillary conditions	1 January 2024
IFRS 16	Lease liability in a sale and leaseback transaction	1 January 2024
IAS7/IFRS7	Supplier financing agreements	1 January 2024

New standards and interpretations not yet applied

The IASB has issued the following amendments to standards and new standards, the application of which, however, is not mandatory for the 2024 financial year and the adoption of which by the European Union has not yet been completed in some cases. Therefore, the following accounting standards have not yet been applied:

Standard	Title	To be applied for financial years beginning on or after the date indicated
IAS 21	Lack of exchangeability of a currency	1 January 2025
IFRS 9 and IFRS 7	Classification and valuation of financial instruments	1 January 2026
IAS 7, IFRS 1, IFRS 7, IFRS 9 and IFRS 10	Annual improvements to the IFRS	1 January 2026
IFRS 18	Presentation and information in the financial statements	1 January 2027
IFRS 19	Subsidiaries without public accountability: Information	1 January 2027

The impacts of the amendments/new provisions not yet adopted into EU law on Blue Cap are currently still being examined. In principle, no significant impacts are expected. However, IFRS 18 is likely to affect the presentation and structure of the financial statements.

A.3 Adjustments of the comparative period

In the 2023 consolidated financial statements, the deconsolidation loss from the sale of the Knauer-Uniplast Group in the amount of EUR 6,354 thousand was incorrectly reported in the consolidated income statement for the 2023 financial year under earnings after taxes from continuing operations (under other expenses) instead of under earnings after taxes from discontinued operations. The error was retrospectively corrected in accordance with IAS 8, which led to an adjustment of the comparative figures for the aforementioned items in the consolidated income statement. The figures taken from the consolidated income statement for the consolidated cash flow statement (concerns the earnings after taxes from continuing operations and the loss from deconsolidations) have been correspondingly adjusted for the comparative period. The sum of the undiluted and diluted earnings per share remained unaffected by this correction. There was a shift of EUR –1.43 in the diluted and diluted earnings per share for 2023 to the discontinued operations.

B. Scope of consolidation and consolidation methods

B.1 Scope of consolidation

The scope of consolidation of Blue Cap AG results from the application of IFRS 10 (Consolidated Financial Statements), IFRS 11 (Joint Arrangements) and IAS 28 (Investments in Associates).

As at 31 December 2024 , the scope of consolidation includes, in addition to the parent company, 22 (31 December 2023: 34) companies, fully consolidated. Of which, 15 (31 December 2023: 20) companies have their registered office in Germany and seven (31 December 2023: 14) have their registered office abroad.

The following subsidiaries are fully consolidated and the following associated companies are included in the consolidated financial statements of Blue Cap AG as of 31 December 2024 and 31 December 2023 respectively (the shareholding corresponds to the share of capital and voting rights in each case):

No.	Company	Registered office	Share-holding (%)	Holding no.	31 December 2024	31 December 2023	
	Parent company						
1.	Blue Cap AG	Munich	–	–	✓	✓	
	Direct shareholdings						
2.	Planatol GmbH	Rohrdorf	100.0	1.	✓	✓	
3.	Blue Cap Asset Management GmbH (now merged into Blue Cap AG)	Munich	100.0	1.		✓	*
4.	nokra Optische Prüftechnik und Automation GmbH	Baesweiler	90.0	1.		✓	
5.	Neschen Coating GmbH	Bückeburg	100.0	1.		✓	*
6.	Blue Cap 09 GmbH	Munich	100.0	1.	✓	✓	
7.	con-pearl Verwaltungs GmbH	Geismar	100.0	1.	✓	✓	
8.	Blue Cap 11 GmbH	Munich	100.0	1.	✓	✓	
9.	HY-LINE Management GmbH	Unterhaching	97.7	1.	✓	✓	
10.	Blue Cap 13 GmbH (now merged into Blue Cap AG)	Munich	100.0	1.		✓	
11.	Blue Cap 14 GmbH	Munich	70.2	1.	✓	✓	
12.	Blue Cap 15 GmbH	Munich	100.0	1.	✓	✓	
	Indirect shareholdings						
13.	PLANATOL France S.à r.l.	Sucy-en-Brie, France	100.0	2.	✓	✓	
14.	PLANATOL-Società Italiana Forniture Arti Grafiche S.I.F.A.G. s.r.l.	Milan, Italy	67.3	2.	✓	✓	
15.	Filmolux Austria GmbH	Baden, Austria	100.0	5.		✓	
16.	Filmolux Benelux B.V.	Deventer/Netherlands	100.0	5.		✓	
17.	Filmolux Deutschland GmbH	Minden	100.0	5.		✓	*
18.	Filmolux Italia s.r.l.	Bagnolo Cremasco, Italy	100.0	5.		✓	
19.	Filmolux S.à r.l.	Sucy-en-Brie, France	100.0	5.		✓	
20.	Filmolux Swiss AG	Emmenbrücke, Switzerland	100.0	5.		✓	
21.	Filmolux Scandinavia AB	Nacka, Sweden	100.0	5.		✓	
22.	Neschen Inc.	Richmond, USA	100.0	5.		✓	
23.	Neschen s.r.o.	Hradec Králové, Czech Republic	100.0	5.		✓	
24.	con-pearl GmbH	Geismar	100.0	8.	✓	✓	
25.	con-pearl Automotive Inc.	Greenville, USA	100.0	28.	✓	✓	
26.	con-pearl North America Inc.	Greenville, USA	100.0	28.	✓	✓	

No.	Company	Registered office	Share-holding (%)	Holding no.	31 December 2024	31 December 2023
	Indirect shareholdings					
27.	H+E Molding Solutions GmbH	Ittlingen	71.0	10.	✓	✓
28.	H+E Kinematics GmbH	Sinsheim	100.0	31.	✓	✓
29.	H+E Automotive GmbH	Sinsheim	100.0	31.	✓	✓
30.	HY-LINE Holding GmbH	Unterhaching	100.0	10.	✓	✓
31.	HY-LINE Technology GmbH	Unterhaching	100.0	34.	✓	✓
32.	HY-LINE AG	Schaffhausen, Switzerland	100.0	34.	✓	✓
33.	Transline Gruppe GmbH	Reutlingen	100.0	12.	✓	✓
34.	Transline Deutschland GmbH	Reutlingen	100.0	39.	✓	✓
35.	Transline Europe S.à r.l.	Schiltigheim, France	100.0	39.	✓	✓
36.	INTERLANGUAGE S.R.L.	Modena, Italy	100.0	39.	✓	✓
	Affiliated companies					
37.	inheco Industrial Heating and Cooling GmbH	Martinsried	42.0	1.	✓	✓

The companies marked with “*” make use of the relief provided by Section 264 (3) or Section 264b HGB.

The list below shows all Group companies that were not included in the consolidated financial statements as at the reporting date. These subsidiaries were not included in the consolidated financial statements because they are of minor importance for the presentation of a true and fair view of the Group's asset, financial and income position. The total revenue of these companies is equivalent to less than 1% of the Group's revenue.

Company	Registered office	Shareholding (%)	31 Dec. 2024	31 Dec. 2023
Flow 2021 Verwaltungs GmbH	Munich	100.0	✔	✔
Grundstücksgesellschaft Knauer UG (limited liability)	Dettingen an der Erms	100.0	✔	✔
Sauter & Schulte Bauherren GmbH & Co.KG	Dettingen an der Erms	100.0	✔	✔
Sauter & Schulte Verwaltungs GmbH	Dettingen an der Erms	100.0	✔	✔
SMB-David GmbH i. L.	Herrsching	70.0	✔	✔
SMB-David finishing Lines GmbH i. L.	Geretsried-Gelting	100.0	✔	✔
MEP Transline GmbH & Co. KG	Munich	100.0	✔	✔
Blue Cap Komplementär GmbH	Munich	100.0	✔	✔

B.2 Changes to the scope of consolidation

B.2.1 CHANGES TO THE SCOPE OF CONSOLIDATION IN THE 2024 FINANCIAL YEAR

In addition to the acquisitions and disposals presented below, the following changes to the scope of consolidation occurred in 2024:

In order to streamline the corporate structure of the Blue Cap Group, it was decided by notarised agreement dated 18 June 2024 to merge Blue Cap Asset Management GmbH and Blue Cap 13 GmbH into Blue Cap AG.

As at 31 December 2023, HY-LINE Management GmbH held 2.6% of its own shares. This put Blue Cap AG's shareholding at 95.4% as of the previous year's reporting date.

HY-LINE Management GmbH acquired shares from a total of three departing shareholders in March 2024 and in December 2024 and therefore held 4.9% of its own shares as at the reporting date. This changes Blue Cap AG's pro rata shareholding in HY-LINE Management GmbH, which amounts to 97.7% as at the reporting date.

ACQUISITIONS OF SUBSIDIARIES IN THE 2024 FINANCIAL YEAR

No company acquisitions were completed in 2024.

SALE OF SUBSIDIARIES IN THE 2024 FINANCIAL YEAR

The comparative period has been adjusted in accordance with the requirements of IFRS 5 concerning discontinued operations.

NOKRA

With a contract dated 30 September 2024, Blue Cap AG sold the majority interest in noKra Optische Prüftechnik und Automation GmbH to a strategic buyer. The sale was finalised in September 2024. nokra was deconsolidated as of 30 September 2024.

The net assets disposed of by nokra break down as follows:

in EUR thousand	Carrying amount
Intangible assets	84
Property, plant and equipment	581
Other non-current assets	10
Deferred tax assets	354
Non-current assets	**1,029**
Inventories	1,161
Contractual fixed assets	899
Receivables and other current assets	174
Other current assets	2
Current assets	**2,237**
Provisions for pensions	
Other provisions	35
Deferred tax liabilities	25
Non-current financial liabilities	741
Non-current liabilities	**801**
Other provisions	4
Contract liabilities	814
Trade payables	166
Other current financial liabilities	1,515
Other current non-financial liabilities	96
Current liabilities	**2,595**
Net assets	**–131**

in EUR thousand	Carrying amount
Cash consideration received for shares	2,186
Net assets disposed of	131
Outgoing minority interests	25
Transaction costs	–82
Gain on disposal before tax	**2,260**
Income taxes on capital gain	23
Gain on disposal after tax	**2,237**
Cash inflow from buyer	2,186
Incidental transaction costs	–82
Net cash inflow from the transaction	**2,104**

Incidental transaction costs of EUR 82 thousand were incurred in connection with the transaction.

The income from the sale of nokra was taken into account in the earnings from discontinued operations. The income taxes on the capital gain are included in the earnings from continuing operations due to affiliation with the parent company.

The earnings from the discontinued operation, which were included in the consolidated result and are completely attributable to the shareholders of the parent company, are as follows:

Result from discontinued operation

EUR thousand

	2024	2023
Total output	1,990	3,760
of which sales outside the Blue Cap Group	1,939	3,465
Expenses	–2,836	–3,699
Result from operating activities	**–846**	**61**
Income tax	215	15
Capital gain before taxes	2,260	0
Earnings from discontinued operations	**1,629**	**–76**
Earnings per share in EUR (undiluted)	0.36	0.02
Earnings per share in EUR (diluted)	0.36	0.02

The cash flows of nokra are classified as discontinued operations and are broken down as follows:

Cash flows from the discontinued operation

EUR thousand

	2024	2023
Cash flow from operating activities	1,167	210
Cash flow from investment activities	2,097	–10
Cash flow from financing activities	–236	–255
Total cash flows	**3,028**	**–55**

An amount of EUR 2.1 million from the cash flow of the discontinued operation flowed to the parent company and is therefore reported in the consolidated cash flow statement as cash flow from investing activities.

NESCHEN GROUP

On 7 October 2024, Blue Cap AG concluded an agreement with a strategic buyer on the sale of its 100% stake in Neschen Coating GmbH. The purchase agreement was executed on 7 October 2024. For reasons of materiality, the Neschen Group was deconsolidated on 1 October 2024.

The net assets disposed of by the Neschen Group break down as follows:

in EUR thousand	Carrying amount
Intangible assets	603
Property, plant and equipment	11,826
Other non-current assets	34
Deferred tax assets	223
Other non-current, non-financial assets	623
Non-current assets	**13,311**
Inventories	8,469
Receivables and other current assets	8,909
Cash and cash equivalents	1,432
Other current assets	1,184
Current assets	**19,995**
Provisions for pensions	
Other provisions	323
Deferred tax liabilities	71
Non-current financial liabilities	4,069
Non-current liabilities	**4,462**
Other provisions	288
Trade payables	2,879
Other current financial liabilities	2,497
Other current non-financial liabilities	1,350
Current liabilities	**7,014**
Net assets	**21,830**

in EUR thousand	Carrying amount
Cash consideration received for shares	31,466
Net assets disposed of	–21,830
Transaction costs	–1,243
Gain on disposal before tax	**8,394**
Income taxes on capital gain	–338
Gain on disposal after tax	**8,056**
Cash inflow from buyer	31,466
Incidental transaction costs	–1,243
Cash outflow (–) / inflow (+) due to disposal of cash and cash equivalents as well as utilised current account lines	–1,272
Net cash inflow from the transaction	**28,951**

Incidental transaction costs in the amount of EUR 1,243 thousand were incurred in connection with the transaction.

The income from the sale of the Neschen Group was taken into account in earnings from discontinued operations. The income taxes on the capital gain are included in the earnings from continuing operations due to affiliation with the parent company.

The earnings from the discontinued operation, which were included in the consolidated result and are completely attributable to the shareholders of the parent company, are as follows:

Result from discontinued operation

EUR thousand

	2024	2023
Total output	38,814	50,125
of which sales outside the Blue Cap Group	37,578	51,105
Expenses	–35,115	–50,287
Result from operating activities	**3,699**	**–162**
Income tax	–895	–111
Capital gain before taxes	8,394	0
Earnings from discontinued operations	**11,198**	**–273**
Earnings per share in EUR (undiluted)	2.50	–0.06
Earnings per share in EUR (diluted)	2.50	–0.06

The cash flows of the Neschen Group are classified as discontinued operations and are broken down as follows:

Cash flows from the discontinued operation

EUR thousand

	2024	2023
Cash flow from operating activities	7,236	4,749
Cash flow from investment activities	27,070	–630
Cash flow from financing activities	–5,787	–2,853
Total cash flows	**28,519**	**1,266**

An amount of EUR 31.2 million from the cash flow of the discontinued operation flowed to the parent company and is therefore reported in the consolidated cash flow statement as cash flow from investing activities.

No further subsidiary sales were completed in 2024.

B.2.2 CHANGES TO THE SCOPE OF CONSOLIDATION IN THE PREVIOUS YEAR

The Knauer-Uniplast Group was sold in the 2023 financial year. This resulted in a earnings from discontinued operations of EUR –6,172 thousand, which is completely attributable to the shareholders of the parent company. In this regard, earnings per share (diluted and undiluted) amounted to EUR –1.39 in 2023.

The cash flows of the Knauer-Uniplast Group were classified as discontinued operations in 2023 and are broken down as follows:

Cash flows from the discontinued operation

EUR thousand

	2023
Cash flow from operating activities	1,901
Cash flow from investment activities	–7,457
Cash flow from financing activities	–939
Total cash flows	**–6,495**

An amount of EUR 11.8 million from the cash flow of the discontinued operation flowed to the parent company and is therefore reported in the consolidated cash flow statement in the comparative period as cash flow from investing activities.

B.3 Consolidation principles

Subsidiaries are companies that are controlled by Blue Cap AG. The Group gains control when it has the ability to exercise control over the portfolio company, is exposed to variable returns from the portfolio company and is able to use its power over the portfolio company to influence the amount of the portfolio company return.

Even in cases where Blue Cap does not hold a majority of the voting rights, control can occur if the Group has the ability to unilaterally determine the significant activities of the portfolio company. All facts and circumstances are taken into account in the assessment of control. These include, but are not limited to, the purpose and structure of the portfolio company, the identification of and decisions about the significant activities, the ratio of own voting rights compared to the scope and distribution of other voting rights, and potential voting rights and rights under other contractual arrangements. The assessment of control requires consideration of all facts and circumstances at the management's discretion.

The assessment of control is reviewed by Blue Cap if there are indications that one or more of the aforementioned control criteria has changed.

The results of subsidiaries acquired or disposed of during the year are recognised in the consolidated income and other consolidated result statements with effect from the actual date of acquisition or until the actual date of disposal.

