ANNUAL REPORT **2024**

HIGHLIGHTS

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KEY FIGURES

Overview

CONSOLIDATED FINANCIAL STATEMENTS IN LINE WITH IFRS

(in € million)	2020	2021	2022	2023	**2024**	Change 2024 to 2023
Revenue	92.0	102.9	113.2	122.5	133.7	+ 11.2
Gross profit	70.4	75.8	90.6	101.1	113.4	+ 12.3
Personnel expenses	46.2	49.8	60.3	67.6	76.5	+ 8.9
EBIT	12.8	13.9	14.9	15.8	16.8	+ 1.0
Consolidated net loss / profit	10.1	9.3	10.1	11.4	12.0	+ 0.6
Cash flow from operating activities	30.8	19.1	4.5	11.9	6.7	-5.2
Net Cash Movement	1.8	10.4	-18.4	2.3	-4.3	-6.6

KEY FIGURES

	2020	2021	2022	2023	**2024**
Equity ratio (Equity/Total assets)	50%	52%	51%	52%	52%
EBIT/Revenue	13.9%	13.5%	13.1%	12.9%	12.6%
EBIT/Gross profit	18.2%	18.4%	16.4%	15.6%	14.8%
Dividend (€/Share)	0.20	0.22	0.24	0.26	0.28*
Full-time equivalents as annual average	572	621	697	778	846
Gross profit per FTE (in € thousand)	123	122	130	130	134

* Proposal to the Annual General Meeting

LETTER TO THE SHAREHOLDERS

Dear shareholders,

IVU has 2024 once again recorded the most successful financial year in the company's history: Revenues grow by 9.1% to €133.7 million, and gross profit even by 12.1% to €113.4 million. The operating result (EBIT) also increased by 6.6% to €16.8 million - another record figure. As in previous years, we would like to share this great success with you and will therefore propose an increased dividend of €0.28 to the Annual General Meeting.

The growing demand for environmentally friendly mobility in liveable cities is a megatrend that goes far beyond everyday politics. Although it may be cost-intensive to operate buses and trains, our intelligent IT solutions support the efficient use of expensive resources and pay for themselves in a very short time.

Also the promotion and further expansion of environmentally friendly public transport is essential for achieving the climate targets. The Deutschlandticket has radically simplified fare structures and ensured greater acceptance among passengers. The steadily growing proportion of electric vehicles in the bus fleets of transport companies is increasing the complexity of processes in the depot and on the route. And the rail infrastructure is in urgent need of renewal – which inevitably leads to rail replacement services.

Our IVU.suite offers customised solutions for all these challenges. These are increasingly in demand both nationally and internationally. The Bilbao metro will be the second transport company on the Iberian peninsula to use our IVU.rail product. The Regional Rapid Transit System (RRTS) in the greater Delhi area is the first railway company from India to opt for our software, and at the end of the year we were awarded the contract by the Swiss railway company BLS AG.

We are constantly adding new products to the IVU.suite. Last year, for example, we invested in the flexible web control centre and real-time fault management. The new data platform IVU.data collects and curates operational data and enables transport companies to carry out comprehensive analyses and evaluations supported by artificial intelligence.

And our IVU.cloud is also continuing to grow: in 2024, we were able to win numerous new and existing customers and making hosting and operations management more efficient and secure for our users. In addition to the traditional product business, our new subsidiary IVU.consult is also developing very favourably and has already provided advice on several projects.

In 2024, we again succeeded in attracting many new talents to IVU and filling all positions as planned. At the same time, our staff turnover rate remains one of the lowest in the highly sought-after IT sector. That's because both our new employees and we are convinced of this: Public transport with buses and trains is and will remain a future topic of increasing importance in the coming years.

We are hoping that you will remain loyal to IVU as well!
Best regards

THE MANAGEMENT BOARD

Berlin, March 2025

REPORT OF THE SUPERVISORY BOARD

Dear Shareholders,

Our task as the Supervisory Board is to monitor the current economic situation and the future development of IVU Traffic Technologies AG and to ensure that it is sustainable. Below, we will inform you about our work in the 2024 financial year.

We continuously monitored and advised on the work of the Management Board in accordance with the law, the Articles of Association and the German Corporate Governance Code (GCGC) as amended. We obtained comprehensive information about IVU's economic and financial development, important business events and its strategy and planning. The Management Board informed the Supervisory Board promptly and regularly. We were provided with all the facts in good time and with the relevant documents required for upcoming decisions.

The Supervisory Board is made up of a total of six members, four of whom represent the shareholders and two of whom were elected by IVU's employees. Until the new elections in May, the shareholder representatives were Prof Herbert Sonntag (Chairman), Ute Witt (Deputy Chairman), Dr Heiner Bente and Prof Barbara Lenz. At the constituent meeting of the Supervisory Board (following the new elections), Bert Meerstadt was elected as Chairman and Ute Witt as his deputy. The employees were represented by Axel Zimmermann and Benedikt Woelki until the new elections of employee representatives took place. Since the elections, Benedikt Woelki (re-elected) and Steffen Brümmer have represented the employees on the Supervisory Board. The co-operation between the representatives of capital and the employee representatives was constructive. All members of the Supervisory Board are committed to the overriding goal of making the best decision for the company.

The Chairman of the Supervisory Board was in regular contact with the Management Board beyond the meetings. The Chairman of the Supervisory Board brought key findings and information from these discussions to the attention of the members of the Supervisory Board so that they had the same level of information and were given the opportunity to contribute their advice.

Activities

The Supervisory Board meets regularly to discuss the aforementioned issues and make decisions. In 2024, four scheduled meetings were held in person: on 21 March, 28 May, 29 August and 21 November. In addition, the constituent meeting of the Supervisory Board newly elected by the Annual General Meeting took place on 29 May. The Supervisory Board committees also met regularly; a total of five Audit Committee meetings, two of which were virtual, and two Executive Committee meetings, one of which was virtual, were held.

The Supervisory Board was fully represented at all meetings. No member of the Supervisory Board attended only half or fewer of the meetings of the Supervisory Board and the committees to which they belong.

Member of the Supervisory Board	Attendance at meetings incl. committee meetings	Meeting attendance in %
Bert Meerstadt (Chairmain)	6/6	100
Ute Witt (Deputy Chairwoman)	10/10	100
Dr. Heiner Bente	7/7	100
Prof. Dr. Barbara Lenz	6/6	100
Benedikt Woelki	7/7	100
Steffen Brümmer	5/5	100
Supervisory Board members who left during the reporting year		
Prof. Dr. Herbert Sonntag (Chairmain)	6/6	100
Axel Zimmermann	5/5	100

As recommended in the GCGC, the Supervisory Board and its committees regularly deliberated without the Management Board, either in full or at intervals. The items on the agenda either related to the Management Board itself or required internal discussion by the

Supervisory Board for acknowledgement and resolutions. As part of the scheduled meetings, preparatory and follow-up discussions and meetings were also held between the members of the Supervisory Board to exchange information and prepare decisions.

Focus of the discussion

The discussions centred on the economic situation of the company, its prospects and future orientation in the international competitive environment. In this context, the Supervisory Board discussed the Management Board's strategy for the development of the business with public transport companies in detail. We support the efforts of the Management Board to expand the product portfolio and strengthen our presence in other markets.

Other important points in the meetings included

- Review and approval of the planning for the 2024 financial year
- Approval of the consolidated financial statements 2023
- Approval of the individual financial statements 2023
- Preparation of the 2024 Annual General Meeting
- Liquidity planning
- Discussion of the quarterly financial statements 2024
- M&A activities
- Personnel development
- Compliance management
- Risk management incl. cybersecurity
- Security management
- Sustainability
- Major projects and their economic impact on the company
- Co-operations and partnerships
- Determining the priorities of the audit with the auditor for the annual financial statements (individual and consolidated financial statements) 2024
- ESG audit 2024 and subsequent years

Committees

The committees support the work of the plenary session and prepare documents and materials for various items on the agenda. The following committees were established in the financial year 2024:

- Executive Committee (until the end of May: Prof Herbert Sonntag (Chair), Dr Heiner Bente; from the end of May: Bert Meerstadt (Chair), Dr Heiner Bente, Prof Barbara Lenz)
- Audit Committee (until the end of May: Ute Witt (Chair), Prof Herbert Sonntag, Axel Zimmermann; from the end of May: Ute Witt (Chair), Bert Meerstadt, Steffen Brümmer, Benedikt Woelki)

In the past financial year, the **Executive Committee** dealt with fundamental issues relating to the company, in particular strategic planning, M&A activities, organisational restructuring, the remuneration system, personnel matters and the composition of the Management Board, including planning for the future. In addition to numerous informative contacts over the course of the financial year, the committee met in full at two scheduled meetings.

In the past financial year, the **Audit Committee** held many informative discussions, in particular on the activities of the auditor, accounting issues, the internal control system, risk management, compliance, sustainability reporting, the audit of the financial statements and the requirements resulting from the legal changes and their impact on IVU. The committee met five times in 2024, one of which was to discuss the results of the audit of the 2023 annual and consolidated financial statements with the auditor. The other meetings dealt with the legal changes and their impact on reporting, the audit of the non-financial report, the work of the auditor and the determination of the key audit areas for the 2024 annual audit.

Training and further education programmes

The members of the Supervisory Board regularly took part in training and development programmes in the past financial year. The members of the Supervisory Board keep a list of attendance at training courses.

Corporate governance

Responsible corporate governance and sustainable value creation are of great importance to IVU Traffic Technologies AG. In the 2024 financial year, the Supervisory Board and Management Board therefore again discussed the recommendations and suggestions of the German Corporate Governance Code and issued the declaration of compliance in accordance with Section 161 AktG. The latter is published with the corporate governance statement on the IVU website (www.ivu.de). With a few exceptions, IVU fulfils the recommendations of the Code. Deviations are justified in detail.

Annual and consolidated financial statements 2024

The Audit Committee examined the annual financial statements of IVU Traffic Technologies AG and the consolidated financial statements as at 31 December 2024 as well as the combined management report in detail with the auditors from BDO AG Wirtschaftsprüfungsgesellschaft. At the balance sheet meeting on 27 March 2025, the Audit Committee recommended that the other members of the Supervisory Board approve the consolidated financial statements and adopt the separate financial statements of the company (AG). At this meeting, the Supervisory Board dealt with the annual financial statements of IVU Traffic Technologies AG and the consolidated financial statements as at 31 December 2024 as well as the combined management report. The auditors, BDO AG Wirtschaftsprüfungsgesellschaft, were available to answer questions during the meeting. After detailed examination and discussion, the Supervisory Board approved both the consolidated financial statements and the separate financial statements of the company (AG). The Audit Committee also commissioned BDO AG Wirtschaftsprüfungsgesellschaft with a voluntary assurance readiness audit of the sustainability reporting. The results were also presented to the Supervisory Board at the balance sheet meeting on 27 March 2025.

For the Supervisory Board

Bert Meerstadt

Chairman of the Supervisory Board
Berlin, 27 March 2025

THE MEMBERS OF THE SUPERVISORY BOARD

Representatives of the shareholders

Bert Meerstadt, Bussum, Netherlands

(Chairman of the Supervisory Board and the Excecutive Committee, member of the Audit Committee)

Activities and mandates:

- Managing Director of Hendrick de Keyser Monumenten, Amsterdam, Netherlands,
- Chairman of the Supervisory Board of Coffreo.com, Paris/Clermont-Ferrand, France.

Ute Witt, Potsdam

(Deputy Chairwoman of the Supervisory Board, Chairwoman of the Audit Committee)

Activities and mandates:

- Chairwoman of the Supervisory Board of Sellutions AG, Berlin,
- Deputy Chairwoman of the Supervisory Board and Chairwoman of the Audit Committee of Charité Research Organisation GmbH, Berlin,
- Member of the Supervisory Board of Schöler Fördertechnik AG, Rheinfelden,
- Member of the Finance and Tax Committee and Chairwoman of the International Tax Issues" sub-committee of the DIHK, Berlin.

Dr. Heiner Bente, Hamburg

(Member of the general committee)

Activities and mandates:

- Managing Partner, Dr. Heiner Bente Consulting, Hamburg,
- Senior Advisor at civity Management Consultants, Hamburg,
- Deputy Chairman of the Advisory Board of the Schürfeld Group, Hamburg.

Prof. Dr. Barbara Lenz, Berlin

(Member of the general committee)

Activities and mandates:

- Guest Professor at Humboldt University of Berlin,
- Member of the Supervisory Board and Audit Committee of Berliner Verkehrsbetriebe (BVG), Berlin,
- Member of acatech - German Academy of Science and Engineering, Munich,
- Member of the Scientific Advisory Board of the VDV (Association of German Transport,
- Member of the European Institute of Innovation and Technology (EIT) Urban Mobility, Academic Research Board.

Representatives of the employees

Benedikt Woelki, Berlin

(Member of the Audit Committee)

Activities and mandates:

- Team Leader Customer Service Rail at IVU Traffic Technologies AG, Berlin.

Steffen Brümmer, Nideggen

(Member of the Audit Committee)

Activities and mandates:

- Agile coach at IVU Traffic Technologies AG, Aachen.

INTERVIEW WITH THE MANAGEMENT BOARD

One record after another: Revenues, gross profit and EBIT climbed to new highs again in the 2024 financial year. How did you manage that?

MARTIN MÜLLER-ELSCHNER: We owe the positive development over the last few years above all to our integrated standard system - the IVU.suite. The IVU.suite is a brand that has been established for decades and which we are continuously expanding and improving - and transport companies around the world appreciate this.

LEON STRUIJK: With our industry focus on public transport with buses and trains, we are right on target and have once again been able to acquire high-calibre new customers. After SBB, Switzerland's second-largest railway BLS has now also opted for our IVU.rail. At the same time, our existing customers are the basis of our business and we do everything we can to support and develop them optimal through very good services and new products.

MARTIN MÜLLER-ELSCHNER: These customer relationships give us a further perspective, namely that we are growing internationally together with our customers. Most recently, for example, we took off with the Italian railway in Spain and have been active in India together with Deutsche Bahn since January.

Politics is seeing a lively debate again. Do you fear a decline in public funding?

LEON STRUIJK: Operating buses and trains has always been a complex and expensive business, but our clever software helps to use resources economically and pays for itself in no time. Our software products for optimising vehicle and personnel deployment make us an attractive proposition for railways in particular all over the world. And we are working successfully with our existing customers in Europe to ensure that this unique selling point continues to work.

Cyber security is a major issue. How is IVU adapting to the ever-growing threats?

MARTIN MÜLLER-ELSCHNER: Three times "T": A strong IT security team, the most comprehensive possible precautions with the appropriate tools, coupled with external tests – this requires some investment, but it is certainly money well spent. In addition, awareness of the topic is growing among our customers, and interest in our cloud solution continues to grow.

Speaking of the cloud, what role do recurring revenues currently play for IVU, and what potential do you see in this area?

LEON STRUIJK: We have been able to continuously increase our recurring income in recent years. As a rule, every licence sale also has a maintenance contract that supports a long-term customer relationship. The demand for cloud services, i.e. the operation of IVU software by IVU itself, is currently booming. This provides our customers with a complete service with guaranteed availability and a high level of security. This is very demanding work, but it also offers a great deal of potential and is explicitly in demand and required internationally.

The IVU share has risen significantly again recently, how do you assess the current stock market environment?

MARTIN MÜLLER-ELSCHNER: Although 2024 was a very successful year on the stock market overall, the focus was very much on large and, in particular, American tech stocks. Second-tier stocks, or small caps, have received little attention of late. And compared to previous years, the topic of sustainability was hardly on investors' radars. We plan independently of short-term stock market trends, we stay true to ourselves and we are already seeing renewed interest in our core topics and companies of our size. International investors are leading the way here.

Like the investment announced in December by Texas-based MTCM?

MARTIN MÜLLER-ELSCHNER: Yes, exactly. The smooth takeover of a larger block of shares by a North American investor shows the growing interest in IVU. MTCM from Austin has been exploring the market for some time, visiting companies and trade fairs and even interviewing customers, and then made a conscious decision in our favour – and now owns a total of over eight percent of IVU shares, a commitment that makes me very proud.

Finally, let's look a little further afield: What growth can we expect in the medium and long term?

LEON STRUIJK: We have grown strongly in recent years, both in terms of revenue and personnel. IVU now has over 1,000 employees and we have invested heavily in our products and new services such as IVU.cloud and IVU.consult. We therefore want to grow more slowly in terms of costs over the next few years, without compromising on the further development of our products and security. With demand remaining high and revenues strong, this should have a positive impact on profitability.

MARTIN MÜLLER-ELSCHNER: And IVU's profits have increased year on year since 2017. This should continue over the next few years.

In view of the excellent results, can investors also expect a rising dividend in the future?

MARTIN MÜLLER-ELSCHNER: Our motto is "I-V-U". In German, this is short for: "IT for transport serves the environment". With this, we are right on target and optimistic about the future. We remain committed to ensuring that our shareholders participate in IVU's success. Our long-term shareholders in particular should be rewarded for their loyalty and commitment. We are therefore very pleased to be able to propose an increased dividend to the Annual General Meeting again this year.

IVU WORLDWIDE

BERLIN (HEADQUARTER),
AACHEN, FRANKFURT AM MAIN,
HANNOVER, **LEIPZIG** (DE), **VIENNA** (AT),
OLTEN (CH), **ROME** (IT), **MADRID** (ES),
BIRMINGHAM (GB), **PARIS** (FR),
DELFT (NL), **STOCKHOLM** [SE],
BUDAPEST (HU), **ISTANBUL** (TR),
TORONTO (CA), **NEW YORK** (US),
HANOI (VN)

Selected projects

SWITZERLAND

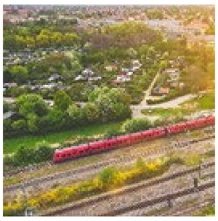
Long-term partnership: The Swiss railway company BLS AG decides in favour of IVU.rail.

INDIA

Faster and more efficient:
The new "Regional Rapid Transit System" RRTS in Delhi relies on software from IVU.

SPAIN

Successful automation:
Metro Bilbao uses IVU.rail for planning and scheduling staff.



DENMARK

The Danish State Railways DSB is the first company to put the new IVU personnel control centre into operation.

GERMANY

"New replacement service" for the Riedbahn - interaction between IVU hardware and software contributed to success.

HIGHLIGHTS 2024

Projects

"By choosing the IVU.rail standard solution, BLS can benefit from the experience and further developments of the provider and other customers."

Thomas Stupp, Head of Rail Production, BLS AG

Market leader.
IVU.rail is the world's leading IT system for rail transport.

Swiss railway company BLS AG relies on IVU.rail

With the "RailCore" project, the Swiss railway company BLS AG is putting the planning, optimisation and scheduling of the key resources of vehicles and personnel for all passenger transport on a sustainable basis. The standard product IVU.rail, which is already used by numerous railway companies in Europe and around the world, will be available for this purpose. With IVU.rail, BLS AG will be able to act more flexibly in future and respond better to new working time models or construction sites.

IVU was successful in an international tendering process. The collaboration is long-term and includes the implementation and operation of IVU.rail as software as a service in the IVU.cloud.

IVU.rail helps railway companies around the world to optimise the use of their vehicles and employees, provide information to millions of passengers and settle transport contracts.

IVU expands into India

In future, the new regional high-speed railway from Delhi to Meerut will be using the integrated IVU.rail software for planning and scheduling its more than 600 employees. The IVU.cloud ensures fast commissioning of the software and smooth operation. This is the first time that IVU has been active in the world's most populous country.

With a fleet of 40 modern trains travelling at speeds of up to 160 km/h, the new "Regional Rapid Transit System" (RRTS) is taking regional transport in the greater Delhi area to a new level. In future, a train will run on the two lines every 15 minutes, significantly shortening the journey time for commuters. DB RRTS Operations India Pvt. Ltd, the Indian operating company of DB International Operations, was commissioned with implementation.

Metro Bilbao opts for IVU.rail

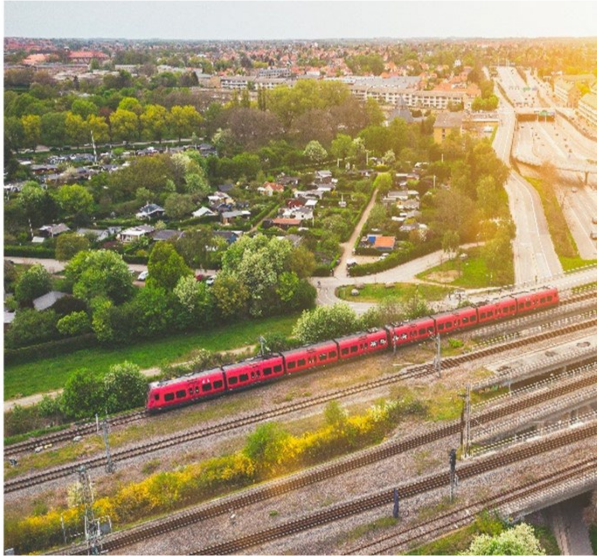
Metro Bilbao S.A. will soon be using the integrated IT standard solution IVU.rail for the efficient planning and scheduling of over 550 employees among driving and workshop staff. The transport company operates a network with two lines over a length of around 50 kilometres in the tenth largest city in Spain with 345,000 inhabitants and the surrounding region. With Metro Bilbao, IVU is further expanding its position in the Spanish market.

Efficient railway operations with IVU.rail at Arverio Germany

The IT system change at Arverio Germany is aimed at ensuring consistent operational workflows and thus reduce previous frictional losses. The integrated complete solution for rail transport, IVU.rail, makes processes more efficient for the transport company, particularly in operational and personnel deployment planning and scheduling in the control centre. Thanks to standard interfaces that can be seamlessly integrated into the existing system landscape, the project can be implemented quickly.

New IVU personnel control centre in use at DSB

The Danish State Railways (DSB) was the first customer to put the IVU personnel control centre into operation and is successfully using the IT solution for efficient personnel deployment. DSB already plans and schedules all vehicles in Copenhagen's urban rail transport with IVU.rail. In order to further standardise the system landscape, DSB is now using the new personnel control centre for the first time to manage all duty scheduling and personnel allocation.



IVU.suite offers the right support for all fields of activity of a transport company. Integrated and from a single source.

IVU technology has proven its worth in the Riedbahn replacement service

During the five-month closure of the railway line between Frankfurt and Mannheim, DB SEV GmbH set up a new replacement service on the Riedbahn. 170 buses ensured that passengers were able to reach their destinations even during the complete closure of the Riedbahn. IVU's software and hardware guaranteed seamless visual and acoustic passenger information. Passengers benefit from real-time information on routes, connections and stops. Acoustic signals, such as stop and special announcements, also improved orientation and a smoother travelling experience.

A representative passenger survey conducted by Deutsche Bahn in September 2024 confirmed the success of the replacement service. 74 per cent of those surveyed gave the passenger information a grade of 1 or 2 (out of 6, with 1 being the best). The real-time information was particularly well received.

RBS and BSU opt for the complete IVU.suite solution

Regionalverkehr Bern-Solothurn (RBS) and Busbetrieb Solothurn und Umgebung (BSU) together operate around 100 scheduled buses in the greater Bern and Solothurn area and have been using IT solutions from IVU since 1994 (BSU) and 2022 (RBS) respectively. In future, the two transport companies will rely on an integrated IT system landscape from IVU, thereby avoiding unnecessary interfaces. This also includes the control centre, passenger information and on-board computer systems.