The acquisition of a company is accounted for using the purchase method (acquisition method). The consideration transferred in an acquisition is the fair value of the assets given, equity instruments issued and liabilities incurred or assumed on the transaction date. It also includes the fair values of all recognised assets or liabilities resulting from a contingent consideration agreement. Acquisition-related costs are expensed as incurred. Assets, liabilities and contingent liabilities identifiable under the terms of a merger are measured at their fair values at the acquisition date upon initial consolidation.

For each acquisition, the Group decides on a case-by-case basis whether to recognise the non-controlling interests in the acquired company at fair value or based on the proportionate share of the acquired company's net assets.

Goodwill is recognised and reviewed for impairment at least annually as the surplus of the cost of the acquisition, the amount of any non-controlling interest in the acquired company and the fair value of any previously held equity interest at the acquisition date over the Group's share of the net assets measured at fair value. If the acquisition cost is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the consolidated income statement after reassessment.
Changes in the Group's ownership interest in subsidiaries that do not result in a loss of control are reported as equity transactions.

An affiliated company is a company in which Blue Cap has significant influence. Significant influence is defined as the power to participate in the financial and operating policy decisions of the portfolio company without having either control or joint control. If Blue Cap holds, either directly or indirectly, between 20% and 50% of the voting rights in a portfolio company, there is a presumption that significant influence can be exerted. In the case of a directly or indirectly held voting interest of less than 20%, significant influence is presumed if it can be clearly demonstrated.

Investments in affiliated companies are accounted for using the equity method and are therefore measured at cost upon initial recognition. Goodwill arising on the acquisition of an affiliated company is included in the carrying amount of the investment in the affiliated company. The carrying amount of the shares increases or decreases after initial recognition in accordance with the shareholder's share of profit or loss for the period or in the changes in equity at fair value of the portfolio company from the date that significant influence is first exercised until such time as the influence ceases. If Blue Cap's share of an affiliated company's losses equals or exceeds the value of the investment share, the share is reduced to zero.

Balances and transactions with consolidated subsidiaries, as well as resulting income and expenses, are eliminated in full for preparing the consolidated financial statements. Unrealised gains based on transactions with affiliated companies are eliminated against the carrying amount of the investment in line with Blue Cap's share. Unrealised losses are eliminated in the same way, but only to the extent that there is no indication of impairment.

The tax deferrals required by IAS 12 were made on temporary differences from consolidation.

B.4 Currency conversion

The individual financial statements of the included companies are prepared in their functional currency. This is the currency of the country in which the respective company primarily operates. The consolidated financial statements are prepared in euros, the presentation currency of the Group.

Transactions in foreign currencies are converted to the functional currency at the exchange rate prevailing on the transaction date. Monetary assets and liabilities denominated in foreign currencies are converted into the respective functional currency at the exchange rate prevailing on the balance sheet date. The foreign exchange gains and losses resulting from these conversions are recognised in the consolidated income statement under "Other income" or "Other expenses".

With the exception of equity, balance sheet items of subsidiaries whose functional currency is not the euro are converted into the presentation currency at the closing rate, the items of the consolidated income statement at the average rate for the respective period and equity items at historical exchange rates. The resultant conversion differences are recognised in the currency translation reserve in Other equity components.

		Closing rate	
Currencies	1 EUR in	31 December 2024	31 December 2023
USD	USA	1.04	1.11
CHF	Switzerland	0.94	0.93

		Average rate	
Currencies	1 EUR in	2024	2023
USD	USA	1.05	1.09
CHF	Switzerland	0.93	0.94

C. Accounting policies

The consolidated financial statements are based on uniform accounting policies. The annual financial statements of the companies included in the consolidated financial statements are prepared as at the reporting date of the consolidated financial statements.

The essential accounting policies are explained below.

C.1 Revenue and expense recognition

Sales are reported as revenue and recognised at the fair value of the consideration received or to be claimed, net of returns and discounts and volume rebates granted.

C.1.1 SALE OF GOODS

The Blue Cap Group recognises sales revenues when the power of disposal over identifiable goods or services is transferred to the customer. The customer must therefore have the ability to determine the use and essentially derive the remaining benefit from such use. The basis for this is a contract between the Blue Cap Group and the customer. The parties must have consented to the contract and the agreements contained therein, the individual obligations of the parties and the payment terms must be ascertainable, the contract must have economic substance and it must be likely that the Group will receive consideration for the service rendered. Enforceable rights and obligations must therefore exist. The transaction price corresponds to the sales revenue. If the contract contains more than one distinct performance obligation, the transaction price is allocated to the individual performance obligations based on the relative stand-alone selling prices. If the individual sales prices are not observable, the Blue Cap Group estimates them. The individual identified performance obligations are realised either over a certain period of time or at a certain point in time.

Payments are generally due no later than 90 days after acceptance by the customer. There are no significant financing components. Warranty obligations exist only within the legal obligation and are accounted for as a provision as defined by IAS 37.

C.1.2 SALE OF SERVICES

Revenues from service contracts are recognised on a time-apportioned basis in the period during which the service is rendered. Revenue is recognised according to the stage of completion and on the condition that result of the service business can be reliably estimated.

C.1.3 CUSTOMISED SERIES PRODUCTION

Series products that have no alternative use due to their specifications and for which the Blue Cap Group has an enforceable payment claim against the customer at least in the amount of a reimbursement of the costs incurred by the services already rendered, including a reasonable profit margin, are recognised over time. The performance progress is measured on the basis of the products manufactured (output method). Payments are generally due no later than 90 days after acceptance by the customer.

C.1.4 CUSTOMISED PRODUCTION ORDERS

Customised products are subject to revenue recognition over time if the products have no alternative use due to their specifications and the Blue Cap Group has an enforceable payment claim against the customer at least in the amount of a reimbursement of the costs incurred as a result of the services already rendered, including a reasonable profit margin.

In the case of customised manufacturing, sales revenues are recognised using the input-based cost-to-cost method (over-time accounting method) and thus according to the stage of completion, on the condition that the outcome of a production order can be reliably estimated at the balance sheet date and it is probable that the economic benefits associated with the contract will flow to the Blue Cap Group. The stage of completion as at the balance sheet date is determined either by the ratio of the contract costs incurred up to the balance sheet date to the total estimated contract costs as at the balance sheet date (cost-to-cost) or the ratio of the efforts expended to the total expected efforts (efforts expended). Contract costs include costs directly allocable to the order as well as production-related overheads.

If the result from a construction contract cannot be reliably determined, contract revenue is recognised only to the extent that the contract costs incurred are likely to be recoverable (zero profit margin method). If it is likely that total contract costs will exceed total contract revenue, the expected loss is recognised immediately as an expense.

Payments are generally due no later than 90 days after acceptance by the customer.

C.1.5 OTHER INCOME AND EXPENSES

Interest is recognised as income or expense on an accrual basis using the effective interest method. Dividend income is recognised when the right to receive payment is established.

Expenses are recognised in the balance sheet when the service is utilised or at the time they are incurred.

Research expenses are recognised in the income statement in the period in which they are incurred. Development expenses are recognised in profit or loss when they are incurred, unless they are development costs that must be capitalised as an intangible asset in accordance with IAS 38 if the corresponding requirement is met.

In the 2024 financial year, the continuing operations of the Blue Cap Group recognised EUR 1,429 thousand (previous year: EUR 2,101 thousand) of research and development expenditure as an expense. As in the previous year, development costs were capitalised to an insignificant extent.

C.2 Income tax

Income tax expense represents the sum of current tax expense and deferred taxes.

C.2.1 CURRENT TAXES

The current tax expense is determined on the basis of the taxable income for the year. Taxable income differs from profit before income taxes in the consolidated income statement due to expenses and income that are taxable or tax deductible in later years or never. The Group's liability for current tax is calculated using tax rates enacted or substantively enacted at the reporting date.

The Minimum Tax Act does not apply to the Group during the financial year. No impact is expected from the Minimum Tax Act for the planning period either.

C.2.2 DEFERRED TAXES

Deferred taxes are determined in accordance with IAS 12 on the basis of the balance sheet-related liability method. According to this method, deferred tax items are created for all temporary differences between the tax valuations and the valuations in the consolidated balance sheet as well as for tax loss carryforwards.

In principle, deferred taxes on these identified differences are always taken into account if they lead to deferred tax liabilities. Deferred tax assets are only recognised if it is probable that the corresponding tax benefits will be recognised. Deferred tax assets and liabilities are also recognised on temporary differences arising from company acquisitions, with the exception of temporary differences on goodwill, insofar as these are not recognised for tax purposes.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets arising from temporary differences associated with investments in subsidiaries are recognised only to the extent that it is probable that sufficient taxable profit against which the temporary differences can be utilised will be available. Furthermore, it must be possible to assume that the temporary differences will reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed each year at the balance sheet date and reduced in value if it is no longer probable that sufficient taxable income is available to realise all or part of the claim.

The tax rates of future years are used to calculate deferred taxes, insofar as they have already been legally established or the legislative process has essentially been completed. Changes in deferred taxes in the balance sheet generally lead to deferred tax expense or income. Insofar as items that result in a change in deferred taxes are booked directly against equity, the change in deferred taxes is also recognised directly in equity.

C.3 Earnings per share

Undiluted earnings per share are calculated by dividing the share of earnings after taxes of the shareholders of the parent company by the weighted average number of shares in circulation during the financial year. Diluted earnings per share are calculated on the assumption that all potentially dilutive securities and share-based payment plans are converted or exercised.

C.4 Goodwill

Under the terms of corporate mergers, the consideration for the acquisition and the revalued net assets of the acquired company are compared and any resultant asset surplus is capitalised as goodwill.

The goodwill recognised in the balance sheet is subject to an annual impairment test in accordance with IAS 36 and additionally if there are indications that the goodwill may be impaired. Goodwill is allocated to cash-generating units for the purpose of impairment review.

C.5 Intangible assets

Acquired intangible assets, including software and licences, are capitalised at acquisition cost, internally generated intangible assets at production cost.

To determine whether internally generated intangible assets can be capitalised, research and development expenses must be separated. Expenditure on research activities with the prospect of gaining new scientific or technical knowledge is recognised as an expense in the period in which it is incurred.

The recognition of internally generated intangible assets requires the cumulative fulfilment of the capitalisation criteria of IAS 38: The technical viability of the development project and a future economic benefit from the development project must be demonstrable, and Blue Cap must intend and be able to complete the intangible asset and use or sell it. Furthermore, adequate technical, financial and other resources must be available to Blue Cap and the expenditure attributable to the intangible asset during its development must be reliably measurable.

The capitalised production costs include the costs directly attributable to the development process as well as development-related overheads. Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset under IFRS. In the reporting period as well as in the comparison period, no qualifying assets for which capitalisation of borrowing costs would be required were acquired or produced.

If a useful life can be determined, these intangible assets are amortised on a straight-line basis over their respective useful economic lives. Development costs capitalised on the balance sheet date for which the development project has not yet been fully completed are tested for impairment using the relief-from-royalty method.

Scheduled depreciation is based on the following useful lives:

Asset	Useful life in years
Internally generated intangible assets	4 to 10
Patents, concessions, other rights and software	3 to 15

An intangible asset is derecognised on disposal or when no future economic benefits are expected from its use. Gains or losses arising from the derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the income statement when the asset is derecognised.

C.6 Property, plant and equipment

Property, plant and equipment are valued at acquisition or production cost less accumulated depreciation, insofar as these are depreciable assets, and impairment losses.

The cost of an item of property, plant and equipment includes all costs directly attributable to the acquisition of the asset. Repairs and maintenance are recognised as expenses in the consolidated income statement in the financial year in which they are incurred. Self-produced assets are reported for the first time at the directly attributable production costs and production-related overheads.

Depreciation is recognised in the consolidated income statement on a straightline basis over the estimated useful life of the asset.

In principle, the following useful lives are used as a basis:

Asset	Useful life in years
Building	3 to 50
Technical equipment	1 to 25
Operating and office equipment	1 to 33

Land is not depreciated on a scheduled basis.

Insofar as significant parts of property, plant and equipment contain components with significantly different useful lives, such as major overhauls, these are recognised separately and depreciated over their respective useful lives.

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset under IFRS. In the reporting period as well as in the comparison periods, no qualifying assets were acquired or produced for which capitalisation of borrowing costs would be required.

The residual values and economic useful lives are reviewed at each balance sheet date and adjusted if necessary. The economic useful lives are based on estimates and largely on experience garnered in historical use and technical development.

Gains and losses on the disposal of assets are determined as the difference between the proceeds on disposal and the carrying amount and are recognised in profit or loss.

If there are indications of impairment and the carrying amount of property, plant and equipment exceeds the recoverable amount, impairment losses are recognised. The recoverable amount is the higher of the fair value less costs to sell and the value in use. If the reason for an impairment loss already recognised no longer exists, the impairment loss is reversed to amortised cost.

An item of property, plant and equipment is derecognised on disposal or when there is no longer any future economic benefit. The gain or loss on disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the income statement.

C.7 Government grants

Government grants are not recognised until there is reasonable assurance that the Group will meet the corresponding conditions attached to the grants and that the grants will also be received.

Government grants are to be recognised in the consolidated income statement on a scheduled basis, namely over the periods in which the Group recognises the corresponding expenses that are intended to compensate for the government grants as expenses.

Specifically, government grants whose main conditions are the purchase, construction or other acquisition of non-current assets (including property, plant and equipment) are recognised in the balance sheet as a deduction of the acquisition cost of the assets concerned.

Government grants that are paid as compensation for expenses or losses that have already been incurred or for immediate financial support without future related expenses are recognised in the consolidated income statement in the period in which the corresponding claim arises.

C.8 Lease accounting

LEASE RELATIONSHIPS AS LESSEE

For all contracts, the Group assesses whether a contract constitutes a lease or contains a lease. The regulations of IFRS 16 are also applied to rights of use to intangible assets.

A lease is defined as a contract or part of a contract that conveys the right to use an asset (the underlying asset) for a specified period of time in exchange for consideration. To apply this definition, the Group assesses whether the contract meets the following three conditions:

- The contract relates to an identified asset that is either explicitly identified in the contract or implicitly specified and can thus be considered identified.
- The Group is entitled to obtain essentially all of the economic benefits from use of the identified asset throughout its useful life, taking into account its rights under the defined scope of the contract.
- Group is entitled to determine the use of the identified asset throughout the period of use.

For multi-component contracts, each separate lease component is accounted for separately. For contracts containing non-lease components in addition to lease components, with the exception of property leases, the option to waive the separation of these components is exercised.

At the provision date of the leased asset, the Group recognises a right-of-use asset and a lease liability in the balance sheet. The cost of the right-of-use asset at the inception of the lease is the amount of the lease liability adjusted for the Group's initial direct costs, an estimate of the costs of dismantling and removing the asset at the end of the lease and the lease payments made before the inception of the lease, less any incentives to lease. In subsequent periods, the right of use is measured at amortised cost.

The lease liability is measured as the present value of lease payments made during the lease term using the interest rate implicit in the lease or, if not available, the incremental borrowing rate. As part of subsequent measurement, the carrying amount of the lease liability is compounded using the interest rate used for discounting and reduced by the lease payments made.

The lease payments included in the measurement of the lease liability comprise fixed payments (including de facto fixed payments), variable payments linked to an index or interest rate, payments expected to be received under residual value guarantees and payments that are reasonably certain to be received under call options. In addition, penalties for termination are also taken into account if the term considers the fact that the lessee will exercise a termination option and corresponding penalties have been agreed.

Changes in leases and remeasurements of lease liabilities are generally recognised directly in equity against the right-of-use asset. Recognition in the income statement occurs when the carrying amount of the right-of-use asset is already reduced to zero or results from a partial termination of the lease.

The Group generally depreciates the right-of-use asset on a straight-line basis from the inception of the lease until the end of the useful life of the leased asset or the end of the lease term, whichever is the earlier. Any longer useful life of the leased asset is used as the basis for the depreciation period if a transfer of ownership (e.g. by exercising a purchase option) is assumed at the end of the lease term. The Group also performs impairment tests in accordance with IAS 36 when appropriate indicators are available.

The Group has elected to use the practical expedients for short-term leases and low-value leases (less than EUR 5 thousand). Instead of recognising a right-of-use asset and a corresponding lease liability, the payments associated with such leases are recognised as an expense in the income statement on a straight-line basis over the lease term.