Intelligent depot management at ESWE Verkehr in Wiesbaden

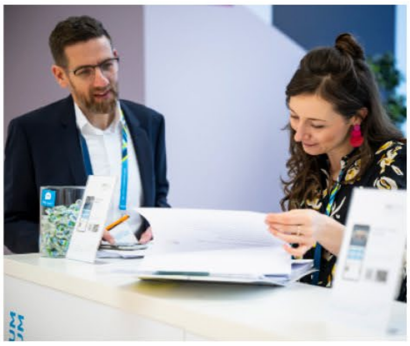
DESWE Verkehrsgesellschaft mbH now relies entirely on the IVU.suite for route processes and in the depot of its entire electric bus fleet. This is the Wiesbaden-based transport company's response to the increased complexity of using electric buses. ESWE Verkehr transports around 60 million passengers with more than 290 buses and coaches, including 120 electric vehicles, on a network of 43 routes. IVU has been supporting the gradual expansion of the electric bus fleet since 2021.

Rhein-Erft-Verkehrsgesellschaft chooses IVU.suite

Rhein-Erft-Verkehrsgesellschaft (REVG) has carried out a successful system changeover and will be using the standard IVU.suite products for operations control and ticketing in future. REVG transports over 14 million passengers a year in the Rhine-Erft district with around 270 scheduled buses. With the new IVU.fleet control centre and the IVU.ticket.box on-board computers, REVG can now react quickly and appropriately to any operational situation. Seamlessly integrated ticketing makes it easy to sell tickets in the vehicle. To ensure secure operation, the data is hosted in the IVU.cloud.

News


PUBLIC TRANSPORT
ANWENDERFORUM
2024 USER FORUM




IVU PUBLIC TRANSPORT
ANWENDERFORUM
BERLIN 2024 USER FORUM
IVU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Integrated IT Systems for Bus and Rail
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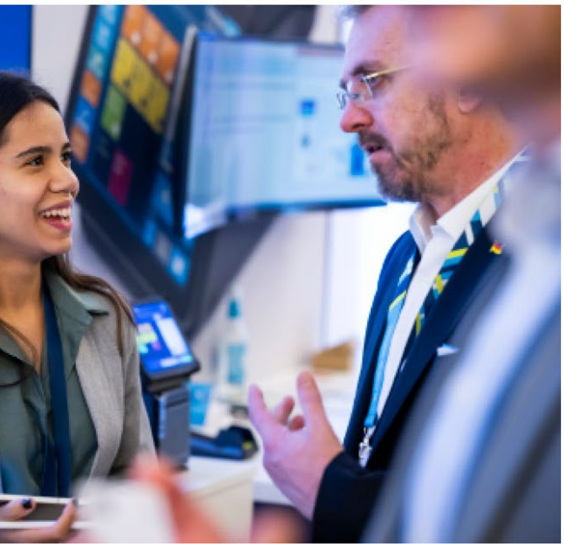


Record number of participants at the IVU User Forum 2024

The 36th IVU User Forum in Berlin saw exciting specialist presentations, high-calibre keynote speeches and lively workshops. 1,000 visitors from all over the world accepted IVU's invitation to the annual industry get-together at Telekom's HQ in the heart of Berlin. Presentations on the latest product developments and reports from international customers on the practical use of IVU software took centre stage. The forum also provided another opportunity to exchange ideas with users – not least at the evening event in Berlin's Metropol Theatre with a performance by the company band IVU.groove.

IVU makes successful presentation at InnoTrans 2024

The public transport of the future is digital, automated and climate-friendly. At InnoTrans, the leading international trade fair for transport technology, IVU presented its latest developments in the integrated complete solution IVU.suite for all transport company processes on its largest stand to date, covering 110 square metres. The innovations on show met with great interest. Interested parties and customers were able to find out about IVU's software and hardware products in numerous discussions and system demonstrations at the stand, which was very busy throughout. In addition to taking part in the AI tours, IVU also participated in the InnoTrans Career Tours for the first time, demonstrating its interest in potential new employees.

Ready for the efficient operation of tomorrow **with new developments and offers.**

More consistent processes thanks to the integrated railway control centre

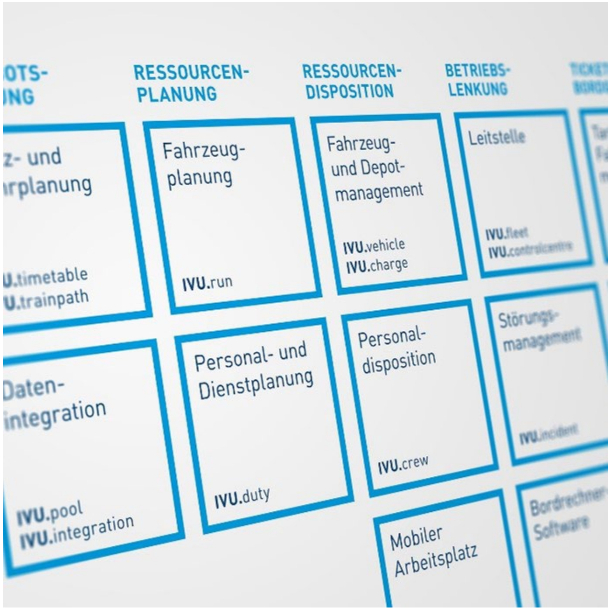
The integrated railway control centre with IVU.controlcentre, IVU.incident and IVU.realtime bundles all functionalities for reliable rail transport. The railway control centre provides an integrated standard solution with a fully digitised workflow to efficiently process changes and disruptions at short notice and provide personnel and vehicles. This includes the ready processing of rotations, services, journeys and allocations in the event of faults. IVU.incident enables fast fault management and automatic documentation of incident resolution. IVU.realtime provides up-to-date passenger information on all channels in real time.

Digital solutions for the skills shortage

The skills shortage poses challenges for many transport companies. Flexible personnel planning can help here. IVU.crew is the ideal tool for every phase of personnel planning - the software checks the distribution of tasks and reports possible conflicts. Scheduling optimisation takes into account requests, qualifications and restrictions to ensure fair duty rosters. The IVU.pad web app is the digital workplace for mobile personnel. It contains all important information such as duty rosters and manuals and improves communication with employees.

IVU.cloud with strong growth

IVU is successfully expanding its Software as a Service division. In 2024, further bus and rail customers, including from Germany, Luxembourg, the UK and Switzerland, were integrated into IVU.cloud. In order to ensure further growth in this area in the coming years, the course has been set for the renewal of the necessary infrastructure. This includes standardising processes through automation and measures to continue to meet the increasing security requirements in the KRITIS environment.



IVU.suite includes new products

The state-of-the-art IVU.suite was presented at the IVU User Forum 2024. Some solutions have been combined in new product groups, for example in vehicle equipment. At the same time, space was created for new services without changing the iconic structure of the IVU.suite. New additions include IVU.incident incident management and IVU.data for big data and data analyses. At the same time, the IVU.suite was given a stronger customer focus: The services of the respective products now take centre stage instead of the product names.

The web-based control centre for buses and trams

A web-based version of the IVU.fleet control centre was developed for the special requirements of bus and tram operators. This displays all the important information at a glance. The modern one-screen view summarises all essential driving information, enables simple control of event-related processes and provides a comprehensive overview in the dashboard. The mobile version can be used flexibly and is intuitive to operate.

Personnel







Finding and promoting talent: We regularly attend careers fairs to attract specialists to IVU. Internally, the specialist talent programme strengthens specialist careers and thus keeps important knowledge within the company.

Complex systems need clever minds. IVU offers meaningful activities in the exciting working environment of public transport – the decisive factor for sustainable mobility. To this end, IVU employees develop solutions, write software, implement products for our customers, advise transport companies and provide support worldwide if required. Their expertise plays a key role in ensuring IVU's success. In order to ensure that employees feel comfortable at IVU, the company fosters a positive and respectful working environment.

In the 2024 financial year, we continued our recruitment programme and were able to attract suitable software and project engineers to IVU. This year, the focus was on customer-facing roles in order to ensure continued customer satisfaction. Despite the difficult conditions caused by the skills shortage, we were once again able to recruit over 150 new colleagues from more than 10,000 applications last year. IVU now has 1,069 employees across the Group (corresponding to an average personnel capacity of 846 FTEs).

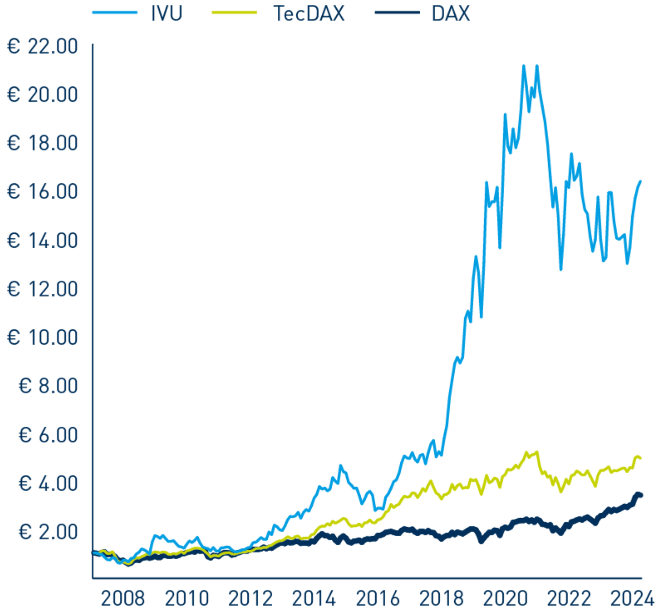
In addition to recruitment, internal development has become increasingly important for IVU. We use special junior staff programmes to prepare promising talents for management and specialist responsibility.

In recent years, IVU has also learnt to value employee participation in the form of shares, which was very well received internally. Virtually all employees are now also IVU shareholders.

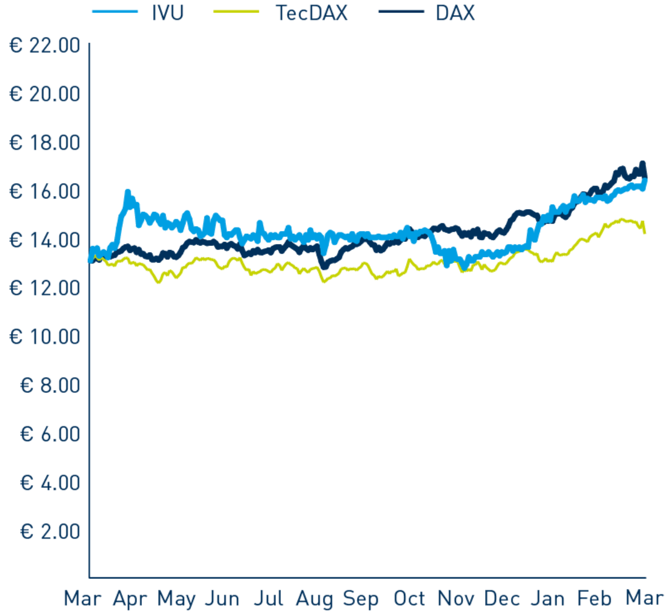
IVU share, key figures

IVU SHARE IN COMPARISON

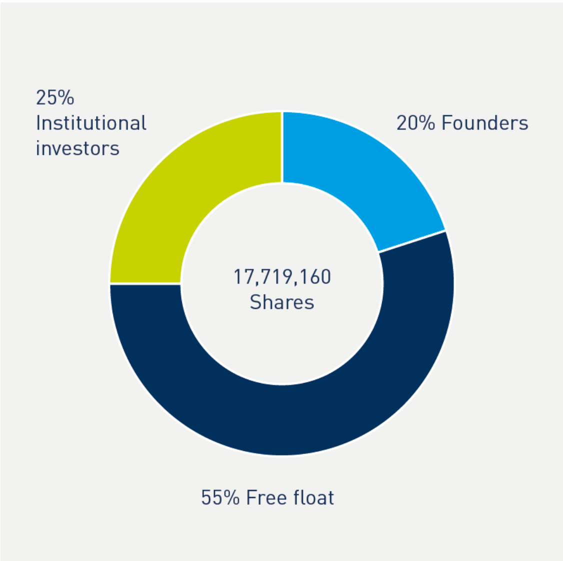
JAN 2008 – MAR 2025



MAR 2024 – MAR 2025



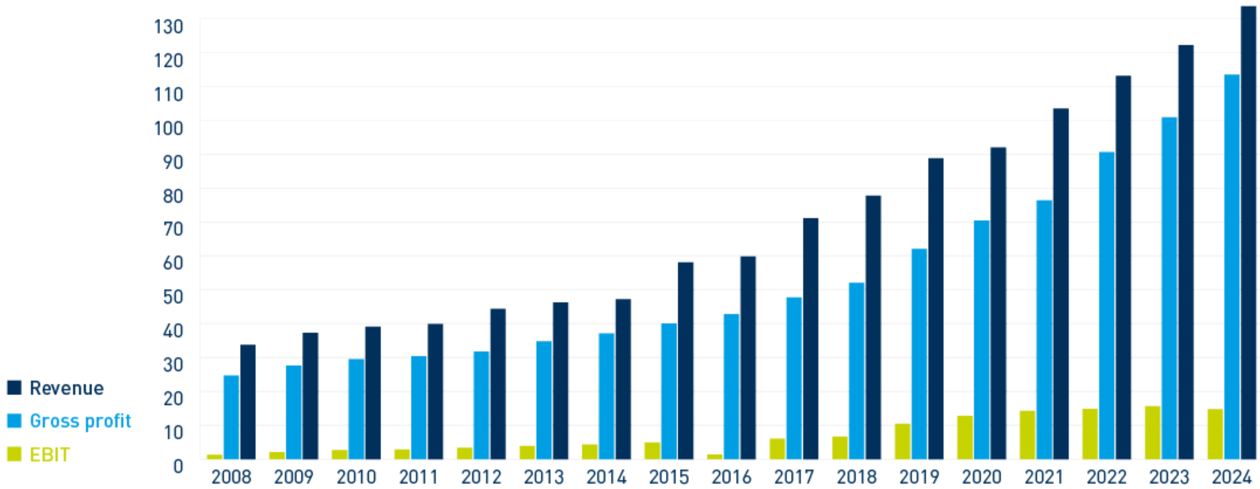
SHAREHOLDER STRUCTURE AS AT 31 DECEMBER 2024



SHARES HELD BY BOARDMEMBERS AS AT 31 DECEMBER 2024

Management Board	Shares
Martin Müller-Elschner	301,590
Leon Struijk	72,500
Management Board Total	**374,090**
Supervisory Board	
Bert Meerstadt	2,000
Prof. Dr. Barbara Lenz	1,500
Benedikt Woelki	519
Steffen Brümmer	416
Supervisory Board Total	**4,435**
BOARD MEMBERS TOTAL	**378,525**

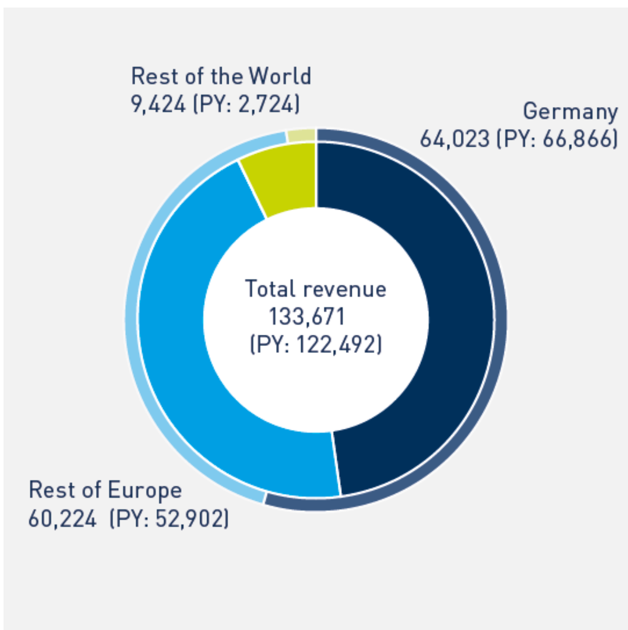
KEY FIGURES 2008-2024
IN € MILLION



EFFICIENCY 2008-2024
EBIT/GROSS PROFIT IN %

FULL TIME EQUIVALENTS 2008-2024
AS ANNUAL AVERAGE

REVENUE 2024
IN € THOUSAND



COMBINED MANAGEMENT REPORT

Combined management report for the financial year 2024

A. NOTE ON REPORTING

IVU Traffic Technologies AG is a significant part of the IVU Group in economic, organisational and business terms, including market and product strategy. Statements on the IVU Group therefore also mostly apply to IVU Traffic Technologies AG and vice versa. This report summarises the Group management report of the IVU Group and the management report of IVU Traffic Technologies AG (combined management report). The figures given in this report relate to the IVU Group. Separate reference is made to disclosures on the financial statements under commercial law. Below, the IVU Group is referred to as IVU and the individual company as IVU AG.

B. PRINCIPLES OF THE COMPANY AND THE GROUP

Group structure and products[1]

IVU develops, installs, maintains and operates integrated IT solutions for buses and trains. The standard products IVU.suite and IVU.rail cover the entire range of planning, operation and quality assurance for public transport operators and railway companies. IVU's software and hardware systems create timetables, plan and optimise the use of buses and trains, dispatch drivers and vehicles, control and monitor the operation of vehicle fleets, sell tickets, inform passengers, calculate revenue and compile statistics.

With the help of IVU's digital solutions, transport companies can standardise their entire operating processes and create future-proof services for the transport of tomorrow. Whether resource planning and scheduling, operations control, ticketing, passenger information or service billing – the various IVU products create an end-to-end digital workflow.

The integrated approach of the IVU systems is a particular advantage. As part of the digitalisation of public transport, this opens up new opportunities to link areas with each other, use data comprehensively and sustainably optimise and accelerate work processes. IVU's products thus increase both the efficiency and the quality of public transport.

IVU serves customers worldwide, with offices in Berlin (headquarters), Aachen, Frankfurt am Main, Leipzig, Hanover (Germany), Rome (Italy), Olten (Switzerland), Vienna (Austria), Delft (Netherlands), Paris (France), Birmingham (United Kingdom), Stockholm (Sweden), Budapest (Hungary), Istanbul (Turkey), New York (United States), Toronto (Canada) and Hanoi (Vietnam). IVU's core markets are Germany, Italy, Switzerland and the Netherlands, alongside railway companies worldwide.

Strategy and control[2]

IVU's Group strategy is aimed at continuous, financially sustainable growth. The expansion of the market position in the core markets and neighbouring regions of Europe as well as an increase in recurring revenues are fundamental to further consolidating IVU's economic stability.

IVU's growth is based on its highly developed products, which are created and implemented in co-operation and coordination with customers. In order to offer all customers solutions that are identical wherever possible, the focus is on maintaining product standards. The aim is to largely integrate the product portfolio for the two customer groups of public transport companies/associations and railways, thereby enabling users to have consistent workflows across all operational areas in one system.

In order to further expand its position in the German-speaking home market, IVU relies on good customer

[1] This section contains information required in ESRS 2 SBM-1 paragraph 40 (a) i.

[2] This section contains information required in ESRS 2 SBM-1 paragraph 40 (a) ii.

relationships and active customer care. To ensure that IVU can be the first point of contact for its customers when implementing new requirements in the future, the sales department is increasingly taking advantage of opportunities to up-sell and cross-sell products. Further growth is generated by the targeted acquisition of new customers in neighbouring countries within Europe. In the railway market, IVU sees all railway companies worldwide as potential customers.

Recurring sales are expected continue to grow disproportionately, but at least in proportion to Group revenue. In addition to the maintenance and support business, additional services related to IVU's products, such as training and consulting services, as well as the expansion of the cloud business will serve as growth drivers. The focus here is on marketing IVU.cloud in order to gain further customers for the technical operation of IVU's in-house systems.

IVU's management systems are geared towards maintaining an up-to-date picture of the Group's economic and financial situation and achieving its strategic goals. The key performance indicators here are the development of revenue as a key figure for the growth rate, gross profit (total operating revenue plus other operating income, less cost of materials) as a key figure for the company's own value creation and operating profit (EBIT) as a key figure for profitability.

Research and development

Since its foundation in 1976, IVU has been developing complex software solutions for public transport. Continuous further development and participation in important research and standardisation projects are constantly improving the IVU.suite products. In close dialogue with transport companies and partners from industry and science, numerous impulses for new functionalities and application models of the IVU systems are created.

IVU has good contacts with universities of applied sciences and universities – including TU Berlin, TU Ilmenau, TU Darmstadt, RWTH Aachen, KIT Karlsruhe, the University of Kassel and TH Wildau. Intensive and successful research and teaching collaboration is maintained with these universities.

All ongoing research projects were successfully completed in 2024. IVU is thus concluding a productive phase of external research participation and is currently focusing more on internal research and development. This makes it possible to work specifically on strategically relevant innovations, particularly in the areas of artificial intelligence and optimisation processes for public transport. This focus enables IVU to tailor its products even more specifically to the needs of its customers and integrate the latest technological developments directly into the IVU.suite.

The focus on internal research projects ensures that IVU's innovation is strengthened in the long term. Our developments continue to benefit from close co-operation with universities and scientific institutions, which provide valuable impulses.

A large part of IVU's research and development work continues to take place within the regular product and release cycles. IVU thus remains true to its philosophy of viewing research and development as an integral part of its product strategy and continuously working on technological advances.

Personnel[3]

The positive development of orders is also reflected in the growing number of employees at IVU. IVU needs highly trained specialists to process projects, further develop the product range and offer customers high-quality service. Employee qualifications and motivation are a decisive factor for sustainable success and further growth.

The labour market for IT specialists remained tense last year. Nevertheless, in 2024, IVU again managed to recruit the necessary staff – a confirmation of IVU's good reputation as an employer and the company's positive working atmosphere. The very good average ratings by employees at IVU AG on the Kununu rating platform are further proof of this. As at 31 December 2024, IVU had the following employees across the Group, including part-time employees and students 1,069 (2023: 966). The average personnel capacity increased by 9 % to 846 FTE (2023: 778) and personnel expenses rose by 13% to €76,5 million (2023: €67,6 million). In general, IVU operates in an environment with high wage levels.

[3] This section contains information required in ESRS 2 SBM-1 paragraph 40 (a) ii.

	2024	2023	Change
Number of employees as at 31 December	1,069	966	+11%
Average full-time equivalents (FTE)	846	778	+9%

The three largest locations by number of employees as at 31 December 2024 are Berlin (616 employees), Aachen (333 employees) and Rome (32 employees).

Recruitment measures

In 2024, the focus in recruiting was particularly on strengthening the project areas and customer service in order to implement projects well and ensure customer satisfaction. In addition, the information security and cloud teams were strengthened to ensure the continued protection of our software and its operation.

IVU regularly takes part in careers fairs in order to recruit specialists and university graduates. IVU took the opportunity to talk to suitable specialists at a total of 13 trade fairs in Berlin, Potsdam, Aachen, Karlsruhe and Dresden as well as at a digital trade fair. In addition to the IVU locations, the university cities of Dresden and Karlsruhe are highly relevant, as they produce first-class graduates with a strong connection to transport.

At the same time, IVU continued to promote remote working models and employed over 70 people across Europe in 2024.

The dual study programme with IVU was further consolidated in 2024. A total of three new students have started their training as mathematical-technical software developers in co-operation with Aachen University of Applied Sciences. IVU is now training five young talents.

Co-operation with various universities also plays an important role in personnel marketing. IVU employees use their expertise to support projects or organise seminars and lectures. In this way, students gain an insight into the technical challenges of public transport and the day-to-day tasks at IVU. IVU also utilises its good contacts with its research partners for this purpose.

Onboarding

In order to be able to successfully handle IVU's numerous projects, it is also important to quickly and comprehensively train new employees. IVU runs structured onboarding programmes at our locations in Berlin and Aachen. In modular training courses, the new colleagues from the German and international branches learn the basic knowledge they need to fulfil their tasks successfully. Among other things, the seminars deal with how public transport works, the individual IVU products as well as the overall system and the requirements for customer-orientated project management. This means that new colleagues are quickly up and running and can take on their own projects after only a short time. In addition to professional onboarding, another important aspect is for employees to get to know each other and socially network within the company. A total of six German-language onboarding programmes took place in 2024, three of which were held in Berlin and three in Aachen. An international onboarding event was arranged for our non-German-speaking colleagues.