On the balance sheet, the rights of use are reported under Property, plant and equipment and intangible assets. The lease liabilities are included in Other financial liabilities.

LEASE RELATIONSHIPS AS LESSOR

As a lessor, the Group classifies its leases as either operating leases or finance leases. A lease is classified as a finance lease if it essentially transfers all the risks and opportunities associated with ownership of the underlying asset. Otherwise, it is classified an operating lease.

In the case of an operating lease, the Group recognises the leased asset in Property, plant and equipment unless it falls within the scope of IAS 40. It is reported at amortised cost. Rental income is recognised in profit or loss on a straight-line basis over the lease term and reported in Sales revenues.

If the Group acts as lessor under a finance lease, a receivable is recognised in the amount of the net investment in the lease.

In the periods presented, the Blue Cap Group acts only as lessor under operating lease agreements.

C.9 Impairments

In accordance with IAS 36, assets with a finite useful life are reviewed at each balance sheet date to determine whether there are indications of potential impairment, e.g. special events or market developments that could decrease the value.

Goodwill, intangible assets with indefinite useful lives and internally generated assets under construction are examined for impairment annually.

The recoverable amount of the asset is determined if there are any indications of impairment, or during the mandatory annual impairment test for intangible assets with indefinite useful lives. The recoverable amount of an asset or a cash-generating unit (CGU) is the higher of the fair value of an asset or CGU less costs to sell and the respective value in use. The recoverable amount shall be determined for each individual asset, unless an asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. In the case of the latter, the recoverable amount is to be determined on the basis of a CGU to which assets or groups of assets are allocated until such time as, together, they generate largely independent cash inflows. This is the case for goodwill, among other items. If it results from a business combination, it is allocated from the acquisition date to the CGU or group of CGUs that can benefit from the synergies of the combination and at whose level the goodwill is monitored for internal management purposes.

Within the Blue Cap Group, the level of the acquired company or group generally represents the smallest identifiable group of assets.

To determine the value in use, the expected future cash flows are generally discounted to their present value using a pre-tax discount rate that reflects current market expectations regarding the interest effect and the specific risks of the asset. In determining the value in use, the current and future expected level of earnings as well as technological, economic and general development trends are taken into account on the basis of approved financial plans. Recent market transactions, if any, are taken into account, in the determination of the fair value less costs to sell.

If the carrying amount exceeds the recoverable amount of the asset or CGU, an impairment loss is recognised in profit or loss in the amount by which the carrying amount exceeds the recoverable amount.

If, in the case of goodwill, the impairment requirement is higher than the carrying amount of the CGU bearing the goodwill, the goodwill is first written off in full and the remaining impairment requirement is allocated to the other assets of the CGU. Necessary impairments on individual assets of this CGU are taken into account in the run-up to the impairment test for goodwill.

Write-ups to the new recoverable amount are made, except in the case of goodwill, if the reasons for impairments from previous years no longer apply. The upper value limit for write-ups is the amortised cost that would have resulted if no impairments had been recognised in previous years. No write-ups on intangible assets or property, plant and equipment were recognised in the reporting period or in the comparative period.

C.10 Participations and financial assets

Financial assets include in particular:

- Trade receivables,
- Other financial assets as well as
- Cash and cash equivalents.

Financial assets with a term of more than twelve months are reported under non-current financial assets.

Financial assets are classified in accordance with IFRS 9 depending on the underlying business model (holding, holding and selling (recycling) or trading purposes) and the cash flow criterion, according to which the contractual cash flows of a financial asset may only consist of interest and repayment on the outstanding principal amount of the financial instrument. The cash flow criterion is always checked at the level of the individual financial instrument. The assessment of the business model refers to how financial assets are managed to generate cash flows. Depending on the classification of the financial assets, they are recognised at amortised cost or fair value.

IMPAIRMENT OF FINANCIAL ASSETS

Financial assets, with the exception of financial assets at fair value through profit or loss, contract assets in accordance with IFRS 15, lease receivables, loan commitments and financial guarantees are subject to the impairment model as defined by IFRS 9.5.5. Accordingly, the Group recognises an impairment loss for these assets based on the expected credit losses.

The relevant class of assets for the Group for the application of the impairment model are trade receivables, contract assets and bank balances. For these, Blue Cap applies the simplified approach in accordance with IFRS 9.5.5.15. Accordingly, the value adjustment is always measured in the amount of the credit losses expected over the term. For this purpose, trade receivables are analysed on the basis of their age structure and adjusted for impairment using historical default rates. Bank balances are invested with banks that have a good credit rating and are therefore not subject to any significant default risk.

The Group only holds instruments for which there is a low risk of default.

DERECOGNITION OF FINANCIAL ASSETS

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

The Blue Cap Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to a third party. If the Blue Cap Group neither transfers nor retains all essential risks and risks and rewards of ownership and continues to have control over the transferred asset, the Group recognises its retained interest in the asset and a liability for any amounts payable.

When a financial asset measured at amortised cost is derecognised, the difference between the carrying amount of the asset and the total consideration received and receivable is recognised in profit or loss.

C.11 Contract assets and contract liabilities

Contract assets arise from the application of revenue recognition over a period of time. This is primarily the case within the Group if the products have no alternative use due to their specifications and there is an enforceable payment claim against the customer at least in the amount of a reimbursement of the costs incurred due to the services already provided, including a reasonable profit margin. In such cases, the Group recognises revenue on the basis of the input-oriented cost-to-cost method (plant construction) or an output-based method (series production). As revenue is recognised before the date on which Blue Cap has an unconditional right to receive the consideration, a contract asset is capitalised.

If the Group is unable to determine the amount of the margin with reasonable certainty, revenue is recognised by applying the zero profit margin method. The margin is then only recognised at the end of the project.

Contract liabilities mainly result from advance payments received from customers if they are related to a customer order and the products have not yet been delivered or the service has not yet been rendered.

Contract assets and contract liabilities are netted at contract level. Depending on the remaining term, they are reported as current or non-current. The impairment rules of IFRS 9 are applied to contract assets.

C.12 Inventories

Inventories are valued at acquisition or production cost, whichever is the lower, and net realisable value. Acquisition costs for raw materials and supplies are calculated using the moving average. Incidental acquisition costs are also taken into account as a lump sum on the basis of the average incidental acquisition costs incurred in the financial year. Work in progress and self-produced finished goods are recognised at cost. In addition to the cost of materials, production costs and special direct production costs, the cost of sales also includes appropriate portions of the overheads attributable to production as well as production-related depreciation.

Net realisable value is defined as the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

C.13 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, bank balances that are generally available immediately and short-term deposits at banks, all of which have a term of less than three months. Utilised overdraft facilities are reported under Current financial liabilities.

C.14 Assets held for sale and discontinued operations

Non-current assets or disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. The assets concerned are no longer depreciated on an ongoing basis from the time of their classification but are measured at the lower of carrying amount and fair value, less costs to sell.

A discontinued operation is a component of the Group's business whose operation and cash flows can be clearly distinguished from the rest of the Group and which

- constitutes a separate major line of business or geographical area of operations,
- forms part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or
- is a subsidiary acquired exclusively with the intention to resell.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, whichever is the earlier. When an operation is classified as a discontinued operation, the statement of comprehensive income for the comparative year is restated as if the operation had been discontinued from the beginning of the comparative year.

Under the business model of the Blue Cap Group, the purchase and sale of companies is part of ordinary business activities. As a rule, the Blue Cap Group does not pursue long-term disposal plans but reacts instead to market changes at short notice (for changes to the scope of consolidation in the financial year, see B.2.1).

C.15 Benefits to employees

The Blue Cap Group has pension obligations from defined benefit pension plans. Pension obligations are measured in accordance with IAS 19 using the projected unit credit method on the basis of actuarial reports. This method takes into account not only the pensions and acquired entitlements known on the balance sheet date, but also expected future increases in pensions and salaries. The plan assets are deducted from the present value of the pension obligations at their fair value. If the deduction of the plan assets results in an overfunding, the recognition of the net asset value is limited to the present value of the economic benefits associated with the plan asset surplus (so-called "asset ceiling").

The net interest expense for the financial year is determined by multiplying the net obligation by the underlying discount rate.

Actuarial gains and losses from the measurement of the gross defined benefit obligation, as well as the difference between the return on plan assets calculated at the beginning of the period and the return actually realised at the end of the period, are recognised in other comprehensive income and presented separately in the statement of comprehensive income. Expenses from the compounding of benefit obligations and interest income from plan assets (net interest expense) are reported in the financial result. Service cost is recognised in personnel expenses, whereas past service cost from plan changes is recognised immediately in profit or loss.

Payments for defined contribution plans are recognised as an expense when the employees have rendered the service that entitles them to the contributions.

C.16 Other provisions

A provision is recognised when Blue Cap has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are recognised at the expected settlement amount. Long-term provisions are discounted to the balance sheet date on the basis of corresponding market interest rates.

C.17 Financial liabilities

Financial liabilities give rise to an obligation to return cash and cash equivalents or another financial asset. Financial liabilities essentially include:

- Trade payables as well as
- Other financial liabilities (especially liabilities to credit institutions)

TRADE PAYABLES

Trade payables are initially measured at nominal value, corresponding to fair value. As there are only current trade payables, the effective interest method is not applied in the context of subsequent measurement.

OTHER FINANCIAL LIABILITIES

Other financial liabilities are initially recognised at fair value, net of transaction costs, if any. Subsequent measurement is generally carried out at amortised cost. Financial liabilities from derivative financial instruments for which hedge accounting is not applied are measured at fair value through profit or loss.

Financial liabilities are classified as current unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

C.18 Derivative financial instruments

Within the Blue Cap Group, derivative financial instruments are used to manage risks from interest rate fluctuations. Derivative financial instruments are initially recognised as assets or liabilities at fair value in the category of financial assets at fair value through profit or loss, or financial liabilities at fair value through profit or loss. Attributable transaction costs are recognised in profit or loss in the period in which they are incurred.

Derivatives are measured at fair value through profit or loss. This corresponds to the market value determined and communicated by the counterparties involved on the basis of recognised financial mathematical models. They are reported in the consolidated balance sheet under “Other financial assets” or “Other financial liabilities”. No hedge accounting was applied in the Blue Cap Group in the periods presented.

C.19 Valuation at fair value

For the assessment of assets and liabilities measured at fair value on a recurring or non-recurring basis in the statement of financial position after initial recognition, the hierarchy levels and valuation techniques are presented in the following table broken down by class.

Type	Hierarchy	Valuation methods and significant input factors
Financial assets in equity instruments	Level 1	Share price on an active market as of the reporting date
Interest rate swaps and other financial instruments	Level 2	Discounted cash flows on the basis of yield curves observable on the market on the valuation date and the contractually agreed interest rates
Fixed-interest loan liability	Level 2	Discounted cash flows on the basis of yield curves observable on the market on the valuation date

At the end of the respective reporting period, the Group determines whether transfers have occurred between the hierarchy levels by checking the classification (based on the input parameter of the lowest level that is essential for the overall fair value measurement).

The Group recognises reclassifications between different levels of the fair value hierarchy at the end of the reporting period in which the changes occurred.

There were no reclassifications between the individual hierarchy levels in the reporting periods under review.

C.20 Significant discretionary decisions and estimates

In applying the accounting policies, the management made judgements that have a significant effect on the amounts recognised in the consolidated financial statements. Accordingly, in preparing the consolidated financial statements, certain assumptions and estimates have to be made that affect the amount and presentation of the assets and liabilities, income and expenses and contingent liabilities recognised in the balance sheet for the period under review.

The assumptions and estimates are based on premises that reflect the current state of knowledge.

The most important forward-looking assumptions and other key sources of estimation uncertainty as at the reporting date, which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial years, are discussed below.

ESTIMATES WITHIN THE SCOPE OF PURCHASE PRICE ALLOCATIONS

In the context of company acquisitions, estimates are generally made regarding the determination of the fair value of the acquired assets and liabilities. Land, buildings and technical equipment and machinery are generally valued by an independent expert, while marketable securities are recognised at their fair value. Expert opinions on the fair values of property, plant and equipment are subject to certain uncertainties due to the use of necessary assumptions. If intangible assets exist, the fair value is determined using appropriate valuation methods, which are generally based on a forecast of all future cash flows. Depending on the type of asset as well as the availability of information, different valuation techniques that can be differentiated according to cost, market price and capital value-oriented methods are used. The capital value-oriented method is to be emphasised due to its special significance in the valuation of intangible assets. The determination of values for intangible assets calls for estimates of the economic useful lives in particular, since these are subject to certain uncertainties due to the use of assumptions. Likewise, when determining the fair values of contingent liabilities, assumptions must be made about their probable occurrence. These assumptions are also subject to certain uncertainties due to their nature.

DETERMINATION OF USEFUL LIVES OF PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

When estimating the useful life of assets, Blue Cap is guided by past experience. However, due to accelerated technological progress, there is a possibility that faster depreciation may become necessary, for example.

EXPECTED CREDIT LOSSES

In estimating the amount of risk provisions for receivables, the management is guided by historical default rates and converts these into expected default rates. The estimates with regard to the future development are partly subjective assessments with regard to the creditworthiness of the customers. These are therefore subject to an inherent uncertainty of judgement.

IMPAIRMENT LOSSES ON GOODWILL

As part of the impairment tests, assumptions are made regarding the discount rates used, future cash flows and growth rates, which are based on management estimates.

LEASE RELATIONSHIPS

If the interest rate on which the lease is based is not known to the Group, a term-equivalent, country-specific and currency-specific risk-equivalent incremental borrowing rate is calculated for each lease.

According to the management's assessment, no differentiated credit risk premiums need to be taken into account for individual subsidiaries, subdivisions or segments of the Group, as there are no significant differences with regard to credit risk. The credit risk premium is derived on the basis of the Group's individual credit rating.

Certain leases in the Group include renewal and termination options. In determining the term of leases, the Group considers all relevant facts and circumstances that provide an economic incentive to exercise or not exercise renewal or termination options.

DEFERRED TAX ASSETS FOR TAX LOSS CARRYFORWARDS

Deferred tax assets are recognised for tax loss carryforwards to the extent that it is considered probable that the related tax benefit will be recovered through future taxable profits based on the management's profit forecasts for the Group entities.

PROVISIONS

Provisions differ from liabilities in terms of uncertainties about the timing or amount of expenditure required in the future. A provision is recognised when the entity has a current obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the obligation amount can be reliably estimated (see IAS 37.14).

Due to differing economic and legal assessments and the difficulties in determining the probability of occurrence, there are considerable uncertainties in recognition and measurement.

Actuarial assumptions must be made for the valuation of pension provisions. These assumptions depend on the individual assessments of the management.

ASSETS HELD FOR SALE

Assets held for sale are measured at the lower of carrying amount and fair value less costs to sell. The determination of fair value less costs to sell requires the management to make estimates and judgements that are subject to uncertainty.

REVENUE RECOGNITION

The determination of the amount and timing of revenue from contracts with customers is subject to the discretion of the entity under IFRS 15.

In the case of contracts for assets to be performed over a period of time, the cost-to-cost input method is generally applied since the company believes that the costs incurred within the scope of the project provide a true and fair view of the performance. Insofar as a loss is expected from orders, this must be immediately recognised in full in the income statement. With regard to the amount and time horizon of the expected expenses, there are by nature valuation uncertainties that can significantly influence the result. Contracts for serial products that meet the criteria for time-based revenue recognition, on the other hand, are usually measured using the output method, since in these cases the units created or delivered provide a true and fair view of the performance of the service. For time-based services, performance takes place when the service is rendered. In the case of contracts fulfilled at a certain point in time, the transfer of the power of disposition over the property is taken as the basis. As a rule, the agreed Incoterms are used to assess the transfer of control.

D. Notes to the consolidated income statement

D.1 Revenue

The Blue Cap Group's revenue consists of income from contracts with customers. This is mainly made up of sales of goods, services rendered and revenue from contract manufacturing and customised products. The Blue Cap Group also generates a small amount of other revenue (primarily from the rental of real estate).

In accordance with IFRS 15, revenue is recognised over time or at a point in time and comprises the following for the reporting year and the comparative period:

EUR thousand	2024	2023
Revenue recognised over time	111,285	98,922
Revenue recognised at a point in time	94,612	119,792
Sales revenue	**205,897**	**218,714**

The geographical revenue breakdown is based on the customer's registered office as follows:

Geographical breakdown of revenue

EUR thousand	2024	%	2023	%
Germany	111,426	54.1	138,105	63.1
Rest of Europe	58,187	28.3	58,270	26.6
Third countries	36,284	17.6	22,339	10.2
Sales revenue	**205,897**		**218,714**	

D.2 Other income

Other income includes the following:

EUR thousand	2024	2023
Income from foreign currency conversion	1,022	1,045
Income relating to previous periods	488	548
Income from the disposal of non-current assets	274	814
Income from the reversal of provisions	752	1,587
Miscellaneous other income	1,573	1,129
Other income	**4,109**	**5,122**

The income and expenses from translation into the presentation currency of the consolidated financial statements included in other comprehensive income in the consolidated statement of comprehensive income can be found in the consolidated statement of changes in equity.

D.3 Cost of materials

The cost of materials includes the direct costs for materials and external services incurred in connection with the generation of revenue and comprises the following:

EUR thousand	2024	2023
Cost of raw materials, consumables and supplies, and purchased merchandise	–87,402	–103,250
Cost of purchased services	–15,262	–15,702
Cost of materials	**–102,663**	**–118,952**

D.4 Personnel expenses

EUR thousand	2024	2023
Wages and salaries	–45,041	–43,732
Social security costs and expenses for pension plans	–9,045	–8,953
Personnel expenses	**–54,086**	**–52,686**

The expense for retirement benefits amounted to EUR 246 thousand (previous year: EUR 211 thousand).
For defined contribution and other pension plans, the expense in the current period amounted to EUR 70 (previous year: EUR 57 thousand).

From reimbursements for short-time allowances and comparable payments in 2024, the Blue Cap Group collected EUR 80 thousand (previous year: EUR 154 thousand).

D.5 Other expenses

EUR thousand	2024	2023
Outgoing freight, commission and distribution costs	–4,788	–4,886
Advertising costs	–1,322	–1,397
Vehicle and travel expenses	–1,529	–1,469
Legal and consultancy costs	–4,364	–5,511
Training and temporary employment costs	–1,930	–1,269
Other rent, leasing and storage costs	–672	–362
Operating and maintenance costs for operating resources	–13,581	–11,727
Contributions, fees and insurance costs	–2,017	–1,904
Losses from the disposal of assets	–1,008	–33
Extraordinary and prior-period expenses	–1,064	–922
Expenses from currency translation	–566	–1,385
Miscellaneous other expenses	–2,284	–2,755
Other expenses	**–35,125**	**–33,619**

Extraordinary and prior-period expenses include legal and consultancy costs, costs for auditing services and write-offs of uncollectible receivables. Miscellaneous other expenses mainly relate to expenses for IT, communications, office supplies and other taxes.

For the 2024 financial year, the consolidated financial statements of Blue Cap AG recognise the fees of the auditor Rödl & Partner GmbH of EUR 442 thousand (previous year: Deloitte GmbH Wirtschaftsprüfungsgesellschaft, EUR 552 thousand) as operating expenses. The fees are broken down into costs for auditing services (EUR 434 thousand, previous year: EUR 450 thousand) and other confirmation related services (mainly for EEG (renewable energy act) certificates and covenant confirmations (EUR 8 thousand, previous year: EUR 102 thousand).

Rödl & Partner GmbH Wirtschaftsprüfungsgesellschaft, Munich, has audited the annual and consolidated financial statements of Blue Cap AG since the 2024 financial year. The responsible audit partner is Mr Andreas Appelt. The other signatory is Mr Ronald Hager.

D.6 Depreciation and amortisation, as well as impairment losses and reversals of impairment losses

Depreciation and amortisation mainly relates to intangible assets, property, plant and equipment and the associated right-of-use assets under leases.

In the financial year, impairment losses of EUR 1,250 thousand (previous year: EUR 5,000 thousand) were recognised on the goodwill of the Transline Group.

In the comparative period, impairment losses were recognised to a small extent on property, plant and equipment not in use and on a plot of land that was sold to third parties during the period in which the consolidated financial statements were prepared.

No reversals of impairment losses were made in the reporting year.

D.7 Impairment losses in accordance with IFRS 9

The reduction in impairment losses in accordance with IFRS 9 in 2024 compared to 2023 results mainly from reduced specific allowances on trade receivables and an adjusted risk provision.

D.8 Finance income and expenses

EUR thousand	2024	2023
Other interest and similar income from affiliated and associated companies	249	165
Miscellaneous other interest and similar income	1,300	971
Income from changes in fair value (FVTPL instruments)	99	231
Financing income	**1,648**	**1,367**
depreciation and amortisation on financial assets and securities	0	25
Interest and similar expenses from affiliated and associated companies	–8	0
Interest from leasing liabilities	–489	–395
Compounding interest expense	–180	–200
Miscellaneous other interest and similar expenses	–3,872	–3,878
Expenses from changes in fair value (FVTPL instruments)	–644	–612
Financing expenses	**–5,193**	**–5,059**

As in previous years, other interest and similar expenses mainly include interest from long-term liabilities to banks. In the current financial year, these amount to EUR 3,390 thousand (previous year: EUR 3,500 thousand).

In addition, other interest and similar expenses include interest for short-term liabilities to banks and factoring.

Interest and similar income from affiliated and associated companies results mainly from receivables from companies that are not included in the scope of consolidation for reasons of materiality.

Miscellaneous other interest and similar income mainly comprise interest from fixed-term deposits.

The interest income and expenses on financial instruments are distributed across the following valuation categories:

EUR thousand		2024	2023
Total interest income			
Amortised cost	AC	1,308	971
Fair Value OCI	FVOCI	0	0
Fair Value PL	FVTPL	99	231
Total interest expense			
Amortised cost	AC	–4,369	–4,273
Fair Value OCI	FVOCI	0	0
Fair Value PL	FVTPL	–644	–612

Interest expenses and interest income mainly result from financial instruments measured at amortised cost (AC).

D.9 Income tax

Other income taxes include:

EUR thousand	2024	2023
Current income taxes	–2,348	–2,149
Deferred income taxes	4,356	–120
Income taxes (expense (–) / income (+))	**2,008**	**–2,269**

TAX RECONCILIATION

The table below shows a reconciliation of the tax expense expected in the respective financial year to the tax expense reported in each case. The expected income tax rate of 33.0% (previous year: 33.0%) consists of a corporate income tax rate of 15.0% (previous year: 15.0%) plus a solidarity surcharge of 5.5% (previous year: 5.5%) and trade tax rate of 17.2% (previous year: 17.2%).

EUR thousand	2024	2023
Profit before taxes	–2,608	–18,152
Statutory tax rate (in %)	33.0	33.0
Expected expense (–)/income (+) for income taxes	**860**	**5,986**
Reasons for surpluses/shortfalls:		
Non-capitalised deferred taxes on temporary differences and loss carryforwards	–421	–2,867
Non-tax-deductible amortisation of goodwill	–412	–1,675
Other non-tax-deductible expenses incl. withholding tax	–113	–196
Tax-exempt income and expenses	–1,475	–3,581
Tax payments and refunds from previous years and other aperiodic tax effects	–94	–154
Subsequent recognition of deferred taxes on loss carryforwards	3,734	1
Tax rate differences	–75	131
Other effects	5	88
Reported expense (–)/income (+) for income taxes	**2,008**	**–2,269**

According to IAS 12.47, deferred tax assets and liabilities are to be measured using the tax rates expected to apply to the period in which the temporary difference is expected to reverse. The tax rates to be used are those that are valid or have been announced as at the balance sheet date.

D.10 Earnings per share

Earnings per share are as follows:

EUR thousand		2024	2023
Consolidated annual result after taxes, attributable to the owners of the parent company	**EUR thousand**	**13,260**	**–17,824**
Weighted average number of shares to calculate earnings per share			
Undiluted	No.	4,486,283	4,429,082
Diluted	No.	4,486,283	4,429,082
Earnings per share			
Undiluted	EUR	2.96	–4.02
Diluted	EUR	2.96	–4.02

E. Notes to the consolidated balance sheet

E.1 Goodwill

The acquisition costs of goodwill in the Blue Cap Group developed as follows in the 2024 financial year:

EUR thousand

As of 1 January 2024	**32,855**
Reclassification due to disposal of a subsidiary	108
As of 31 December 2024	**32,963**

EUR thousand

As of 1 January 2023	**32,855**
Addition from company mergers	0
As of 31 December 2023	**32,855**

For 2024, impairment losses on goodwill were recognised in the amount of EUR 1,250 (previous year: EUR 5,000 thousand).

The recognised impairment loss was fully attributable to the goodwill allocated to the cash-generating unit Transline Group.

Impairment losses on goodwill are recognised in the income statement under impairment losses and reversals of impairment losses.

The impairment losses related to goodwill developed as follows:

EUR thousand

As of 1 January 2024	**–9,302**
Impairment losses recognised in the financial year	–1,250
As of 31 December 2024	**–10,552**

EUR thousand

As of 1 January 2023	**–4,302**
Impairment losses recognised in the financial year	–5,000
As of 31 December 2023	**–9,302**

The carrying amount of goodwill is as follows:

EUR thousand

Carrying amount as of 31 December 2023	23,553
Carrying amount as of 31 December 2024	22,411

The goodwill of the HY-LINE Group was allocated to the HY-LINE Group cash-generating unit, which is part of the Business Services segment, for the purpose of impairment testing.

In the financial year, the HY-LINE Group cash-generating unit consists of HY-LINE Management GmbH, HY-LINE Holding GmbH, HY-LINE Technology GmbH and HY-LINE AG.

The goodwill of the Transline Group was allocated to the Transline Group, which is part of the Business Services segment, as a cash-generating unit for the purpose of impairment testing.

In the financial year, the cash-generating unit Transline Group consists of Blue Cap 14 GmbH, Transline Gruppe GmbH, Transline Deutschland GmbH, Transline Europe S.à r.l. as well as Interlanguage S.R.L.

The recoverable amount for the cash-generating units is the higher of value in use and fair value less costs to sell. The fair value is estimated by the discounted future cash flows of the cash-generating units. The fair value measurements were classified as Level 3 fair values based on the inputs to the valuation technique used. For the cash-generating units, the value in use is generally used as a basis.

The cash flow forecasts contained specific estimates for each cash-generating unit for three years, a subsequent rough planning period of two years, and a sustainable growth rate (perpetuity) for the period thereafter.

The discount rate used was the weighted average cost of capital (WACC) after corporate taxes, historically determined on the basis of a group of comparable companies (peer group). In the reporting year, this amounted to 9.1% for the HY-LINE Group and 6.8% for the Transline Group.

The applied sustainable growth rate for all cash-generating units is 1.5%.

The revenue growth rates forecast in the detailed planning phase are based on the detailed bottom-up planning of the significant legal entities included in cash-generating units and take into account order data from the past as well as industry-specific market information from external sources. In the rough planning period, the sales growth rates are determined with a view to the longer-term growth rates obtained from external sources.

The EBIT margins forecast in the detailed planning phase take into account past experience and current data from the respective order backlogs. In the rough planning period, average EBIT margins extrapolated from the past are used.

The sustainable growth rate was determined based on the assessment of long-term inflation expectations and is oriented to the assumptions that a market participant would make.

E.2 Intangible assets

EUR thousand	Internally generated intangible assets	Purchased concessions, industrial property rights and similar rights and assets	Rights to use intangible assets	Total
Acquisition or production costs				
As of 1 January 2023	**1,092**	**62,222**	**149**	**63,462**
Changes to the scope of consolidation	0	–1,118	0	–1,118
Reclassification	0	0	0	0
Additions	0	1,089	143	1,233
Disposals	0	–577	–143	–720
Exchange rate effects	0	–3	0	–3
As of 31 December 2023	**1,092**	**61,612**	**149**	**62,853**
As of 1 January 2024	**1,092**	**61,612**	**149**	**62,853**
Changes to the scope of consolidation	–921	–2,746	0	–3,668
Reclassification	177	–108	0	68
Additions	0	674	189	863
Disposals	0	–138	0	–138
Exchange rate effects	0	7	0	7
As of 31 December 2024	**347**	**59,293**	**345**	**59,985**

EUR thousand	Internally generated intangible assets	Purchased concessions, industrial property rights and similar rights and assets	Rights to use intangible assets	Total
Accumulated amortisation and impairment losses				
As of 1 January 2023	**–589**	**–23,208**	**–128**	**–23,925**
Changes to the scope of consolidation	0	1,045	0	1,045
Reclassification	0	0	0	0
Disposals	0	1	132	133
Depreciation and amortisation	–78	–6,407	–54	–6,539
Impairment losses/reversal of impairment losses	0	–32	0	–32
Exchange rate effects	0	1	0	1
As of 31 December 2023	**–667**	**–28,600**	**–50**	**–29,317**
As of 1 January 2024	**–667**	**–28,600**	**–50**	**–29,317**
Changes to the scope of consolidation	555	2,421	0	2,976
Reclassification	0	0	0	0
Disposals	0	5	18	23
Depreciation and amortisation	–71	–5,441	–120	–5,632
Impairment losses/reversal of impairment losses	0	0	0	0
Exchange rate effects	0	–3	0	–3
As of 31 December 2024	**–183**	**–31,618**	**–152**	**–31,954**
Carrying amounts				
31 December 2023	425	33,012	99	33,536
31 December 2024	164	27,675	193	28,032

The disposals from changes to the scope of consolidation mainly result from the deconsolidations of the Neschen Group and nokra (previous year: Knauer-Uniplast Group).

Scheduled depreciation in the amount of EUR 5,632 thousand (previous year: EUR 6,539 thousand) are shown in the consolidated income statement under the item “Depreciation and amortisation”. The portion attributable to Neschen and nokra in the amount of EUR 210 thousand (previous year: EUR 306 thousand) is not recognised in the consolidated income statement but is allocated to discontinued operations.

No impairment losses on intangible assets were recognised in the current financial year (previous year: EUR 32 thousand). No reversals were recognised in the periods presented.

There were no purchase commitments for intangible assets on the balance sheet date or on the previous year’s balance sheet date.

No intangible assets were pledged as collateral for liabilities in the financial year or in previous year.

The rights to use intangible assets mainly relate to software required for the operations of the Group companies.

E.3 Property, plant and equipment

EUR thousand	Land and buildings	Technical equipment and machinery	Operating and office equipment	Prepayments and assets under construction	Rights of use for land and buildings	Rights of use for technical equipment and machinery	Rights of use for operating and office equipment	Total
Acquisition or production costs								
As of 1 January 2023	**64,936**	**140,090**	**37,424**	**0**	**24,218**	**12,407**	**5,600**	**284,676**
Changes to the scope of consolidation	−14,610	−59,075	−12,907	0	−34	−1,058	−262	−87,947
Reclassification	0	740	74	0	0	0	0	814
Additions	358	1,466	2,102	47	3,212	1,995	2,506	11,685
Disposals	1,543	−691	−172	0	−61	−2,248	−2,895	−4,524
Exchange rate effects	−6	−82	5	0	−14	−17	6	−108
As of 31 December 2023	**52,221**	**82,449**	**26,425**	**47**	**27,320**	**11,079**	**4,955**	**204,596**
As of 1 January 2024	**52,221**	**82,449**	**26,425**	**47**	**27,320**	**11,079**	**4,955**	**204,596**
Changes to the scope of consolidation	−11,012	−3,194	−2,513	0	−2,490	−1,284	−1,243	−21,735
Reclassification	0	0	41	−75	0	0	0	−34
Additions	3,111	760	2,044	344	−72	138	2,641	8,966
Disposals	0	−985	−369	−156	−3,607	−282	−1,380	−6,780
Exchange rate effects	10	156	27	0	88	48	−2	327
As of 31 December 2024	**44,331**	**79,186**	**25,756**	**160**	**21,239**	**9,699**	**4,970**	**185,340**

EUR thousand	Land and buildings	Technical equipment and machinery	Operating and office equipment	Prepayments and assets under construction	Rights of use for land and buildings	Rights of use for technical equipment and machinery	Rights of use for operating and office equipment	**Total**
Accumulated amortisation and impairment losses								
As of 1 January 2023	**–34,995**	**–114,869**	**–31,665**	**0**	**–10,661**	**–6,667**	**–3,256**	**–202,113**
Changes to the scope of consolidation	8,550	48,804	11,541	0	22	362	36	69,314
Reclassification	0	0	0	0	0	0	0	0
Disposals	–1,550	748	71	0	186	3,553	2,721	5,728
Depreciation and amortisation	–1,353	–4,541	–1,480	0	–3,559	–2,233	–1,620	–14,786
Impairment losses/reversal of impairment losses	0	–13	–3	0	–900	0	0	–916
Exchange rate effects	5	63	–8	0	–1	5	–2	62
As of 31 December 2023	**–29,343**	**–69,806**	**–21,544**	**0**	**–14,913**	**–4,981**	**–2,122**	**–142,709**
As of 1 January 2024	**–29,343**	**–69,806**	**–21,544**	**0**	**–14,913**	**–4,981**	**–2,122**	**–142,709**
Changes to the scope of consolidation	2,496	1,990	1,884	0	1,615	875	467	9,327
Reclassification	0	0	0	0	0	0	0	0
Disposals	0	9	127	0	2,037	1,616	1,262	5,051
Depreciation and amortisation	–1,023	–2,841	–1,308	0	–3,217	–1,967	–1,538	–11,895
Impairment losses/reversal of impairment losses	0	0	0	0	0	0	0	0
Exchange rate effects	–9	–118	–15	0	–70	–18	0	–230
As of 31 December 2024	**–27,879**	**–70,766**	**–20,857**	**0**	**–14,549**	**–4,476**	**–1,931**	**–140,456**
Carrying amounts								
31 December 2023	22,878	12,643	4,981	47	12,407	6,098	2,833	**61,887**
31 December 2024	16,452	8,421	4,899	160	6,690	5,223	3,039	**44,885**

The disposals from changes to the scope of consolidation mainly result from the deconsolidation of the Neschen Group and nokra (previous year: Knauer-Uniplast Group).