Further training

Only those who are at the cutting edge of technology can develop and optimise complex IT systems. That's why IVU makes it possible for its employees to undergo continuous further training. This has resulted in an active knowledge culture within the company. Examples include the annual in-house developer conference and the project conference. These offer colleagues the opportunity to discuss new technologies and further developments in their programming environments as well as specialist topics from the project area.

IVU's growth is also accompanied by an increasing need for managers. IVU also ran internal management trainee programmes at 2024 in order to prepare suitable employees for future management tasks. In addition, training programmes for talented specialists were offered with the aim of strengthening specialist careers at IVU and establishing them as an attractive alternative to management careers. The aim of such training courses is to retain important knowledge within the company and promote special talents in a targeted manner.

The expansion of the existing career levels, which reflect a vertical career movement, particularly towards management, was further established and practised. The role descriptions illustrate the various specialist roles and the wide range of development opportunities at IVU.

C. GROUP SUSTAINABILITY STATEMENT[4]

Principles of sustainability reporting

The current sustainability movement is bringing about far-reaching regulatory, political and social changes and is therefore presenting companies with major challenges. As a provider of integrated IT systems for efficient and environmentally friendly public transport, IVU cares deeply about sustainability. With its solutions, IVU optimises public transport and contributes to a sustainable transport transition. At the same time, responsible behaviour is a basic prerequisite for long-term economic success. IVU therefore pursues its short and long-term growth targets in line with the needs of its employees, customers and partners as well as the requirements of society and the environment. This sustainable focus strengthens the company's resilience in the face of challenges and enables it to flexibly utilise opportunities as they arise.

IVU's value chain is characterised by a high degree of innovation and customer orientation and the close integration of research, development and application. The procurement of resources plays an important role in the upstream value chain. This includes ensuring an efficient IT infrastructure as well as the targeted recruitment of qualified specialists. At the same time, in-depth market research and analysis, technology research and close cooperation with partners are essential in order to meet the high demands of customers. The development of complex software solutions is at the heart of the value chain. In this, IVU attaches great importance to quality assurance. Thorough testing reduces the number of potential faults and ensures high software quality. Further, the value chain comprises the implementation and integration of the solutions. The standardised software is adapted to customer requirements and integrated into existing IT landscapes. Customer employees are also trained in the use of the solutions. The software is then continuously updated as part of maintenance in order to adapt it to new legal requirements and technical standards. In the downstream value chain, companies use IVU solutions for the efficient planning and control of public transport. More information on IVU's business model can be found in section B. "Principles of the company and the Group".

The sustainability statement describes the material sustainability aspects of IVU and was prepared in accordance with Sections 315c in conjunction with 289c to 289e HGB and Article 8 of Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment and amending Regulation (EU) 2019/2088 (EU Taxonomy). Sustainability reporting is carried out in full application of the first set of the European Sustainability Reporting Standards (ESRS). Although the first-time application of the ESRS breaks the principle of consistency, it is considered appropriate as the EU has also recognised the ESRS as a framework for future reporting under the Corporate Sustainability Reporting Directive (CSRD). Datapoints from other EU legislation in accordance with ESRS Appendix B are listed in the table of the same name below. This declaration relates to the financial year from 1 January to 31 December 2024 and the scope of consolidation corresponds to that of the consolidated financial statements. According to ESRS 1 §105, it is possible to exclude certain classified or sensitive information from reporting, even if it is material. This option was not used.

The guidelines, targets, measures and key figures as well as the impacts, risks and opportunities listed in the sustainability statement generally relate to the entire IVU Group. If there is a deviation, a corresponding explanation is provided. If certain key figures contain data from the upstream or downstream value chain or are subject to uncertainty, this is explicitly stated. In such cases, the value is adjusted individually where possible to reduce the uncertainty. In this report, this applies to the carbon footprint listed in the "Active climate change mitigation" section and the underlying consumption data. When using the terms short, medium and long term, the definition from ESRS 1 is adopted.

The following information has been included in the sustainability statement by reference. This can be found in the notes to the consolidated financial statements and in the management report and is marked as ESRS information where appropriate.

[4] The group sustainability statement was not audited by the auditor.

ESRS Disclosure Requirement	Brief description	Page number
ESRS 2 GOV-5 paragraph 36 (a)	The scope, main features and components of the risk management and internal control processes and systems in relation to sustainability reporting.	69f. (Management Report)
ESRS 2 GOV-5 paragraph 36 (b)	The risk assessment approach followed, including the risk prioritisation methodology.	69f. (Management Report)
ESRS 2 GOV-5 paragraph 36 (c)	The main risks identified and their mitigation strategies including related controls.	71ff. (Management Report)
ESRS 2 GOV-5 paragraph 36 (d)	A description of how the undertaking integrates the findings of its risk assessment and internal controls as regards the sustainability reporting process into relevant internal functions and processes.	69f. (Management Report)
ESRS 2 GOV-5 paragraph 36 (e)	A description of the periodic reporting of the findings referred to in point (d) to the administrative, management and supervisory bodies.	69f. (Management Report)
ESRS 2 SBM-1 paragraph 40 (a)	Key elements of the general strategy that relate to or affect sustainability matters of i. significant groups of products and/or services offered, including changes in the reporting period (new/removed products and/or services)	30ff. (Management Report)
	ii. significant markets and/or customer groups served, including changes in the reporting period (new/removed markets and/or customer groups)	30f. (Management Report)
	iii. headcount of employees by geographical areas	31f. (Management Report)

Management of sustainability topics

IVU has established processes to meet its due diligence obligations with regard to sustainability aspects. The following table provides an overview of the core elements and where in the sustainability statement they are set out.

Core elements of due diligence

a) Embedding due diligence in governance, strategy and business model	Management of sustainability topics, Sustainability strategy
b) Engaging with affected stakeholder in all key steps of the due diligence	Material stakeholder groups, Material sustainability topics
c) Identifying and assessing adverse impacts	Material sustainability topics
d) Taking actions to address those adverse impacts	Environment, Social, Governance
e) Tracking the effectiveness of these efforts and communication	Management of sustainability topics, Environment, Social, Governance

IVU's sustainability team manages and advises on the implementation of the sustainability strategy. The sustainability team is managed by the Head of Finance, who reports relevant issues to the Chairman of the Management Board and the Supervisory Board

(66,67% independent members)[5]. Targets relating to sustainability are agreed with the Management Board. In order to incentivise the Management Board to act sustainably, the remuneration of the Management Board includes variable components that are linked to employee satisfaction and the proportion of women. Environmental incentives are not yet a component of variable remuneration. No sustainability-related incentives were provided to the company's other bodies. The Head of Finance is involved in decisions that have a significant impact on sustainability in order to ensure that sustainability aspects are taken into account. Other members of the sustainability team are involved on an ad hoc basis to monitor compliance with sustainability guidelines.

The company receives further impetus for shaping IVU's social responsibility from its Supervisory Board and its Advisory Board, which is made up of respected experts from the industry. Further encouragement comes from close contacts in the transport industry and involvement in associations and commissions. In addition, due to the open corporate culture, important issues raised by employees reach the company's managers and Management Board either directly or indirectly via the Works Council.

The implementation of sustainability measures is accompanied by opportunities and risks. These are recognised on a quarterly basis as part of the risk management system and the internal control system described in more detail in section E. "Forecast, Risk and Opportunity Report". The Management Board and Supervisory Board are kept informed of the results on an ongoing basis. The Management Board and the wider management team are involved on an ad hoc basis and support the monitoring of risks as required.

In order to proactively counteract environmental risks in particular, IVU carries out a comprehensive resilience analysis on physical and transition risks every three years. This is integrated into the overarching risk management system. In 2022, a climate risk analysis was first carried out in accordance with the recommendation of the Federal Environment Agency in order to identify and eliminate physical risks to economic activity caused by climate change. Climate scenarios for temperature, wind, water and earth-related risks were used to analyse possible physical environmental impacts at IVU's four largest sites within the next 10 years as well as over a period of 10 to 30 years. The worst-case scenario was used as the key scenario in each case. Heat waves, a growing temperature range and increasingly severe storms in Central Europe have been identified as potential sources of danger. In particular, these can pose a health risk to employees and to buildings and infrastructure. The assessment also took into account the fact that a large part of IVU's business activities can be carried out regardless of location due to the nature of the business and the corresponding technological equipment of the employees. The risk at IVU's locations was categorised as low overall. In 2024, possible physical environmental impacts on the Leipzig site were also analysed. The risk at this location was also categorised as insignificant. It was not considered necessary to integrate physical risks into the corporate strategy or take any concrete measures.

In addition, the resilience analysis was supplemented by transition risks that affect both the upstream and the downstream value chain as well as the company's own business division. Risks from the materiality analysis, results from the climate risk analysis and the examples from ESRS E1 AR12 were analysed as potential short, medium and long-term transition risks. The assessment was based on the criteria of scale on a scale from 0 (none) to 5 (very high) and probability of occurrence on a scale from 0.75 (unlikely) to 0.9 (very likely). The duration of the transition events was taken into account when assessing the scale. The longer the expected duration, the higher the rating. The total value was calculated by multiplying the two criteria. The threshold for determining materiality was 2.7 out of a maximum of 4.5 points. Significant transition risks for IVU include, for example, exclusion from tenders in the medium term due to inadequate proof of performance in the area of sustainability and increased costs for acquisitions in the medium to long term. The risk of significant revenue losses or cost increases as a result of adapting to trends, switching to green electricity or purchasing new technologies was not considered to be significant. It was not considered necessary to integrate transitional risks into the corporate strategy or take any concrete measures. However, due to the ongoing changes in the area of sustainability, these estimates are subject to uncertainty and are

[5] Further information on the Supervisory Board and Management Board can be found in the section "Ensuring equal opportunities".

continuously reviewed. The next resilience analysis will be carried out in 2025.

In addition, the sustainability officers attended training courses as required in order to keep abreast of the current legal situation and to be able to assess the effects, opportunities and risks in the area of sustainability.

Based on key sustainability issues, an ESG policy was adopted by the Management Board in 2024, which serves as a guideline for the entire Group's day-to-day activities. This helps IVU employees to implement the sustainability strategy. Its aim is also to familiarise employees with IVU's values and clarify IVU's expectations of customers and suppliers. The directive was adopted for an indefinite period. The contents are reviewed annually and adapted if necessary. Care is taken to ensure that there are no negative effects either for the entire workforce or for individual groups within IVU. The ESG policy has been published on IVU's website to make it accessible to stakeholders.

Due to a lack of experience, it was not possible to define well-founded targets for all material topics. In 2025, IVU plans to set further targets in the areas of environment, social and governance. In addition, sustainability controlling is to be established by 2026 in order to continuously monitor and manage progress and financially assess opportunities and risks.

Material stakeholder groups

In accordance with the ESRS, the stakeholder groups are divided into those who are affected by the company's activities and those who are concerned with sustainability reports.

The first group includes IVU employees, the Supervisory Board as well as customers, project partners, suppliers and (future) investors. Added to this are the authorities, associations and the public. The recipients of the sustainability reports can include investors, lenders, applicants, customers, authorities, the public and important multipliers such as analysts or various media.

IVU attaches great importance to a continuous dialogue with all groups. The "Social " and "Governance" chapters contain further information on the various exchange channels and how the interests of stakeholders are taken into account. The sustainability team informs the executive board about the interests of the stakeholders communicated to it on an ad hoc basis and discusses with the Management Board how these are taken into account in the business model and strategy.

Material sustainability topics

The material sustainability topics according to ESRS were determined in 2024 using a double materiality analysis in accordance with ESRS 1.

A multi-stage process was used to identify material sustainability issues. The first step was to draw up a list of all potentially material sustainability topics in accordance with ESRS 1 AR 16. Potential stakeholders were then analysed. As part of the analysis, stakeholders were identified who are able to provide information on the relevant issues. They received the relevant excerpt from the list in order to assess the materiality of the sustainability issues for IVU. They were first asked to identify and document impacts, risks and opportunities (IROs) for each point. This included taking into account the upstream and downstream players in the value chain on the basis of the available information, and integrating the significant physical and transition risks from the resilience analysis described in the "Active climate change mitigation" section as well as the risks of the risk management system described in section E were integrated. The stakeholders then evaluated the IROs. Positive impacts were assessed based on the criteria of scale and scope, while irremediability was also taken into account for negative impacts. For potential positive or negative effects, the score was weighted by multiplying it by a probability factor. Opportunities and risks were assessed on the basis of their scale and probability of occurrence.

		Criterion	**Scale**
Impact	Negative impact	Scale	0 (none) to 5 (very high)
		Scope	0 (none) to 5 (global/total)
		Irremediability	0 (very easily reversible) to 5 (irreversible)
		Probability (with potential impact)	0.75 (unlikely) to 0.9 (very likely)
	Positive impact	Scale	0 (none) to 5 (very high)
		Scope	0 (none) to 5 (global/total)
		Probability (with potential impact)	0.75 (unlikely) to 0.9 (very likely)

		Criterion	Scale
Risk and opportunity		Scale	0 (none) to 5 (very high)
		Probability	0.75 (unlikely) to 0.9 (very likely)

The sum of the points for the criteria of scale, scope and irremediability multiplied by the probability gives the total score. The overall score was used to determine materiality. IROs were categorised as material from the following values:

Materiality	Type	Threshold value	Maximum value
Impact materiality	Potential negative impact	8.1	13.5
	Actual negative impact	9	15
	Potential positive impact	5.4	9
	Actual positive impact	6	10
Financial materiality	Opportunities and risks	2.7	4.5

Significant effects in IVU's own business area include, for example, climate-damaging emissions and the influence on employee satisfaction and legally compliant behaviour. In the upstream and downstream value chain, the reduction of climate-damaging emissions by customers and the impact on the data security of suppliers and customers were identified.

Rising energy costs and a lack of equal opportunities were identified as significant risks in our own business area. In the upstream and downstream value chain, on the other hand, infrastructure vulnerability to extreme weather events and security deficiencies in data processing were found.

Significant opportunities were present in our own business division. These include the possibility of improving productivity by bettering working conditions and enhancing reputation through effective incident management.

Sustainability topics for which material impacts, risks or opportunities were identified were categorised as material. The topics listed in the table "Material sustainability topics" below are therefore material and included in the sustainability statement. These are also addressed within the risk management and internal control system in order to identify appropriate measures.

The result shows the topics with a significant impact on the economy, environment and society and with the highest business relevance for IVU. The Management Board as well as the Supervisory Board have validated this categorisation.

The main sustainability topics are addressed in the following sections of the sustainability statement:

Field of action	Section	Allocation in accordance with Section 289c para. 2 HGB
Environment	Active climate change mitigation Efficient use of resources	Environmental concerns
Social	Appreciative and transparent corporate culture Sustainable customer relationships	Labour issues, social issues, respect for human rights
Governance	Responsible corporate governance	Combating corruption and bribery, respect for human rights

Sustainability strategy

The following sustainability strategy has been derived for IVU from the main impacts, opportunities and risks:

Environment

Active climate change mitigation: For IVU, active climate change mitigation means making a relevant contribution to our society's move towards climate neutrality. The company relies in particular on the integrated IT systems of the IVU.suite, which enable customers to achieve a sustainable reduction in CO_2 emissions. At the same time, IVU is aiming to achieve a neutral carbon footprint in terms of Scope 1 and 2 emissions by 2025.

Efficient use of resources: IVU uses its resources carefully and strives for a circular economy. In this, the company focuses in particular on the best possible recycling of internal operating materials and co-operation with sustainable suppliers.

Social

Appreciative and transparent corporate culture: The most important prerequisite for IVU's economic success is its employees – the company makes sure to actively seek out and recruit the best candidates. IVU attaches great importance to collegial co-operation and enables all colleagues to pursue meaningful work in an appreciative working environment and to fully develop their individual talents. The company shares its successes with all employees.

Sustainable customer relationships: IVU strengthens its partnerships through an active and trusting exchange. As a result, the company is aware of its customers' needs. In order to find solutions for complex and dynamic requirements, IVU relies on dialogue with all stakeholders. The focus is always on the customer's perspective.

Governance

Responsible corporate governance: IVU's management always acts responsibly and within the framework of the applicable regulations of a listed company. IVU is committed to the Corporate Governance Code and the internal Code of Conduct. Avoiding critical compliance incidents is a top priority. In accordance with the Code of Conduct, no form of corruption or bribery is tolerated. IVU maintains a fair, co-operative and long-term partnership with its customers, partners and suppliers.

Environment

IVU strives for sustainable growth. To achieve this, it must overcome current challenges. Protecting our environment is one of the biggest challenges we face today. IVU is convinced that it can make an important contribution here by helping to protect the climate and using resources efficiently.

Active climate change mitigation

Climate change is more relevant now than ever before and impacts many areas of day-to-day business in companies. In order to proactively counteract environmental risks and discover new opportunities, IVU carries out a comprehensive resilience analysis on physical and transition risks at least every three years.[6] The next resilience analysis will be carried out in 2025.

[6] Further information on the resilience analysis can be found in the "Management of sustainability topics" section.

IVU is convinced that companies have a special duty to counteract climate change. In order to provide employees and business partners with guidelines for contributing to active climate change mitigation, principles for efficient and environmentally friendly work are anchored in the ESG policy published on the website. These principles address significant impacts, risks and opportunities relating to the topics of "adaptation to climate change", "climate change mitigation" and "energy". These include, for example, CO_2 emissions in our own business area and the downstream value chain as an impact or rising energy costs as a risk for IVU. The Head of Finance scrutinises decisions that significantly affect these issues. IVU has selected the following fields of action:

1. Promoting efficient public transport
2. Increasing energy efficiency and reducing emissions
3. Boosting low-emission mobility for employees

Promoting efficient public transport

Public transport with buses and trains is one of the most environmentally friendly modes of transport in terms of greenhouse gas emissions – far ahead of private motorised transport and air travel.

IVU's systems ensure smooth and efficient public transport for transport companies in Germany, Europe and all over the world, making it more attractive for many passengers. At the same time, IVU.suite products support transport companies in sustainably reducing CO_2 emissions and reacting quickly to climate change-related disruptions, such as those caused by extreme weather events.

In addition, the IVU.suite has numerous functions specifically for the use of electric buses. The system knows the characteristics of the vehicles, charging options and routes and provides support with suitable suggestions. This allows electric buses to be utilised efficiently and staff to be deployed optimally. A particular focus here is on integrated management: The system combines electric buses and combustion engines as a mixed fleet in one interface and enables joint planning, scheduling, operations control and passenger information.

Numerous assumptions are needed if we want to quantify the positive environmental impacts in the downstream value chain with regard to climate change adaptation, climate change mitigation and energy consumption. This means that it is not possible to use specific targets and key figures. Nevertheless, IVU is convinced that its products make a significant contribution. The following table provides qualitative examples of positive environmental impacts:

Product	Range	Environmental impact
IVU.run	Scheduling	Efficient schedules, reduction of empty runs
IVU.duty	Duty planning	Efficient duty rosters
IVU.vehicle	Vehicle use	Optimum allocation of energy-saving vehicles
IVU.crew	Crew allocation	Efficient duty allocation
IVU.pad	Crew allocation	Submission of service requests, avoidance of unnecessary travel
IVU.fleet	Operational control	Vehicle monitoring and flexible route adjustment
IVU.cockpit	Operational control	Driver assistance with tips for efficient driving
IVU.control	Evaluation	Performance analysis shows potential for improvement
IVU.ticket.box	Vehicle equipment	Enables utilisation of IT solutions. For example, route optimisations can be communicated in real time

Increase energy efficiency and reducing emissions

To protect the climate, it is important to increase energy efficiency and reduce emissions. It is not only in the downstream supply chain that IVU wants to help protect the climate with its products. It is also addressing the effects in its own business area by striving to continuously reduce climate-damaging emissions. The focus here is primarily on emissions in Scopes 1 and 2, as this is where the influence is greatest. To this end, the results of the carbon footprint measurement for 2023 and the interests of stakeholders such as investors and customers were analysed. On this basis, IVU has set itself the absolute target of reducing these emissions to 0 tonnes of CO_2 equivalents (tCO_2e) by 2025. 2023 is used as the base year, as the business activities and external influences in this year are representative. As part of the annual measurement of the carbon footprint, the overall progress and effectiveness of individual measures to achieve the target are monitored. There are also plans to set a target for Scope 3 emissions in 2025. No science-based environmental target has been set to date. Consideration is being given to establishing a science-based target for the carbon footprint in the medium term , for example as part of the Science Based Target Initiative.

The remaining net emissions from Scopes 1 and 2 will be offset by Gold Standard-certified projects outside IVU's value chain from 2025. This voluntary commitment to offsetting incentivises IVU to continuously reduce its carbon footprint.

The software application from Climate Extender GmbH is used to measure the carbon footprint. This determines the emission values for Scopes 1, 2 and 3 in accordance with the internationally recognised Greenhouse Gas (GHG) Protocol standard. On the one hand, data originates from the company itself - for example, analyses of goods purchased or employees' routes to work. On the other hand, data from suppliers was used. The latter includes, for example, evaluations of business trips by travel agencies or carbon footprints from service providers who make their data centres available to IVU. Where exact values could not be determined, estimates were used. If current values were unavailable, the previous year's values were extrapolated taking into account any changes that occurred. If no previous year's values were available, average values or values from comparable locations were used for extrapolation. This results in measurement uncertainties. In order to compensate for measurement uncertainties, the emission values were given individual surcharges of between 5% and 15%.

The following changes were made to the calculation of the carbon footprint in 2024 compared to 2023:

1. The emission factors applied to waste were adjusted in accordance with the Fuel Trading Act for the years 2023 to 2030. To ensure comparability, the associated emissions in this category were retroactively increased from 1 t CO_2e to 38 t CO_2e in 2023.
2. When calculating emissions from the use of data centres in 2024, external Scope 3 emissions were also taken into account in addition to Scope 1 and 2 emissions. To ensure comparability, a calculation error for emissions in 2023 was corrected, resulting in a decrease from 946 t CO2e to 116 t CO2e.
3. Purchased services and third-party licences as well as hardware and software sales were

included in the calculation for the first time. The associated Scope 3 emissions total around 5,655 t CO2e.

Overall, the Group-wide greenhouse gas emissions (GHG emissions) in 2024 were 7,230 t CO_2e (2023: 2,018 t CO_2e) (location-based) and 7,007 t CO_2e (market-based) (2023: 1,874 t CO_2e). Of this, IVU offsets 137 tonnes from air travel via Gold Standard-certified projects run by the non-profit organisation atmosfair outside its value chain, without any contractual obligation. The majority of emissions are attributable to purchased goods and services (2024: 3,864 t CO_2e; 2023: 244[7]) and the use of sold products (2024: 1,856 t CO_2e; 2023: -).

The increase in emissions results from the first-time inclusion of Scope 3 emissions from purchased services and third-party licences as well as hardware and software sales. In the previously measured emission categories, IVU was able to achieve a reduction of 443 t CO_2e in location-based emissions and 524 t CO_2e in market-based emissions compared to the previous year. This is mainly due to a reduction in emissions from employees travelling to work (2024: 295 t CO_2e; 2023: 615 t CO_2e).

Increasing energy efficiency plays a key role in reducing climate-damaging emissions. This also addresses the risk of rising energy costs. Due to the company's growth and the associated remodelling measures, energy requirements increased slightly compared to the previous year. Group-wide energy consumption in 2024 totalled 1,909 MWh (2023: 1,869 MWh). In order to improve management, an energy audit is carried out every four years in accordance with DIN EN 16247-1 with the aim of identifying the main energy drivers and increasing energy efficiency. The last audit took place in November 2023 for the Berlin and Aachen locations. Particular attention was paid to power consumption. In 2024, IVU generated a total of 544 MWh (2023: 430 MWh) of electricity. The increase in electricity consumption compared to the previous year can be attributed to remodelling measures at the Berlin and Aachen sites as well as the company's growth. Lighting was identified as one of the main regular consumers in the energy audit. As a result, IVU is gradually switching to energy-saving LED light bulbs. Thanks to the high efficiency and luminous intensity as well as a significantly longer service life compared to neon tubes, this step has a lasting effect on resource consumption in the company. At the last measurement in 2023, approx. 50% of the lighting had been replaced by LED light bulbs. The plan is to complete the full changeover by the end of 2026 for measurement in the next energy audit.