Depreciation and amortisation of property, plant and equipment and rights of use for property, plant and equipment amounting to EUR 11,895 thousand (previous year: EUR 14,786 thousand) are shown in the consolidated income statement under the item "Depreciation and amortisation". The portion attributable to Neschen and nokra in the amount of EUR 1,399 thousand (previous year: EUR 2,584 thousand) is not recognised in the consolidated income statement but is allocated to discontinued operations.

No impairment losses were recognised on property, plant and equipment (previous year: EUR 916 thousand).

The Blue Cap Group has concluded several real estate leasing contracts. These are mainly contracts for domestic production real estate as well as the leases for the foreign sales offices and the local distribution warehouses.

In the area of technical equipment and machinery, the Group mainly has leases for production machinery and technical equipment required for operations.

The rights of use in the area of operating and office equipment include, but are not limited to, vehicle leasing and various necessary office equipment.

E.4 Financial investments accounted for using the equity method

As of 31 December 2024, as in the previous year, one affiliated company over which Blue Cap Group has significant influence – though not control – through participation in the financial and operating policies, is accounted for in the consolidated financial statements using the equity method of accounting.

		Shareholding in %	
Company	Registered office	31 December 2024	31 December 2023
inheco Industrial Heating and Cooling GmbH	Martinsried	42.0	42.0

EUR thousand	2024	2023
Share of profit/loss (–) attributable to Blue Cap AG shareholders	197	–2,465

For reasons of materiality, no further disclosures are made.

More detailed information can be found in the financial statements of inheco Industrial Heating and Cooling GmbH published in the electronic Federal Gazette.

The investment in the company described facilitates the strategic orientation of the Group.

E.5 Other non-current financial assets

Interest rate hedges were concluded as part of the acquisition financing for the purchase of the Transline Group. There are also interest rate hedges from the acquisition of the HY-LINE Group. These non-current derivatives are presented in other non-current financial assets as at the reporting date in the total amount of EUR 395 thousand (previous year: EUR 708 thousand).

The additional other non-current financial assets relate mainly to deposits paid for properties rented in Germany and abroad (office, warehouse and production properties).

In addition, the Group holds an interest-bearing loan receivable from the Knauer-Uniplast Group. The Knauer-Uniplast Group was sold in 2023. As at 31 December 2024, the loan receivable is valued at EUR 3,500 thousand.

E.6 Other non-current non-financial assets

The other non-current non-financial assets amounted to EUR 1,657 thousand as of the reporting date (previous year: EUR 2,523 thousand). As at the reporting date, the item consists mainly of advance payments made on various items of property, plant and equipment.

E.7 Deferred tax assets and liabilities

The total amounts of deferred tax assets and liabilities result from the following items:

	31 December 2024		31 December 2023	
EUR thousand	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities
Intangible assets	16	–8,316	630	–8,967
Property, plant and equipment	1,381	–6,645	1,894	–8,721
Inventories	2,117	–41	2,692	–44
Contract assets and contract liabilities	0	–1,928	257	–2,605
Other financial assets	25	–804	2,088	–3,660
Other non-financial assets	0	0	16	–1,049
Provisions for pensions and similar obligations	709	0	792	–140
Other provisions	211	–48	1,371	0
Financial liabilities	4,278	–246	6,291	–785
Other non-financial liabilities	15	–372	0	0
Loss carry-forwards	4,432	0	529	0
Deferred taxes before netting out	**13,184**	**–18,401**	**16,560**	**–25,970**
Netting out	–10,513	10,513	–13,103	13,103
Deferred taxes after netting out	**2,671**	**–7,887**	**3,457**	**–12,867**

Deferred tax assets were recognised on loss carryforwards of the parent company and subsidiaries to the extent that tax planning provides for their utilisation in subsequent years.

For corporate income tax loss carryforwards in the amount of EUR 3,457 thousand (previous year: EUR 17,118 thousand), and trade tax loss carryforwards amounting to EUR 2,626 thousand (previous year: EUR 13,745 thousand) no deferred tax assets have been booked due to the lack of foreseeability of their use.

E.8 Inventories

EUR thousand	31 December 2024	31 December 2023
Raw materials, consumables and supplies	7,398	9,319
Unfinished goods, services in progress	2,300	4,326
Finished goods and merchandise	8,997	15,140
Inventories	**18,695**	**28,784**

The impairment losses recognised on inventories in the current financial year amount to EUR 2,934 thousand (previous year: EUR 2,510 thousand). The impairment takes into account marketability, age and all apparent storage and inventory risks.

The change in inventories in relation to the reference date results in the amount of EUR 8,062 thousand from the disposal of the Neschen Group as well as nokra Optische Prüftechnik und Automation GmbH. In addition, the Group's intensified working capital management had a reducing effect on the level of inventories.

Inventories with a carrying amount of EUR 378 thousand (previous year: EUR 3,602 thousand) have been pledged as collateral for certain overdraft facilities of the Group.

The Blue Cap Group does not hold any long-term inventories in the current reporting year.

E.9 Contract assets and contract liabilities

The table below shows the opening and closing balances of contract assets and contract liabilities from contracts with customers:

EUR thousand	31 December 2024	31 December 2023
Long-term contract assets	0	0
Current contract assets	9,561	7,899
Long-term contract liabilities	0	0
Current contract liabilities	58	627

In the year 2024 and in the comparative period, no impairment losses were recognised on contract assets in accordance with IFRS 9.

The performance obligations not fulfilled in full or in part at the end of the period under review are allocated a total transaction price of EUR 8,398 thousand (previous year: EUR 10,047 thousand). The Blue Cap Group is expecting these performance obligations to be fulfilled in the amount of EUR 3,144 thousand (previous year: EUR 3,500 thousand) in the subsequent period and in the amount of EUR 5,253 thousand (previous year: EUR 6,548) thousand in the periods thereafter.

E.10 Trade receivables

EUR thousand	31 December 2024	31 December 2023
Trade receivables	16,089	27,316
Less expected credit losses	–456	–362
Trade receivables	**15,633**	**26,954**

As at the balance sheet date, there is a maximum default risk in the amount of the carrying amount. Trade receivables are non-interest bearing and consist of contracts with third parties.

Trade receivables do not include any receivables with a term of more than one year in the periods presented.

The Blue Cap Group applies the simplified approach under IFRS 9 to measure expected credit losses for trade receivables.

To measure expected credit losses, trade receivables were analysed based on historical experience. The expected loss rates are based on the historical payment profiles prior to 31 December 2024 or previous year reporting dates and the corresponding historical defaults for those periods. The Blue Cap Group adjusts these loss rates if current information has a significant impact on the payment profiles of the customers or future economic circumstances and events make this necessary.

The following table shows the development of risk provisioning for trade receivables in accordance with IFRS 9 in 2024 and the comparative period:

EUR thousand	31 December 2024	31 December 2023
Risk provisioning as at 1 January	362	93
Contributions	47	354
Other changes	31	0
Utilisation	0	–2
Liquidation	–58	–79
Change in scope of consolidation	74	–5
Risk provisioning as at 31 December	**456**	362

FACTORING AGREEMENTS

The Blue Cap Group has sold trade receivables with a carrying amount of EUR 3,879 thousand (previous year: EUR 4,419 thousand) to third parties on the basis of factoring agreements under which no material opportunities and risks remain for the Group. Accordingly, these receivables were derecognised pursuant to IFRS 9.3.2.6 (a).

E.11 Other current financial assets

Other current financial assets include, among things, security deposits, accounts receivable from creditors and other loans.

E.12 Income tax receivables

Income tax receivables essentially comprise claims for domestic corporate income tax and trade tax refunds.

E.13 Other current non-financial assets

EUR thousand	31 December 2024	31 December 2023
Advance payments on inventories	299	1,062
Receivables from value added tax and other taxes	1,071	852
Receivables from welfare benefits, levies and other statutory entitlements	40	38
Other receivables from employees (advances)	46	54
Miscellaneous other non-financial assets	3,054	2,666
Miscellaneous other non-financial assets	**4,510**	**4,672**

The miscellaneous other non-financial assets mainly comprise other assets and accruals.

E.14 Cash and cash equivalents

Bank balances bear interest mainly at variable rates for deposits redeemable on demand and at fixed rates for time deposits. Short-term deposits are made for varying periods of time, ranging from one day to three months, depending on the Group's cash requirements. These bear interest at the interest rates applicable to short-term deposits. The fair values of cash and cash equivalents correspond to the carrying amounts.

As at the reporting date of 31 December 2024, the cash and cash equivalents shown include a fixed-term deposit account of EUR 2,600 thousand deposited with a bank as collateral for a loan (previous year: EUR 2,800 thousand). The credit balance attracts interest at market rates on an ongoing basis. These means of payment can only be used to a limited extent until the loan has been repaid.

E.15 Assets held for sale

As in the previous year, no assets were held for sale as at 31 December 2024.

E.16 Subscribed capital

As at 31 December 2024, the company's share capital amounted to EUR 4,486 thousand (previous year: EUR 4,486 thousand). This amount is divided into 4,486,283 (previous year: 4,486,283) no-par value bearer shares. The proportionate amount of the share capital attributable to each no-par value share is EUR 1.00.

The Annual General Meeting of 3 July 2020 resolved to create a new Authorised Capital (Authorised Capital 2020/I). Accordingly, the Management Board was authorised in the period leading up to 30 June 2025 to increase the share capital of the company, with the consent of the Supervisory Board, by up to EUR 700 thousand through one or several issues of new no-par value bearer shares (ordinary shares) against cash contributions and/or contributions in kind (Authorised Capital 2020/I).

The Annual General Meeting of 25 June 2021 resolved to create a new Authorised Capital (Authorised Capital 2021/I). Accordingly, the Management Board was authorised in the period leading up to 31 May 2026 to increase the share capital of the company, with the consent of the Supervisory Board, by up to EUR 500 thousand through one or several issues of new no-par value bearer shares (ordinary shares) against cash contributions and/or contributions in kind (Authorised Capital 2021/I).

The Annual General Meeting of 29 June 2022 resolved to create a new Authorised Capital (Authorised Capital 2022/I). Accordingly, the Management Board was authorised in the period leading up to 28 June 2027 to increase the share capital of the company, with the consent of the Supervisory Board, by up to EUR 440 thousand through one or several issues of new no-par value bearer shares (ordinary shares) against cash contributions and/or contributions in kind (Authorised Capital 2022/I). In addition, a resolution was made to amend Section 4 (Authorised Capital) of the Articles of Association.

By resolution of the Annual General Meeting on 29 June 2022 the Management Board is authorised in the period leading up to 28 June 2027 to acquire own shares up to 10% of the share capital existing at the time of the resolution of the Annual General Meeting or – if this value is lower – at the time the authorisation is exercised.

By resolution of the Annual General Meeting of 29 June 2022, the Management Board is authorised in the period leading up to 28 June 2027, with the consent of the Supervisory Board, to establish a share option programme for the issue of share options with subscription rights to shares in Blue Cap AG for members of the Management Board as well as for selected executives and other top performers of the Blue Cap AG.

Also by resolution of the Annual General Meeting on 29 June 2022, the company's share capital was conditionally increased by up to EUR 439,629 by issuing up to 439,629 no-par value bearer shares (Conditional Capital 2022/I). The Contingent Capital 2022 serves to secure subscription rights from share options issued by Blue Cap AG in the period from 29 June 2022 to 28 June 2027 on the basis of the authorisation granted by the Annual General Meeting of Blue Cap AG on 29 June 2022. The contingent capital increase will be implemented only to the extent that share options are issued and the holders of these share options exercise their subscription rights to shares in the company and the company does not optionally grant treasury shares in fulfilment of the subscription rights.

The Annual General Meeting held on 23 June 2023 resolved to distribute an amount of EUR 0.90 per dividend-bearing no-par value share. At the option of the shareholders, the dividend to be distributed was paid either exclusively in cash or partly in cash and partly in the form of Blue Cap AG shares. Shareholders holding a total of 70% of the share capital have chosen the stock dividend. Consequently, dividend entitlements totalling EUR 1,969,766.78 were exchanged for new shares in Blue Cap AG (contribution in kind of pro rata dividend entitlements for the 2022 financial year). Entering the execution of the capital increase in the commercial register increases the company's share capital to EUR 4,486 thousand.

E.17 Share-based payment

Starting on 1 January 2023, the Group has issued virtual share appreciation rights to senior employees of the Group holding company Blue Cap AG. Once the agreed holding period expires, these rights commit the Group to pay in cash a positive difference between the price of the underlying Blue Cap AG share plus dividends paid during the holding period at the agreed exercise date on the one hand and the previously agreed base price of the shares on the other.

As virtual shares, these share appreciation rights or "phantom stocks" do not constitute a shareholding under company law. Neither do they confer any rights to information, participation rights or voting rights or any participation in the annual result under company law.

This issue of virtual share-based share appreciation rights serves to commit employees to the company over the long term.

The fair value of the share appreciation rights is determined on the reporting date using a Black-Scholes model using the following parameters:

EUR thousand	31 December 2024
Weighted average share price (EUR)	18.02
Weighted average exercise price (EUR)	24.91
Expected volatility (%)	8.4
Expected term (years)	2
Risk-free interest rate (%)	**2.5**

The expected volatility was determined by calculating the historical volatility of Blue Cap AG's share price over the last four years. The expected term used in the model was adjusted for the effects of non-transferability, exercise restrictions and behavioural considerations on the basis of management's best estimate.

The development of the phantom shares allocated to employees for the financial year is as follows:

Number of SARs (in thousands)

	31 December 2024
As of 31 December 2023	8.5
Granted during the period under review	0.0
Forfeited during the period under review	0.0
Exercised during the period under review	0.0
Expired during the period under review	0.0
As of 31 December 2024	**8.5**

The weighted average exercise price of the SARs recognised as at 31 December 2023 is EUR 24.91 per SAR. In the 2024 financial year, no further appreciation rights were issued to key employees.

During the period under review, the Group recognised expenses for the formation of a provision for share appreciation rights for employees in the amount of EUR 0 thousand (2023: EUR 1 thousand)

As at 31 December 2024, the Group reported liabilities for share-based payments from the remuneration programme described above in the amount of EUR 1 thousand (31 December 2023: EUR 1 thousand).

The Management Board of Blue Cap AG was also allocated virtual share appreciation rights starting on 1 January 2023. The fair value of these phantom shares issued in the 2023 financial year is determined in the same way as the phantom shares of Blue Cap AG employees. For further details, please refer to the section on **Remuneration of the executive bodies**.

E.18 Capital reserve

On the reporting date, the capital reserve amounted to EUR 17,545 (previous year: EUR 17,545 thousand).