Based on the energy audit and the carbon footprint for 2023, the sustainability team has introduced further measures to reduce emissions in the areas of electricity consumption and heating in particular. These will be formalised in a transition plan in 2025 in consultation with the Management Board. The transition plan will include an estimate of the quantitative contributions and the planned implementation date of the measures that use decarbonisation levers. On the other hand, potential future emission sources are identified and evaluated.

The current focus is on the choice of energy supplier. In 2024, electricity consumption from green electricity tariffs amounted to around 80% (2023: 71%) and thus improved again compared to the previous year. The resulting emissions were thus reduced by 30 t CO_2e (2024: 30 t CO_2e; 2023: 60 t CO_2e). The aim is to increase the proportion of green electricity at the main locations to 100% by the end of 2025. In addition, IVU, together with the landlord, is negotiating the installation of a photovoltaic system on the roof of the Berlin branch with the Monument Protection Authority. The aim is to implement this in the medium term.

Savings potential was also utilised for heating, although the area to be heated has increased due to the company's growth. Through more conscious heating use, the energy consumption of fuels in this context was reduced from 1,439 MWh in 2023 to 1,363 MWh in 2024. The following measures are also planned at the Berlin site for 2025: After a test phase in 2024, electronic thermostats will be installed throughout the site. In addition, the company is switching to district heating as an energy-saving heating system in order to achieve further increases in efficiency.

[7] Purchased goods and services were not yet taken into account in 2023

	Retrospective				Milestones and target years			
	Base year (2023)	Comparison	2024	2024 / 2023	2025	2030	(2050)	Annual % of target / base year
Scope 1 greenhouse gas emissions								
Scope 1 gross greenhouse gas emissions (t CO2e)	465	-70	395	85%	0	0	0	
Scope 2 greenhouse gas emissions								
Location-based Scope 2 gross greenhouse gas emissions (t CO2e)	204	70	274	134%	-	-	-	
Market-based Scope 2 gross greenhouse gas emissions (t CO2e)	62	-11	51	82%	0	0	0	
Significant Scope 3 greenhouse gas emissions								
Total indirect (Scope 3) gross greenhouse gas emissions (t CO2e)	1,349	5,212	6,561	486%	-	-	-	
1. Purchased goods and services (excluding cloud computing and data centre services)	244	3,620	3,864	1,584 %*	-	-	-	
Cloud computing and data centre services	116	-8	108	93%	-	-	-	
2. Capital goods	-		-					
3. Activities related to fuels and energy (not included in Scope 1 or Scope 2)	51	2	53	104%	-	-	-	
4. Upstream transport and distribution	9	19	28	318%				
5. Waste generated in operations	40	4	44	110%	-	-	-	
6. Business travel	274	10	284	104%	-	-	-	
7. Employee commuting	615	-321	295	48%	-	-	-	
8. Upstream leased assets	-		-					
9. Downstream transportation and distribution	-		-		-	-	-	
10. Processing of sold products	-		-					
11. Use of sold products	-	1,856	1,856					
12. End-if-life treatment of sold products	-	30	30					
13. Downstream leased assets	-		-					
14. Franchises	-		-					
15. Investments	-		-					
Total greenhouse gas emissions								
Total greenhouse gas emissions (location-based) (t CO2e)	2,018	5,212	7,230	358%				
Total greenhouse gas emissions (market-based) (t CO2e)	1,874	5,131	7,007	374%				

* Purchased services and third-party licenses were included in this category for the first time in 2024.

Greenhouse gas intensity per net revenue*	2024
Total greenhouse gas emissions (location-based) per net revenue (t CO2e/€)	0.000054
Total greenhouse gas emissions (market-based) per net revenue (t CO2e/€)	0.000052

* The net revenue recognised corresponds to the amounts shown in the "Consolidated income statement for 2024" section.

Energy consumption and energy mix	Comparison	2024
1. Total consumption of fossil energy (MWh)	-65	1,417
Share of fossil fuels in total energy consumption (in %)	-5%	74%
2. Consumption from nuclear sources (MWh)	-2	2
Share of consumption from nuclear sources in total energy consumption (in %)	+/-0	0%
3. Fuel consumption for renewable sources, including biomass (also industrial and municipal waste of biological origin, biogas, hydrogen from renewable sources, etc.) (MWh)	+1	1
4. Consumption from purchased or received electricity, heat, steam and cooling and from renewable sources (MWh)	+104	500
5. Consumption of internally generated renewable energy other than fuels (MWh)	+/-0	0
6. Total consumption of renewable energy (MWh) (sum of rows 3 to 5)	+105	501
Share of renewable fuels in total energy consumption (in %)	+5%	26%
Total energy consumption (MWh) (sum of lines 1, 2 and 6)	+28	1,920

Boosting low-emission mobility for employees

As a company whose services contribute to the environmentally friendly mobility of society, IVU cares to set a good example.

The data used to calculate commuting distances as part of the carbon footprint was based on estimates for the 2023 reporting year. In 2024, a survey was conducted on employees' journeys to work in order to better assess emissions in this category. A participation rate of approx. 52% was achieved. Extrapolated, this results in an emission value of 295 t CO2e (2023: 615 t CO2e). The reduction in emissions from commuting to work can be explained on the one hand by the conservative estimate in the previous year and on the other hand by widespread work from home. To minimise the need for business trips and commuting, all employees are provided with mobile devices and all locations are equipped with modern video conferencing systems. Mobile working is part of IVU's everyday working life. The place of work can be freely determined – if the job allows it. This saves on travel and allows existing spatial resources to be used efficiently and sustainably. Since 2023, employees who work fully or partially from home have been comprehensively set up to enable working from home. Height-adjustable desks, office chairs and other work materials can be delivered to the desired work location on request. By 31 December 2024, 328 employees had made use of this offer.

However, some business trips are essential in the project business in order to realise projects on site, carry out training and support customers. In these cases, the ESG policy encourages employees to use public transport instead of flights and taxis wherever possible. For data protection reasons, compliance with the directive is not monitored. Since the beginning of the 2018 financial year, IVU AG has been offsetting unavoidable business air travel through the non-profit organisation atmosfair. atmosfair uses the payments to support various Gold Standard-certified climate change mitigation projects in the areas of "renewable energies" and "energy efficiency". In 2024, IVU AG employees travelled 1.3 million kilometres by air. 11.9% of these were short-haul flights[8], 82.2% were medium-haul flights[9] and 5.9% were long-haul flights[10]. According to the GHG protocol calculation, these trips have a carbon footprint of 137 t CO_2e (2023: 125.5 t CO_2e).

IVU AG subsidises the use of public transport for each employee at its German sites with a net amount of €50 per month as part of its efforts to reduce emissions on business trips and commutes. There are comparable regulations in the branches in Switzerland, Austria and the Netherlands.

As a bicycle-friendly employer, the company offers bicycle garages, showers and regular bicycle repairs in Berlin and Aachen. There are also plans to install charging points for electric cars in the car park of the Berlin branch in the medium term. This creates an infrastructure that promotes environmentally friendly travel.

Regular dialogue is sought with employees to check whether the implementation of measures to reduce emissions has a negative impact on employees. The

[8] Less than 500 km

[9] 500 to 1,600 km

[10] More than 1,600 km

various communication channels are described in the section "Appreciative and transparent corporate culture". No significant negative effects were identified in 2024.

Efficient use of resources

Since the devices which IVU sells are manufactured by suppliers and IVU does not customise the hardware, the company itself does not consume any resources for the production of hardware.

However, it requires some resources to provide its services. The resources that IVU procures externally mainly include hardware for employees (laptops, smartphones, headsets, etc.). In particular, the limited availability of rare resources that are essential for the production of IT equipment poses a risk for the company in its own business area and in the upstream value chain. These risks from the topic area "Resource inflows, including resource utilisation" are addressed in the published ESG policy. This contains principles that stipulate recycling and the avoidance of hazardous substances as well as the use of sustainable hardware. The Head of Finance monitors compliance by scrutinising decisions that significantly affect this issue.

IVU has identified the following fields of action:

1. Promoting recycling
2. Working with sustainable suppliers.

Specific targets were not set because these do not offer any significant added value in terms of mitigating risks. Similarly, the key figures from the ESRS E5 "Resource utilisation and circular economy" standard were not applied. There is no significant correlation between the IROs and the weights of the technical and biological materials used or the percentage of recycled raw materials.

Promoting recycling

In order to increase the availability of rare resources, IVU endeavours to recycle its IT equipment at the end of the product life cycle. For electronic waste such as screens, lamps, headphones and other small electrical and electronic devices, IVU works together with specialised service providers who dispose of the devices professionally in accordance with Annex VII of Directive 2012/19/EU or technically refurbish old PC hardware and return it to the second-hand market.

Working with sustainable suppliers

Compliance with basic standards for resource-conserving production is particularly important to IVU when working with suppliers. As a result, IVU looks for important suppliers in Europe, where strict sustainability requirements apply.

IVU's main suppliers are companies that manufacture products such as IVU.ticket.box and IVU.box.gateway, on which customers operate IVU's IT solutions. These partner companies are based in Germany. Like IVU itself, they are subject to Directive 2011/65/EU on hazardous substances in electrical and electronic equipment (RoHS) and are a "downstream user" within the meaning of European Regulation (EC) No. 1907/2006 concerning the Registration, Evaluation and Authorisation of Chemicals (REACH). The products do not release chemicals under normal and reasonably foreseeable conditions.

As concerns the hardware part of its system solutions, IVU ensures that this can be used for as long as possible. Together with its upstream suppliers, IVU therefore usually contractually agrees a spare parts availability of up to 10 years and, in individual cases, even longer. It also offers its customers repair services for defective hardware.

In addition, as an IT company, IVU requires IT equipment in particular to run its business. It relies primarily on the durable hardware from the supplier Dell.

EU taxonomy

Basics

The European Parliament and the European Council have adopted a Europe-wide classification system for ecologically sustainable business with the so-called EU taxonomy. The aim is to create a standardised framework for classifying companies in the EU according to their environmental impact and making them comparable for customers, lenders or investors. One of the aims of the EU taxonomy is to focus capital flows more strongly on sustainable investments.

According to the EU taxonomy, an economic activity is considered taxonomy-eligible if it can potentially contribute to one of the following six environmental objectives:

- Climate change mitigation
- Climate change adaptation

- Sustainable use and protection of water and marine resources
- Transition to a circular economy
- Pollution prevention and control
- Protection and restoration of biodiversity and ecosystems

It is also taxonomy-compliant if it cumulatively fulfils the following three conditions:

- Making a substantial contribution to one of the six environmental objectives while fulfilling the assessment criteria defined for the respective economic activity.
- Compliance with the Do-No-Significant-Harm ("DNSH") criteria defined for the respective economic activity. This means that none of the other environmental objectives may be significantly impaired.
- Ensuring minimum protection ("minimum safeguards") with regard to human rights, social and labour standards.

IVU must report whether and to what extent its activities are environmentally sustainable as defined by the taxonomy. The key figures for this are the corresponding shares of turnover, capital expenditure (CapEx) and operating expenditure (OpEx). For this report, IVU has applied the taxonomy available at the end of 2024 to its business activities.

It should be noted here that there are currently still uncertainties in the interpretation of the regulation due to undefined legal terms in the EU taxonomy.

IVU has made various efforts to be explicitly recognised in the taxonomy system. Among other things, it has approached the responsible expert committee of the EU Commission with a concrete proposal for a solution. Companies whose sustainable activities are not yet included in the classification system are expressly requested to provide such information. This has not yet been implemented. Based on advice from the expert panel and published FAQ documents on dealing with the EU taxonomy, IVU has decided, after careful consideration, to apply a broadly interpreted economic activity.