E.19 Other equity components

The other equity components consist of the reserves for remeasurements of defined benefit plans, the currency translation reserve, and the reserve for changes in the fair value of equity instruments at fair value through other comprehensive income. The change in other equity components can be seen in the statement of changes in equity.

E.20 Retained earnings

The change in retained earnings can be seen in the statement of changes in equity.

In the 2024 financial year, a dividend amounting to EUR 0.65 thousand (previous year: EUR 0.90) per share was paid out to the shareholders.

E.21 Non-controlling interests

The development of non-controlling interests can be seen in the statement of changes in equity.

HY-LINE Management GmbH acquired shares from a total of three departing shareholders in the 2024 financial year and therefore holds 2.3% of its own shares as at the reporting date. This changes Blue Cap AG's pro rata shareholding in HY-LINE Management GmbH, which amounts to 97.7% as at the reporting date. The share of non-controlling interests changes accordingly.

In addition, the stake in nokra Optische Prüftechnik und Automation GmbH, in which Blue Cap AG held a 90% stake, was sold in the 2024 financial year. The sale changes the proportion of non-controlling interests accordingly.

E.22 Provisions for pensions and similar obligations

Provisions for pension obligations are formed on the basis of pension plans for commitments to retirement, invalidity and survivors' benefits. The commitments are based on both company agreements and individual commitments. The benefits vary according to the legal, tax and economic circumstances of the country concerned and generally depend on the length of service and remuneration of the employees. The domestic pension obligations include commitments for lifelong monthly pension payments as well as payments as a lump sum. The foreign pension obligations mainly relate to the locations in Italy, Switzerland and France and are based on legal obligations. When employees leave the company, corresponding pension payments must be made on the basis of this obligation.

Pension obligations from defined benefit plans are measured in accordance with IAS 19 using the projected unit credit method, taking into account future salary and pension increases as well as other benefit and portfolio adjustments. The provision for defined benefit plans recognised in the balance sheet corresponds to the present value of the earned share of the beneficiaries' pension benefits, less the fair value of the plan assets on the balance sheet date. If there is an asset surplus at the level of an individual pension plan, the recognition of the net asset value is limited to the present value of the economic benefits associated with the plan asset surplus (so-called "asset ceiling").

The development of pension obligations and plan assets from defined benefit plans is as follows:

Defined benefit obligations (DBO)

EUR thousand	31 December 2024	31 December 2023
Cash value of defined benefit obligations	7,184	7,765
Adjustment due to asset ceiling	378	792
Fair value of plan assets	–2,160	–3,183
Net liability from defined benefit obligations	**5,402**	**5,374**

Plan assets at fair value

EUR thousand	2024	2023
As of 1 January	**3,183**	**2,774**
Return on plan assets less typical interest rate	–1,023	409
As of 31 December	**2,160**	**3,183**

The plan assets used to finance the obligations consist exclusively of reinsurance policies.

Composition of the cash value of the defined benefit obligations

EUR thousand	2024	2023
As of 1 January	**7,765**	**8,892**
Cost of services	124	193
Interest expense	290	278
Actuarial gains and losses	535	–954
Benefits paid/repayments	–1,654	429
Changes in scope of consolidation	0	–422
Other	125	–650
As of 31 December	**7,184**	**7,765**

Blue Cap is exposed to general actuarial risks and interest rate risk in connection with the defined benefit pension plans. The calculations of the benefit obligations were based on the following actuarial assumptions:

	Actuarial interest (in %)	Salary trends (in %)	Pension trends (in %)	Fluctuation	Mortality tables
2024	3.27–3.56	0–2.5	1.0–2.5	Mercer-specific tables	RT Heubeck 2018 G
2023	3.43–4.5	0–2.5	1.0–2.5	Mercer-specific tables	RT Heubeck 2018 G

The assumption on the long-term rate of return on plan assets is based on the insurance company's notification and the underlying investments in fixed-income securities (including federal bonds and debentures). The selection of issuers takes into account the individual rating by international agencies and the equity capitalisation of the issuers, among other things.

The future amount of the financing interest rate and thus of the pension obligations depends in particular on the development of the discount rate. A sensitivity analysis was therefore conducted on the discount rate. This is based on the assumption that all other value-determining factors remain unchanged. A reduction of the discount rate by 25 basis points would lead to an increase in the cash value of the defined benefit obligation in the amount of EUR 1,544 thousand (previous year: EUR 337 thousand). In contrast, an increase in the discount rate by 25 basis points would reduce the present value by EUR 1,670 thousand (previous year: EUR 309 thousand). For the Blue Cap Group, therefore, there is an overall subordinate risk from the pension commitments and the reinsurance assets.

The expected pension payments within the next twelve months amount to EUR 395 thousand (previous year: EUR 403 thousand). The average term of the pension obligations is 11.8 years (previous year: 11.8 years).

The expected contributions to plan assets within the next twelve months amount to EUR 239 thousand (previous year: EUR 242 thousand).

E.23 Other provisions

Other provisions developed as follows:

EUR thousand	Other personnel-related provisions	Impending losses and onerous contracts	Miscellaneous other provisions	Total
As of 1 January 2024	**121**	**642**	**2,298**	**3,061**
of which short-term	0	642	1,177	1,819
of which long-term	121	0	1,121	1,242
Changes to the scope of consolidation	0	0	–650	–650
Contributions	295	0	1,826	2,121
Utilisation	–84	–71	–631	–785
Liquidation	0	–218	–534	–752
Other change	0	0	–2	–2
As of 31 December 2024	**333**	**353**	**2,307**	**2,993**
of which short-term	0	353	1,550	1,903
of which long-term	333	0	757	1,090

E.24 Income tax liabilities

Income tax liabilities mainly relate to domestic liabilities from corporate income tax and trade tax.

E.25 Trade payables

As in previous years, trade payables for the financial year are due solely to third parties and are secured to the extent customary in the industry through retention of title by suppliers.

As at the reporting date and in previous periods, there were no trade payables with a remaining term of more than twelve months.

E.26 Other financial liabilities

The other financial liabilities are broken down by maturity as follows:

	31 December 2024			31 December 2023		
EUR thousand	Current	Non-current	Total	Current	Non-current	Total
Liabilities to banks	33,840	25,562	59,402	21,738	53,345	75,083
of which from loan agreements	28,764	25,562	54,327	12,216	53,345	65,561
of which from current account agreements	5,075	0	5,075	9,522	0	9,522
Lease liabilities	6,746	8,733	15,479	7,752	14,770	22,522
Other loan liabilities	0	0	0	92	0	92
Remaining other financial liabilities without borrowings	1,623	5,705	7,327	1,846	5,142	6,988
Other financial liabilities	**42,208**	**40,000**	**82,208**	**31,429**	**73,257**	**104,686**

Non-current liabilities to banks consist of annuity, redemption and bullet loans with an interest rate range of 1.2% to 6.8% (previous year: 1.2% to 6.8%). The average interest rate weighted across the credit volume is 5.8% (previous year: 3.5%). The residual term of the main loans, weighted by the credit volume, is four years.

Covenants have been agreed for some of the liabilities to banks. If such covenants are not fulfilled as at the balance sheet date, the corresponding liabilities will be reported as current until a corresponding agreement has been reached with the bank concerned.

As of the balance sheet date, the agreed covenants were not met for secured liabilities to banks in the amount of EUR 10,444 thousand, and these are therefore reported as current. In addition, as at the balance sheet date, there was a payment default in the amount of interest due and a repayment of over EUR 600 thousand. Following negotiations with the financing bank, Blue Cap AG acquired the bank's corresponding loan receivables at a significant discount on the residual value in the first quarter of 2025, thereby significantly reducing external financing. It is assumed that all covenants can be complied with in the new financial year.

For the 2025 financial year, contractual redemption payments from loan agreements in the amount of EUR 28,764 thousand are to be made. In addition to guarantees by Blue Cap AG, the following collateral was provided:

EUR thousand	31 December 2024	31 December 2023
Real estate liens	15,896	22,646
Other liens	2,600	2,800
Transfer by way of security	378	3,604
Global assignment	9,494	14,067

According to the information available, the Group will be able to fulfil its obligations in all cases.

As at the reporting date, the Group had undrawn credit lines in the amount of EUR 11,275 thousand (previous year: EUR 15,290 thousand), all necessary conditions for the utilisation thereof being fulfilled.

LEASE LIABILITIES

The expense for short-term leases and low-value leases, which are not to be recognised as a lease liability, is composed as follows.

EUR thousand	2024	2023
Short-term leases	3	13
Low-value leases	113	129
Total	**116**	**142**

The total obligation ensuing from these leases amounts to EUR 358 thousand (previous year: EUR 224 thousand).

The total cash outflow from leases in the financial year and previous years consists of payments for repayments, interest, payments for short-term leases and payments for leases with a low underlying value. These break down as follows:

EUR thousand	2024	2023
Total cash outflow from leases	6,844	6,862
of which redemption payments	6,194	6,375
of which interest payments	420	260
of which payments for short-term leases	60	23
of which payments for low value leases	170	205

The table below shows the maturity analysis of the future lease payments (undiscounted) underlying the lease liabilities:

	Minimum leasing payments			
EUR thousand	≤1 year	>1–5 years	>5 years	Total
Future lease payments as at 31 December 2024	5,863	8,924	179	14,965

The lease liabilities are generally secured by the leased assets underlying the leases.

E.27 Other current non-financial liabilities

EUR thousand	31 December 2024	31 December 2023
VAT liabilities	928	1,968
Other tax liabilities	346	546
Social security liabilities	745	746
Personnel-related liabilities	2,968	3,586
Miscellaneous other liabilities	151	1,081
Other non-financial liabilities	**5,137**	**7,927**

All current, non-financial liabilities have a remaining term of up to one year.

The personnel-related liabilities consist of obligations for wages and salaries, employee bonuses and holiday entitlements.

F. Segment reporting

The information provided to the Management Board of the Blue Cap Group, as "Chief Operating Decision Maker" for the purposes of resource allocation and the assessment of segment performance, focuses on the industrial sectors of the respective portfolio companies. The presentation of segment reporting is consistent with the management approach, and is based on the internal organisational and reporting structures.

The individual segments represent different business areas with different products and services and are managed separately. The legal entities can all be clearly assigned to a segment.

The companies belonging to the con-pearl Group and the H+E Group are allocated to the Plastics segment. The companies of the Planatol Group form the Adhesives & Coatings segment. The HY-LINE Group and the Transline Group make up the Business Services segment. Blue Cap AG and other holding and shelf companies are allocated to the Others segment. Further information on the segments and the affiliated companies can be found in the combined group management report.

The sales revenues of the Others segment mainly result from allocations that are offset and consolidated within the Blue Cap Group.

Revenues between segments are offset at standard market prices. The accounting policies of the reportable segments correspond to the principles and methods presented in the section "Accounting policies".

The Group’s reportable segments in accordance with IFRS 8 are as follows for the periods under review and comparative periods:

2024

EUR thousand	Plastics	Adhesives & Coatings	Business Services	Others	Total segments	Consolidation	Group
Revenues with external third parties	**111,797**	**30,975**	**63,125**	**0**	**205,897**	**0**	**205,897**
Revenues with Group companies	**0**	**0**	**18**	**3,026**	**3,045**	**–3,045**	**0**
Total revenue	**111,797**	**30,975**	**63,143**	**3,026**	**208,941**	**–3,045**	**205,897**
Total output	**114,080**	**31,029**	**64,554**	**26,534**	**236,196**	**–26,375**	**209,821**
EBITDA	**18,577**	**1,176**	**–486**	**20,032**	**39,299**	**–21,353**	**17,946**
Depreciation, amortisation and impairment	**–9,768**	**–926**	**–6,327**	**–6,928**	**–23,948**	**6,780**	**–17,169**
of which impairment losses/reversals	0	0	–1,392	0	–1,392	0	–1,392
Result from valuation based on the equity method	0	0	0	0	0	197	197
EBIT	8,808	251	–6,812	13,104	15,351	–14,376	975
Adjusted total output	112,969	30,846	64,168	3,051	211,033	–3,045	207,989
Adjusted EBITDA	19,455	1,150	1,332	–1,276	20,662	14	20,676
Adjusted EBITDA margin	17.2%	3.7%	2.1%	–41.8%	9.8%	–0.5%	9.9%
Net debt ratio (in years)*	**0.8**	**5.6**	**15.4**	**18.2**	**0.9**	**0.0**	**0.9**
Investments/divestments**	**3,369**	**26,707**	**–29**	**2,142**	**25,451**	**0**	**25,451**
of which company acquisitions/disposals	0	28,951	0	2,104	31,055	0	31,055
31 December 2024							
Working capital (net)***	18,404	6,126	7,180	–178	31,532	0	31,532
Segment assets	82,672	19,200	67,744	98,758	268,374	–52,378	215,997
Segment liabilities	51,288	11,638	65,425	26,159	154,510	–35,723	118,787

* The reported net debt ratio (in years) represents the continuing segment’s debt (including lease liabilities) less cash in relation to adjusted EBITDA over the last twelve months.
** The investments/divestments shown relate to proceeds from (+) / payments for (–) property, plant and equipment, intangible assets, investment property and acquisitions of companies and participating interests.
*** The reported working capital (net) corresponds to the continuing segments' inventories plus trade receivables and contract assets, less trade payables as well as contract liabilities.

2023

EUR thousand	Plastics	Adhesives & Coatings	Business Services	Others	**Total segments**	Consolidation	**Group**
Revenues with external third parties	**95,523**	**32,685**	**90,346**	**161**	**218,714**	**0**	**218,714**
Revenues with Group companies	**0**	**0**	**14**	**3,339**	**3,352**	**–3,352**	**0**
Total revenue	**95,523**	**32,685**	**90,359**	**3,499**	**222,066**	**–3,352**	**218,714**
Total output	**95,595**	**33,286**	**92,230**	**4,183**	**225,295**	**–2,977**	**222,318**
EBITDA	**12,155**	**744**	**5,421**	**–8,427**	**9,893**	**7,168**	**17,060**
Depreciation, amortisation and impairment	**–10,418**	**–940**	**–10,585**	**–2,673**	**–24,616**	**2,201**	**–22,415**
of which impairment losses/reversals	0	0	–5,031	–535	–5,566	217	–5,349
Result from valuation based on the equity method	0	0	0	0	0	–2,465	–2,465
EBIT	1,736	–196	–5,164	–11,099	–14,724	6,904	–7,820
Adjusted total output	94,189	33,187	91,535	3,577	222,488	–3,453	219,035
Adjusted EBITDA	11,581	1,114	6,553	–671	18,577	–671	17,905
Adjusted EBITDA margin	12.3%	3.4%	7.2%	–18.8%	8.3%	19.4%	8.2%
Net debt ratio (in years)*	**1.9**	**6.8**	**2.9**	**0.4**	**2.6**	**0.0**	**2.7**
Investments/divestments**	**8,146**	**–1,469**	**–1,289**	**2,604**	**7,992**	**0**	**7,992**
of which company acquisitions/disposals	11,775	28	–562	0	11,242	0	11,242

EUR thousand	Plastics	Adhesives & Coatings	Business Services	Others	**Total segments**	Consolidation	**Group*******
31 December 2023							
Working capital (net)***	17,558	21,047	6,854	1,810	47,269	–6	47,263
Segment assets	81,172	56,087	74,883	117,057	329,198	–85,294	243,904
Segment liabilities	57,427	31,690	65,448	54,154	208,719	–52,068	156,650

* The reported net debt ratio (in years) represents the continuing segment's debt (including lease liabilities) less cash in relation to adjusted EBITDA over the last twelve months.
** The reported investments/divestments relate to proceeds from (+) / payments for (–) property, plant and equipment, intangible assets, investment property and acquisitions of companies and interests (including discontinued operations).
*** The reported working capital (net) corresponds to inventories of the segments (incl. discontinued operations) plus trade receivables and contract assets, less trade payables and contract liabilities.
**** The figure for the Group as a whole includes the discontinued operations that was discontinued as of 31 December 2023.

The balance sheet figures as at the reference date contain working capital (net) in the amount of EUR 16,016 thousand, segment assets in the amount of EUR 39,766 thousand and segment liabilities in the amount of EUR 22,810 thousand for the discontinued operation.

The segment results for the reported segments can be reconciled to earnings after tax as follows:

Reconciliation to earnings after taxes

	Group	
EUR thousand	2024	2023
EBIT of the reportable segments	**2,247**	**–3,624**
Others	13,104	–11,099
Consolidation	–14,376	6,904
Impairment losses according to IFRS 9	–37	–135
Financing income	1,648	1,367
Financing expenses	–5,193	–5,059
Earnings before taxes (EBT)	**–2,608**	**–11,647**
Income tax	2,008	–2,269
Earnings after taxes (EAT) for continuing operations	**–600**	**–13,915**

G. Notes to the consolidated cash flow statement

The cash flow statement shows how cash and cash equivalents in the Group have changed during the course of the year under review and comparative periods as a result of cash inflows and outflows. In accordance with IAS 7, a distinction is drawn between cash flows from operating activities and those from investing and financing activities. The cash flow statement was prepared using the indirect method.

The sum of the cash inflows and outflows across all three cash flows as well as the currency changes represent the change in cash and cash equivalents for the Group as a whole.

CASH FUNDS

The cash funds included in the cash flow statement contain all cash and cash equivalents reported in the statement of position (cash-in-hand, bank balances, time deposits and available-for-sale financial instruments with a maturity of no more than three months) less overdrafts that can be terminated at any time.

The cash funds developed as follows:

Composition of cash funds

EUR thousand	31 December 2024	31 December 2023
Cash and cash equivalents	55,981	38,614
of which pledged cash and cash equivalents	2,690	2,800
Liabilities to banks under current account agreements	–5,074	–9,041
Cash funds of continuing operations	**50,907**	**29,573**

The pledged cash and cash equivalents in the amount of EUR 2,690 thousand (previous year: EUR 2,800 thousand) were deposited with a bank as collateral for a loan.

CASH INFLOW/OUTFLOW FROM OPERATING ACTIVITIES

The decrease in cash flow from ongoing operating activities is mainly due to high income tax payments in the amount of EUR –6,220 thousand, (previous year: EUR –2,499 thousand) and the change in net working capital. The result for the period from continuing operations, which was significantly higher than the previous year at EUR –600 thousand (previous year: EUR –13,915), could not compensate for this due to high non-cash charges on earnings in the previous year, in particular impairments, and high non-cash relief on earnings in the financial year, in particular in income tax expense.

Cash inflow/outflow from investing activities

Cash flow from investing activities increased from EUR 9,915 thousand to EUR 27,920 thousand. The cash inflow mainly results from payments from disposals from the scope of consolidation (sale of Neschen and nokra) amounting to EUR 32,278 thousand (previous year for Knauer-Uniplast: EUR 11,804 thousand). This was offset primarily by payments from investments in property, plant and equipment amounting to EUR –5,094 thousand (previous year: EUR –4,666 thousand) and in intangible assets amounting to EUR –1,818 (previous year: EUR –402 thousand). In addition, proceeds from asset disposals were lower.

INFLOW/OUTFLOW FROM INVESTING ACTIVITIES

In the 2024 financial year, cash outflows from financing activities amounted to EUR –20,065 (previous year: EUR –24,817 thousand) and resulted mainly from payments for the repayment of loans amounting to EUR –6,122 thousand (previous year: EUR –13,016 thousand), the dividend for the 2023 financial years in the amount of EUR –2,916 thousand (previous year: EUR –1,987 thousand), the repayment of lease liabilities of EUR –6,194 thousand (previous year: EUR –6,375 thousand), and interest paid amounting to EUR –4,705 thousand (previous year: EUR –4,690 thousand).

Development in cash funds

In the reporting year, the continuing operations of the Blue Cap Group resulted in a total cash-effective change in cash funds – without taking into account exchange rate-related changes – amounting to EUR 20,852 thousand (previous year: EUR –171 thousand).

H. Other disclosures

H.1 Financial instruments

The table below shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include any fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of the fair value, especially due to short-term nature or market-based interest rates.

Balance sheet value pursuant to IFRS 9

EUR thousand Financial assets by category		Carrying amount as at 31 December 2024	Amortised cost	Fair value through OCI	Fair value through profit or loss	Fair value as at 31 December 2024	Hierarchy
Non-current assets							
Participating interests	FVOCI	93		93		93	Level 1
Miscellaneous other financial assets		5,447					
of which free-standing derivatives	FVPL	395			395	395	Level 2
of which miscellaneous other financial assets	AC	5,052	5,052			5,052	
Current assets							
Trade receivables		15,633					
of which recognised at amortised cost	AC	15,633	15,633			15,633	
Other financial assets		1,016					
of which miscellaneous other financial assets	AC	1,016	1,016			1,016	
Cash and cash equivalents	AC	55,981	55,981			55,981	

EUR thousand Financial assets by category		Carrying amount as at 31 December 2024	Amortised cost	Fair value through OCI	Fair value through profit or loss	Fair value as at 31 December 2024	Hierarchy
Non-current liabilities							
Non-current financial liabilities		40,000					
of which liabilities to banks	AC	25,562	25,562			25,562	Level 2
of which lease liabilities	n/a	8,733					
of which miscellaneous other financial liabilities	AC	5,705	5,705			5,705	
Current liabilities							
Trade payables	AC	12,299	12,299			12,299	
Other financial liabilities		42,208					
of which liabilities to banks	AC	33,840	33,840			33,840	Level 2
of which lease liabilities	n/a	6,746					
of which miscellaneous other financial liabilities	AC	1,622	1,622			1,622	

Summary per category

Financial assets at fair value through profit or loss	FVPL	395
Financial assets at fair value through other comprehensive income	FVOCI	93
Financial assets measured at amortised cost	AC	77,682
Financial liabilities at fair value through profit or loss	FVPL	0
Financial liabilities measured at amortised cost	AC	79,028

Balance sheet value pursuant to IFRS 9

EUR thousand Financial assets by category	Category acc. to IFRS 9	Carrying amount as at 31 December 2023	Amortised cost	Fair value through OCI	Fair value through profit or loss	Fair value as at 31 December 2023	Hierarchy
Non-current assets							
Participating interests	FVOCI	93		93		93	Level 1
Miscellaneous other financial assets		5,013					
of which free-standing derivatives	FVPL	708			708	708	Level 2
of which miscellaneous other financial assets	AC	4,305	4,305			4,305	
Current assets							
Trade receivables		26,954					
of which recognised at amortised cost	AC	26,954	26,954			26,954	
Other financial assets		2,023					
of which free-standing derivatives	FVPL	271			271	271	Level 2
of which miscellaneous other financial assets	AC	1,752	1,752			1,752	
Cash and cash equivalents	AC	38,614	38,614			38,614	
Financial liabilities by category							
Non-current liabilities							
Non-current financial liabilities		73,257					
of which liabilities to banks	AC	53,345	53,345			53,345	Level 2
of which free-standing derivatives	FVPL	34			34	34	Level 2
of which lease liabilities	n/a	14,770					
of which miscellaneous other financial liabilities	AC	5,108	5,108			5,108	
Current liabilities							
Trade payables	AC	15,748	15,748			15,748	
Other financial liabilities		31,429					
of which liabilities to banks	AC	21,738	21,738			21,738	Level 2
of which lease liabilities	n/a	7,752					
of which miscellaneous other financial liabilities	AC	1,939	1,939			1,939	

Summary per category

Financial assets at fair value through profit or loss	FVPL	978
Financial assets at fair value through other comprehensive income	FVOCI	93
Financial assets measured at amortised cost	AC	71,626
Financial liabilities at fair value through profit or loss	FVPL	34
Financial liabilities measured at amortised cost	AC	97,878

The net gains or losses in the individual categories according to IFRS 9 for the 2024 financial year and the comparative period are shown below:

EUR thousand		2024	2023
Financial assets at fair value through profit or loss	FVPL	–644	–612
Financial assets at fair value through other comprehensive income	FVOCI	0	0
Financial assets measured at amortised cost	AC	2,534	2,046
Financial liabilities at fair value through profit or loss	FVPL	99	231
Financial liabilities measured at amortised cost	AC	–4,627	–6,789
Total		**–2,638**	**–5,123**

There are no significant default risks on the reporting date.

H.2 Financial risk management

The management of the Blue Cap Group monitors and controls the financial risks associated with the Group's segments through internal risk reporting that analyses risks by degree and extent of risk. These risks include market risk (including foreign exchange risk, interest rate-induced fair value risk and price risk), default risk, liquidity risk and interest rate-induced cash flow risks.

EXCHANGE RATE RISKS

The Blue Cap Group's business activities are predominantly conducted in the euro zone. The Group's remaining exchange rate risk is sales-driven and is mainly between the US dollar and the euro. The transaction risk is significant, as sales revenues are generated in foreign currencies and the associated costs are incurred in euros. The risk positions are continuously monitored by the Blue Cap Group and hedged if necessary.

Interest rate risks

The Blue Cap Group is exposed to both an interest rate risk from variable-rate loans and an interest rate risk for fixed-rate loans at the time of refinancing. Since the majority of the loans are fixed-interest loans, there is only an insignificant interest rate risk for the current financing of the Blue Cap Group. With regard to the refinancing of loan expiries and in connection with the variable-interest loans, the interest rate level of the market is continuously monitored by the management in order to be able to take any necessary measures. In individual cases, derivatives are used to hedge the interest rate risk from variable-rate loans.

OTHER PRICE RISKS

Neither in the reporting year nor in previous year were there any financial instruments in the portfolio from which significant price risks could arise.

CREDIT RISK AND DEFAULT RISK

Credit risks exist in particular with regard to trade receivables and other receivables, including cash investments and contract assets. They are limited by restricting them to individual creditworthy counterparties and monitoring them on an ongoing basis. As a rule, credit insurance (export insurance, advance payment, guarantees, etc.) is taken out due to the different credit ratings of customers.

Based on the information currently available, there are no particular credit risks with customers. There have been no major bad debt losses in the past. Particular importance is attached to the assessment of risks from the project business, for example in the pre-financing of orders. The Group's default risks are limited to a normal business risk, which is taken into account through value adjustments if necessary. There is no apparent concentration of credit risk.

Free liquidity is generally invested in current accounts and fixed-term deposit accounts at domestic and European commercial banks. The maximum default risk of the assets on the balance sheet corresponds to their book value.

LIQUIDITY RISK

The management of the Blue Cap Group monitors the liquidity of the operating companies within the framework of cash flow forecasts and active liquidity planning for each portfolio company. The main income and expense flows from operating activities, but also from notable individual projects as well as from investment and financing activities, are recognised in this plan.

A sufficient reserve of bank balances is maintained as part of liquidity management. Furthermore, the Group has committed, unused credit lines with various financial institutions.

The risk from contractually agreed payment flows for financial liabilities is presented below:

EUR thousand

31 December 2023	Contractually agreed cash flows	Up to one year	1 to 5 years	More than 5 years
Liabilities to banks	59,402	34,616	19,366	5,420
Trade payables	12,448	12,448	0	0
Other financial liabilities	7,178	1,473	0	5,705

The cash flows from other financial liabilities due in more than one year mainly relate to payments to redeem a loan from a non-controlling shareholder.

CAPITAL MANAGEMENT

EUR thousand	31 December 2024	31 December 2023
Total assets	215,997	243,904
Equity (excl. shares of noncontrolling shareholders)	95,102	83,776
Equity ratio in %	**44.03%**	**34.35%**

H.3 Contingent liabilities and other financial commitments

CONTINGENT LIABILITIES

There are no material contingent liabilities as of the reporting date.

OTHER FINANCIAL COMMITMENTS

As of the reporting date, the Group has commitments from outstanding orders amounting to EUR 2,336 thousand (previous year: EUR 3,629 thousand), of which short-term EUR 2,336 thousand (previous year: EUR 3,399 thousand).

H.4 Information on relationships with related persons and companies

Related parties within the meaning of IAS 24 are the members of the Management Board and the Supervisory Board, their close family members and companies controlled by them, as well as affiliated companies. PartnerFonds AG i.L., Planegg, PartnerFonds "Kapital für den Mittelstand" Anlage GmbH & Co. KG, Munich, and CoFonds GmbH, Munich, each submitted a notification on 14 June 2018 pursuant to Section 20 (5) of the German Stock Corporation Act (AktG) stating that, together, they directly or indirectly hold more than a quarter of the shares in Blue Cap AG and that they therefore also qualify as related parties.

As at the balance sheet date, there are outstanding liabilities to supervisory board members in the amount of EUR 76 (previous year: EUR 116 thousand).

A D&O insurance policy is in place for Blue Cap AG and its executive bodies. There is no deductible for members of the supervisory board. For members of the Management Board, there is a deductible of at least 10% of the loss up to at least one and a half times the fixed annual remuneration of the Management Board member in accordance with Section 93 (2) AktG.

The following relationships existed with other related persons and companies in the financial year and the comparative period:

As at the reporting date, there are loans to associated companies amounting to EUR 201 thousand (previous year: EUR 0 thousand).

There were only insignificant business relationships with non-consolidated subsidiaries, which also qualify as related parties, as well as with PartnerFonds AG i.L. and its affiliated companies in the reporting year and the comparative period.

For information on the remuneration of executive bodies, please refer to the relevant section below.

H.5 Employees

The average number of employees developed as follows:

EUR thousand	2024	2023
Commercial workers	370	611
Employees	459	630
Total	**829**	**1,241**

Moreover, the company employed 29 (previous year: 38) trainees in the reporting year.

H.6 Executive bodies of the parent company and remuneration of executive bodies

MANAGEMENT BOARD

In the financial year, the Management Board comprised:

- Dr Henning von Kottwitz (Chief Executive Officer), Hamburg
- Henning Eschweiler (Chief Operating Officer), Munich

Henning Eschweiler is responsible for the area of sustainability (ESG).

The members of the Management Board are each appointed for a term of three years. The age limit for members of the Management Board is 65 years.

The members of the Management Board represent the company jointly.

SUPERVISORY BOARD

According to the Articles of Association, the Supervisory Board consists of five members and was composed as follows in the reporting year:

- Kirsten Lange (Supervisory Board member and Adjunct Professor INSEAD), Ulm (Chair and member of the Supervisory Board until 24 June 2024)
- Dr Christian Diekmann (management consultant), Hamburg (Chair and member of the Supervisory Board since 24 June 2024)
- Dr Michael Schieble (Sparkasse Board Member), Biberach an der Riß (Deputy Chair of the Supervisory Board)
- Freya Oehle (digital entrepreneur), Hamburg
- Michel Galeazzi (economist), Zurich / Switzerland
- Nikolaus Wiegand (CEO), Steinbach am Wald, since 24 June 2024

As a rule, membership of the Supervisory Board shall not exceed 15 years. The age limit for Supervisory Board members is 75 years.

The Supervisory Board is organised in the following committees:

COMMITTEES OF THE SUPERVISORY BOARD

Audit Committee	Dr Michael Schieble (Chair) Kirsten Lange (until 24 June 2024) Dr Christian Diekmann (since 24 June 2024) Nikolaus Wiegand (since 24 June 2024)
M&A Committee	Michel Galeazzi (Chair) Kirsten Lange (until 24 June 2024) Dr Christian Diekmann (since 24 June 2024) Freya Oehle
Nomination Committee	Nikolaus Wiegand (Chair since 24 June 2024) Dr Michael Schieble (Chair until 24 June 2024) Michel Galeazzi

REMUNERATION OF THE EXECUTIVE BODIES

The remuneration of the Management Board is composed of non-performance-related and performance-related components with short-term and long-term incentive effects. Non-performance-related components are the fixed basic remuneration, which is paid as a monthly salary, and benefits in kind, the value of which is determined according to tax guidelines for the use of company cars. The performance-related remuneration is divided into short-term qualitative and quantitative targets covering one financial year and long-term targets covering two to four financial years. The long-term goals are reflected in the absolute share performance (share appreciation rights, see below).

The remuneration of the Management Board for the 2024 financial year is divided among the individual members of the Management Board as follows:

Remuneration of the Management Board earned in the current financial year

		of which				
EUR thousand	Total	Total short-term	Fixed remuneration	Fringe benefits	Short-term performance-related	Long-term performance-related
Ulrich Blessing	33	0	0	0	0	33
Henning Eschweiler	379	315	250	15	50	64
Tobias Hoffmann-Becking	33	0	0	0	0	33
Matthias Kosch	13	0	0	0	0	13
Dr Henning von Kottwitz	677	506	350	6	150	171

Remuneration of the Management Board paid in the current financial year

		of which				
EUR thousand	Total	Total short-term	Fixed remuneration	Fringe benefits	Short-term performance-related	Long-term performance-related
Ulrich Blessing	78	0	0	0	0	78
Henning Eschweiler	315	315	250	15	50	0
Tobias Hoffmann-Becking	182	103	0	0	103	79
Matthias Kosch	82	67	0	0	67	15
Dr Henning von Kottwitz	356	356	350	6	0	0

Starting on 1 January 2023, the Group issued virtual share appreciation rights to the Management Board of the Group holding company Blue Cap AG. Once the agreed holding period expires, these rights commit the Group to pay in cash a positive difference between the price of the underlying Blue Cap AG share plus dividends paid during the holding period at the agreed exercise date on the one hand and the previously agreed base price of the shares on the other. For this purpose, the average price over the last 60 stock exchange trading days before the balance sheet date is used.

	Share appreciation rights / phantom stocks allocated for 2024	Underlying share price on the allocation date
	in thousands	in EUR
Dr Henning von Kottwitz	46.8	16.48
Henning Eschweiler	17.6	16.48

During the period under review, the Group reported in wages and salaries expenses for the recognition of liabilities for share appreciation rights for members of the Management Board in the amount of EUR 232 thousand (2023: EUR 2 thousand)

As at 31 December 2024, the Group reports provisions for share-based payments for Management Board members in the amount of EUR 226 thousand (31 December 2023: EUR 2 thousand).

The principles for determining the fair value of these share appreciation rights are explained further in the section **Share-based remuneration**.

The remuneration of the Supervisory Board in the financial year breaks down among the individual members as follows:

Remuneration of the Supervisory Board granted in the financial year

EUR thousand	
Dr Christian Diekmann	16
Michel Galeazzi	15
Kirsten Lange (resigned from the Supervisory Board during the financial year)	15
Freya Oehle	7
Dr Michael Schieble	26
Nikolaus Wiegand	7

The remuneration of the Supervisory Board consists of a fixed remuneration and attendance fees and is a short-term benefit.

H.7 Proposal for the appropriation of the balance sheet profit of the parent company

The Management Board proposes to distribute an amount of EUR 4,935 thousand to the shareholders from the net profit of Blue Cap AG as at 31 December 2024 in the amount of EUR 45,481 thousand as determined in the annual financial statements in accordance with the HGB. This corresponds to a dividend of EUR 1.10 per dividend-bearing share, based on the number of no-par value shares as at 31 December 2024. The remaining net profit is to be carried forward. The proposed dividend is subject to shareholder approval at the Annual General Meeting and has not been recognised as a liability in these financial statements.

H.8 Events after the reporting date

The following event of particular significance with an impact on the asset, financial or income position of the Group has occurred since the end of the 2024 financial year.

Blue Cap 14 GmbH, the investment holding of the Transline Group, was unable to comply with the loan covenants agreed as part of external bank financing at the end of the 2024 financial year. Following negotiations with the financing bank and the minority shareholder of Blue Cap 14 GmbH, Blue Cap AG acquired both the bank's loan receivables against Blue Cap 14 GmbH at a significant discount on the existing residual value and all shares of the previous minority shareholder in the first quarter of 2025.

This significantly reduced the Group's external debt, and Blue Cap AG now directly and indirectly holds 100% of the shares in Blue Cap 14 GmbH.

H.9 Approval of the consolidated financial statements according to IAS 10.17

At the time the financial statements were approved, the Management Board had the justified expectation that the Group had sufficient resources to continue operating in the foreseeable future. The consolidated financial statements were therefore prepared based on the going concern assumption.

These consolidated financial statements of Blue Cap AG for the financial year from 1 January to 31 December 2024 were released by the Management Board to the Supervisory Board for review and approval on 13 May 2025.

Munich, 13 May 2025

Blue Cap AG
The Management Board

Dr Henning von Kottwitz   Henning Eschweiler

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FURTHER INFORMATION

Adjusted consolidated income statement

FOR THE PERIOD FROM 1 JANUARY TO 31 DECEMBER 2024 (CONTINUING OPERATIONS)

	2024		2023		Variance	
	EUR thousand	%	EUR thousand	%	EUR thousand	%
Sales revenue	205,897	99.0	218,714	99.9	–12,817	–5.9
Change in inventories	–360	–0.2	–1,910	–0.9	1,550	–81.1
Other capitalised own work	175	0.1	391	0.2	–216	100
Other operating income	2,277	1.1	1,840	0.8	437	23.8
Adjusted total output	**207,989**	**100.0**	**219,035**	**100.0**	**–11,047**	**–5.0**
Cost of materials	–102,663	–49.4	–118,953	–54.3	16,290	–13.7
Personnel expenses	–52,411	–25.2	–51,797	–23.6	–614	1.2
Other operating expenses	–32,238	–15.5	–30,380	–13.9	–1,858	6.1
Adjusted EBITDA	**20,676**	9.9	17,905	8.2	2,771	15.5
Depreciation and amortisation	–10,885	–5.2	–10,760	–4.9	–126	1.2
Share of profit/loss in affiliated companies	197	0.1	–2,465	–1.1	2,662	< –100
Adjusted EBIT	**9,988**	4.8	4,680	2.1	5,308	> 100
Financing income	1,537	0.7	1,026	0.5	511	49.8
Financing expenses	–5,091	–2.4	–4,828	–2.2	–262	5.4
Financial result	**–3,553**	**–1.7**	**–3,802**	**–1.7**	**249**	**–6.5**
Income from adjustments	1,916	0.9	4,007	1.8	–2,091	–52.2
Expenses from adjustments	–11,095	–5.3	–16,377	–7.5	5,282	–32.3
Adjustments	**–9,178**	**–4.4**	**–12,369**	**–5.6**	**3,191**	**–25.8**
Earnings before taxes	**–2,744**	**–1.3**	**–11,492**	**–5.2**	**8,748**	**–76.1**
Income tax	2,144	1.0	–2,424	–1.1	4,568	< –100
Minority interests	1,033	0.5	2,460	1.1	–1,427	–58.0
Consolidated income	**13,260**	**6.4**	**–18,349**	**–8.4**	**31,608**	**< –100**

Reconciliation of reported EBITDA to the Group's adjusted EBITDA

EUR thousand	2024	2023
EBITDA (IFRS)	17,946	17,060
Adjustments:		
Income from asset disposals	–274	–814
Income from the reversal of provisions	–752	–1,587
Other non-operating income	–806	–882
Losses on disposal of fixed assets	1,008	33
Expenses from restructuring and reorganisation	46	42
Personnel costs in connection with personnel measures	1,674	889
Legal and consultancy costs related to with acquisitions and personnel measures	513	1,887
Other non-operating expenses	1,321	1,278
Adjusted EBITDA	**20,676**	**17,905**
Adjusted EBITDA margin in % of total output, adjusted	**9.9%**	**8.2%**

Audit opinion

OF THE INDEPENDENT AUDITOR

TO BLUE CAP AG, MUNICH

Audit opinions

We have audited the consolidated financial statements of Blue Cap AG, Munich, and its subsidiaries (the Group) – comprising the consolidated balance sheet as at 31 December 2024, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the financial year from 1 January to 31 December 2024, as well as the notes to the consolidated financial statements, including key information on accounting policies. In addition, we have audited the combined management report of Blue Cap AG, Munich, for the financial year from 1 January to 31 December 2024. In accordance with German statutory regulations, we have not audited the information contained in the subsections “Commitment to the principles of corporate governance and compliance”, “Sustainability” and “Assessment of the internal control system and the risk management system” of the combined management report and marked as unaudited.

In our opinion, based on the findings of our audit,

- the attached consolidated financial statements comply in all material respects with the IFRS Accounting Standards issued by the International Accounting Standards Board (hereinafter referred to as “IFRS Accounting Standards”) as applicable in the EU and the additional requirements of German law pursuant to Section 315e (1) HGB and, in accordance with these requirements, depict a true and fair view of the Group’s asset and financial position as at 31 December 2024 and of its financial performance for the financial year from 1 January to 31 December 2024 and
- the attached combined management report as a whole depicts a true and fair view of the Group’s position. In all material respects, this combined management report is consistent with the consolidated financial statements, complies with German legal requirements and suitably presents the opportunities and risks of future development. Our audit opinion on the combined management report does not cover the aforementioned disclosures in the combined management report that are marked as unaudited.

In accordance with section 322 (3), sentence 1 HGB, we declare that our audit has not led to any reservations concerning the correctness of the consolidated financial statements and the combined management report.

Basis for the audit opinions

We conducted our audit of the consolidated financial statements and the combined management report according to Section 317 HGB in compliance with the German generally accepted standards for the audit of financial statements promulgated by the Institute of Public Auditors in Germany (IDW). Our responsibility under those provisions and standards is further described in the section of our auditor’s report entitled “Auditor’s responsibility for the audit of the consolidated financial statements and the combined management report’s report. We are independent of the Group companies in accordance with German commercial law and professional regulations and have fulfilled our other German professional obligations in accordance with such requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the consolidated financial statements and the combined management report.

Reference to other matters

The consolidated financial statements and combined management report of Blue Cap AG for the previous financial year ending on 31 December 2023 were audited by another auditor, who issued unmodified audit opinions on these consolidated financial statements and combined management report on 18 April 2024.

Miscellaneous information

The legal representatives or the Supervisory Board are responsible for the miscellaneous information. Miscellaneous information includes

- the report of the Supervisory Board
- the information contained in the subsections "Commitment to the principles of corporate governance and compliance", "Sustainability" and "Assessment of the internal control system and the risk management system" of the combined management report and marked as unaudited,
- the information in the section "Further information", and
- the other parts of the annual report,
- but not the consolidated financial statements, not the audited content of the combined management report and not our related audit opinion.

The Supervisory Board is responsible for the Supervisory Board Report. Moreover, the legal representatives are responsible for the miscellaneous information.

Our opinions on the consolidated financial statements and the combined management report do not cover miscellaneous information and, accordingly, we do not express an opinion or any other form of audit conclusion on it.

Our responsibility in connection with the consolidated financial statements is to read the miscellaneous information referred to above and, in doing so, consider whether it

- is materially inconsistent with the consolidated financial statements, the content of the audited disclosures in the combined management report or our knowledge obtained in the audit; or
- otherwise appears to be materially misrepresented.

If we conclude that there is a material misstatement of this other information, based on the work we have performed, we are required to report that fact. We have nothing to report in this regard.

Responsibility of the legal representatives and the Supervisory Board for the consolidated financial statements and the combined management report

The legal representatives are responsible for the preparation of the consolidated financial statements, which comply in all material respects with IFRS Accounting Standards as applicable in the EU and the additional requirements of German law pursuant to section 315e (1) HGB, and for ensuring that the consolidated financial statements present a true and fair view of the Group's asset, financial and income situation pursuant to these requirements. The legal representatives are furthermore responsible for the internal controls they have deemed necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraudulent acts (i.e. manipulation of the accounting system or misstatement of assets) or errors.

In preparing the consolidated financial statements, the legal representatives are responsible for assessing the Group's ability to continue as a going concern. They also have a duty to disclose matters related to the continuation of the company's activities, where relevant. In addition, they are responsible for ensuring that the continuation of the company's activities are reported based on accounting principles, unless there is an intention to liquidate the Group or to cease operations, or there is no realistic alternative to doing so.

The legal representatives are also responsible for the preparation of the combined management report, which as a whole provides an accurate picture of the Group's position, is consistent in all material respects with the consolidated financial statements, complies with German legal requirements, and accurately depicts the opportunities and risks of future development. Furthermore, the legal representatives are responsible for the arrangements and measures (systems) they have deemed necessary to ensure the preparation of a combined management report in accordance with the applicable German legal requirements and to provide sufficient suitable evidence to support the statements in the combined management report.

The Supervisory Board is responsible for overseeing the Group's accounting process for the preparation of the consolidated financial statements and the combined management report.

Auditor's responsibility for the audit of the consolidated financial statements and the combined management report

Our aim is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraudulent act or error, and whether the combined management report as a whole provides an accurate picture of the Group's position and is consistent, in all material respects, with the consolidated financial statements and the audit findings, complies with German legal requirements and accurately depicts the opportunities and risks of future development, and to issue an auditor's report that includes our audit opinion on the consolidated financial statements and the combined management report.

Reasonable assurance is a high level of assurance, but 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 Institute of Public Auditors in Germany (IDW) will always detect a material misstatement. Misstatements may result from fraudulent act or error and are considered material if, individually or collectively, they could reasonably be expected to influence the economic decisions of addressees taken on the basis of these consolidated financial statements and combined management report.

During the audit, we exercise professional judgement and take a critical stand. Moreover

- we identify and assess the risks of material misstatement of the consolidated financial statements and the combined management report due to fraudulent act or error, plan and conduct audit procedures as a response to such risks, and obtain audit evidence that is adequate and appropriate as a basis for our audit opinions. The risk of failing to identify a material misstatement resulting from fraudulent acts is higher than the risk of failing to identify a material misstatement resulting from errors. This is because fraudulent acts may involve collusion, forgery, intentional omissions, misleading representations or override of internal controls.
- we achieve an understanding of the internal controls relevant to the audit of the consolidated financial statements and of arrangements and actions relevant to the audit of the combined management report in order to plan audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal controls of the Group, these precautions and measures.
- we assess the appropriateness of the accounting policies used by the legal representatives and the reasonableness of the accounting estimates and related disclosures made by the legal representatives.

- we draw conclusions on the appropriateness of the legal representatives' application of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or circumstances that may cast significant doubt on the Group's ability to continue as a going concern. Should we conclude that a material uncertainty exists, we are required to draw attention in our auditor's opinion to the related disclosures in the consolidated financial statements and the combined management report or, if such disclosures are inadequate, to modify our respective audit opinions. We draw our conclusions on the basis of the audit evidence obtained up to the date of our audit opinion. However, future events or conditions may result in the Group being unable to continue as a going concern.
- we assess the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the net asset, financial and income position of the Group in accordance with IFRS Accounting Standards, as applicable in the EU, and the additional requirements of German law pursuant to Section 315e (1) HGB.
- we obtain sufficient appropriate audit evidence regarding the accounting information of the companies or business activities within the Group to express audit opinions on the consolidated financial statements and the combined management report. We are responsible for directing, supervising and conducting the audit of the consolidated financial statements. We bear sole responsibility for our audit opinions.
- we assess the consistency of the combined management report with the consolidated financial statements, its legality and the picture of the Group's position that it presents.
- we conduct audit procedures on the forward-looking statements made by the legal representatives in the combined management report. On the basis of sufficient suitable audit evidence, in particular we verify the significant assumptions underlying the forward-looking statements made by the legal representatives and assess the appropriate derivation of the forward-looking statements from these assumptions. We do not express an independent opinion on the forward-looking statements or 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 controls that we identify during our audit.

Munich, 13 May 2025

Rödl & Partner GmbH
Wirtschaftsprüfungsgesellschaft

signed Hager	signed Appelt
Auditor	Auditor

Contact, financial calendar and legal notice

CONTACT

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NOTE

The Annual Report is published in German and English. The German version is always the authoritative version. You can also find the Annual Report on our website at www.blue-cap.de/en/investor-relations/reports/

Financial calendar

Date	Event	Location
14 May 2025	Key financial figures for Q1 2025	Virtual
27 June 2025	Annual General Meeting	Virtual
2 July 2025	m:access 20th anniversary conference	Munich
27–28 August 2025	Hamburg Investors' Day – HIT	Hamburg
8 October 2025	Quirin Small & Mid Cap Conference	Paris
6 November 2025	Vienna Capital Market Conference (Family Office Day)	Vienna

Subject to change without notice

Legal notice

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As of: May 2025

Disclaimer
This report contains forward-looking statements. These statements are based on the current experience, assumptions and forecasts of the Management Board, and on the information currently available to it. The forward-looking statements are not to be understood as guarantees of future developments and results referred to therein. Rather, future developments and results depend on a variety of factors. They involve various risks and uncertainties and are based on assumptions that may not prove to be accurate. These risk factors include, in particular, the factors mentioned in the risk report of the 2024 Annual Report. We assume no obligation to update the forward-looking statements included in this report. This financial report does not constitute an offer to sell, nor an invitation to submit an offer to buy, securities of Blue Cap AG.

We generally follow a non-discriminatory approach and therefore want to use gender-neutral language. However, for reasons of better readability, we continue to use the generic masculine. Corresponding terms apply in principle to all genders in the sense of equal treatment and do not imply any valuation.