Further legal acts and explanations on the part of the EU for the use of the published guidelines are expected. Such additions are carefully scrutinised for their significance for IVU's reporting on the EU taxonomy.

Taxonomy eligibility

IVU's business model involves integrated IT systems for efficient and environmentally friendly public transport. Strengthening and expanding public transport is a key lever for national and international climate change mitigation efforts. Therefore, in terms of the EU taxonomy, activities in these areas are suitable for making a significant contribution to the environmental goal of "climate change mitigation" through the expansion of environmentally friendly or climate-neutral mobility.

Within the environmental objective "climate change mitigation", IVU assigns all of the above activities to economic activity 8.2 "Data-driven solution for GHG emissions reductions" in the ESRS sector Information and communication.

Taxonomy compliance

Substantial contribution

IT solutions must be used primarily to provide data and analyses that help to reduce greenhouse gas emissions in accordance with the chosen standard. Sustainability is a central element of IVU's work. For the company, this primarily means climate change mitigation. In this area, IVU's products make a significant contribution to reducing greenhouse gas emissions by increasing efficiency (see table in the "Active climate change mitigation" section on the selected IVU products).

It is not possible to conduct a quantitative assessment for substantial improvements compared to alternatives because no comparable alternatives to IVU's IT solutions can be identified. For this reason, emissions were not measured over the life cycle. Instead, IVU has carried out a systematic study that shows that the use of its IT solution results in a substantial reduction in harmful emissions compared to the use of no software or similar. This approach is in line with the recommendation of the EU Commission.

Compatibility with other environmental goals (Do no significant harm, "DNSH")

In order to comply with the DNSH criteria, potential negative impacts on the environmental objectives "Adaptation to climate change" and "Transition to a circular economy" must be taken into account.

IVU has carried out the climate risk analysis described in the "Active climate change mitigation" section in accordance with the recommendation of the German Federal Environment Agency in order to control the negative impact of the environmental objective "Adaptation to climate change" and to identify and eliminate physical risks to economic activity caused by climate change.

Further requirements for the environmental goal "Transition to a circular economy" are implemented by IVU as follows:

- The working materials used by IVU fulfil the requirements of Directive (EU) 2009/125/EC and do not contain any prohibited substances in accordance with Directive 2011/65/EU.
- A waste management plan that ensures that used products are recycled in the best possible way at the end of their life cycles was introduced in 2022 on the basis of paragraph VII of Directive 2012/19/EU. The ElektroG transposes the European directive into national law. Disposal service providers are involved by IVU through appropriate contracts and guarantee the proper disposal of waste electronic equipment.

Minimum safeguards

The criteria for social minimum safeguards were reviewed for IVU on the basis of the recommendations from the "Final Report on Minimum Safeguards":

Tax issues are managed across the Group by the parent company. These are supported by local tax consulting firms and local management.

The issues of corruption and bribery as well as fair competition are covered by the compliance management system, which is described in more detail in the Governance section of the Sustainability Statement.

IVU has established processes to comply with the human rights frameworks listed in the "Safeguarding human rights" section.

Performance indicators

The three performance indicators – Turnover, CapEx and OpEx – are reported Group-wide below, as the companies essentially operate their business under the same conditions.

All revenues, capital expenditure and operating expenses are categorised as fully taxonomy-eligible. The background is as follows:

IVU develops, installs, maintains and operates integrated IT solutions for buses and trains. As stated above, it is therefore assigned to economic activity 8.2 "Data-driven solutions for GHG emissions reductions". All supplementary services provided by IVU serve the sole purpose of enabling this economic activity.

IVU does not pursue any activities in the areas of nuclear energy and fossil gas.

Activities in the field of nuclear energy

IVU is active in the research, development, demonstration and deployment of innovative power generation plants that generate energy from nuclear processes with minimal waste from the fuel cycle, finances such activities or holds risk positions in connection with these activities.	no
IVU is active in the construction and safe operation of new nuclear facilities for the generation of electricity or process heat - including for district heating or industrial processes such as hydrogen production - as well as in their safety-related improvement using the best available technologies, finances such activities or holds risk positions in connection with these activities.	no
IVU is active in the safe operation of existing nuclear facilities for the generation of electricity or process heat - including for district heating or industrial processes such as hydrogen production - as well as in their safety-related improvement, finances such activities or holds risk positions in connection with these activities.	no

Activities in the fossil gas sector

IVU is active in the construction or operation of plants for the generation of electricity from fossil gaseous fuels, finances such activities or holds risk positions in connection with these activities.	no
IVU is active in the construction, modernisation and operation of plants for combined heat, power and cooling with fossil gaseous fuels, finances such activities or holds risk positions in connection with these activities.	no
IVU is active in the construction, modernisation and operation of plants for heat generation that produce heat/cooling from fossil gaseous fuels, finances such activities or holds risk positions in connection with these activities.	no

Taxonomy-eligible and taxonomy-compliant turnover

The turnover to be measured in accordance with the EU taxonomy correspond to the revenues recognised in the IFRS consolidated financial statements. These amounted to €133.7 million in 2024 (2023: €122.5 million) and are made up of licence sales (40.2%), supplementary service and hardware sales (15.6%) and recurring revenue from the maintenance and hosting business (44.2%).

Taxonomy-eligible and taxonomy-compliant investment expenditure

IVU's capital expenditure totalled €3.1 million in the 2024 financial year (2023: €2.6 million). They are made up of investments in property, plant and equipment (38.2%), intangible assets (52.2%) and leases (9.6%).

Taxonomy-eligible and taxonomy-compliant operating expenditure

IVU's operating expenditure totalled €12.8 million in the 2024 financial year (2023: €11.2 million). It consists of personnel and material costs for research and development (59.7%) as well as running costs for operating and office equipment (39.7%) and short-term leases (0.6%).

Financial year 2024				Substantial Contribution Criteria						DNSH criteria ("Do No Significant Harm")									
	Code	Turnover	Proportion of turnover	Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity	Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity	Miniumum Safeguards	Prop. of trunover 2023 (taxon.-alignet/eligible)	Category enabling activity	Category transitional activity
		€ Mio.	%	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
Data-driven solutions for GHG emissions reductions	8.2	133.7	100	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	100	E	-
Turnover of environmentally sustainable activities (A.1)		133.7	100	100	0	0	0	0	0	Y	Y	Y	Y	Y	Y	Y	100	-	-
Of which Enabling		133.7	100	100	0	0	0	0	0	Y	Y	Y	Y	Y	Y	Y	100	E	-
Of which Transitional		0	0	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	T

Financial year 2024			Substantial Contribution Criteria						DNSH criteria ("Do No Significant Harm")									
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																		
Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)	0	0	0	0	0	0	0	0	-	-	-	-	-	-	-	0	-	-
A. Turnover of Taxonomy eligible activities (A.1+A.2)	133.7	100	100	0	0	0	0	0	-	-	-	-	-	-	-	100	-	-
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																		
Turnover of Taxonomy-non-eligible activities (B)	0	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL (A+B)	133.7	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Financial year 2024				Substantial Contribution Criteria						DNSH criteria ("Do No Significant Harm")									
	Code	CapEx	Proportion of CapEx	Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity	Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity	Miniumum Safeguards	Prop. of CapEx 2023 (taxon.-alignet/eligible)	Category enabling activity	Category transitional activity
		€ Mio.	%	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
Data-driven solutions for GHG emissions reductions	8.2	3.1	100	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	100	E	-
CapEx of environmentally sustainable activities (A.1)		3.1	100	100	0	0	0	0	0	Y	Y	Y	Y	Y	Y	Y	100	-	-
Of which Enabling		3.1	100	100	0	0	0	0	0	Y	Y	Y	Y	Y	Y	Y	100	E	-
Of which Transitional		0	0	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	T
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		0	0	0	0	0	0	0	0	-	-	-	-	-	-	-	0	-	-
A. CapEx of Taxonomy eligible activities (A.1+A.2)		3.1	100	100	0	0	0	0	0	-	-	-	-	-	-	-	100	-	-
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
CapEx of Taxonomy-non-eligible activities (B)		0	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL (A+B)		3.1	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Financial year 2024				Substantial Contribution Criteria						DNSH criteria ("Do No Significant Harm")										
	Code	OpEx	Proportion of OpEx	Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity	Climate Change Mitigation	Climate Change Adaptation	Water	Pollution	Circular Economy	Biodiversity	Miniumum Safeguards	Prop. of OpEx 2023 (taxon.-alignet/eligible)	Category enabling activity	Category transitional activity
		€ Mio.	%	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
Data-driven solutions for GHG emissions reductions	8.2	12.8	100	J	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	100	E	-
OpEx of environmentally sustainable activities (A.1)		12.8	100	100	0	0	0	0	0	Y	Y	Y	Y	Y	Y	Y	100	-	-
Of which Enabling		12.8	100	100	0	0	0	0	0	Y	Y	Y	Y	Y	Y	Y	100	E	-
Of which Transitional		0	0	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	T
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
OpEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		0	0	0	0	0	0	0	0	-	-	-	-	-	-	-	0	-	-
A. OpEx of Taxonomy eligible activities (A.1+A.2)		12.8	100	100	0	0	0	0	0	-	-	-	-	-	-	-	100	-	-
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
OpEx of Taxonomy-non-eligible activities (B)		0	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL (A+B)		12.8	100	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Y - Yes, Taxonomy-eligible and Taxonomy-aligned activity with the relevant environmental objective
N - No, Taxonomy-eligible but not Taxonomy-aligned activity with the relevant environmental objective
N/EL - "not eligible", Activity not eligible for taxonomy for the respective environmental objective
CCM - Climate Change Mitigation
E - Enabling Activity
T - Transitional Activity

Social

IVU boasts a special corporate culture: Humanity, collegiality, partnership, a sense of responsibility, legal compliance – all these are values that we practise every day in our dealings with colleagues, customers and suppliers. The behaviour of employees determines how IVU is perceived and contributes greatly to the trust that customers place in IVU and its products.

IVU employees develop ideas, write software, implement projects, and advise and support customers. Their expertise contributes significantly to the company's success. Despite the tense situation on the labour market for IT specialists, IVU succeeded in recruiting numerous new colleagues in 2024.

	2024	2023	Change
Number of employees as at 31 December	1,069	966	+11%
Average full-time equivalents (FTE)	846	778	+9%

Further information on IVU employees can be found in Chapter B. - Section "Personnel".

Of IVU's more than 1,000 employees, all permanent staff are employed on fixed contracts.

	Female	Male	Other genders
Number of employees as at 31 December	349	717	3
of which with permanent employment contracts	315	635	1
of which with fixed-term employment contracts*	34	82	2
of which number of on-call employees	0	0	0

*Exclusively students and interns

Freelancers are only commissioned in exceptional cases to bridge unusually high workloads, development bottlenecks or to obtain special external expertise at short notice. If it turns out that there is a long-term need, a permanent position is created.

The IVU workforce is distributed as follows as at 31 December 2024:

	2024	2023	Change
Managers (total)	115	100	15%
Management Board	2	3	-33%
Management	11	8	38%
Division management	29	28	4%
Team leaders	73	61	20%
Employees	836	757	10%
(Dual) students	114	105	9%
Interns	4	4	0%

78% of the total workforce at the end of 2024 have an academic degree (2023: 77%), while, as in the previous year, as many as 10% have a doctorate.

Appreciative and transparent corporate culture

In order to promote sustainable developments within the Group, the Management Board has adopted various guidelines. These include, in particular, the ESG policy and internal guidelines on corporate culture.

The published ESG policy and the internally published guidelines set out principles for day-to-day work in relation to equal opportunities, personnel development and working conditions. These relate to the material impacts, risks and opportunities concerning the sustainability topic "Own workforce". The effects include, for example, IVU's influence on employee satisfaction in its own business area. One opportunity is to increase innovative strength through targeted further training of the company's own workforce.The Head of Human Resources is responsible for all of the guidelines mentioned in this chapter as part of the management team and makes her decisions in accordance with the mentioned principles. If any regulation deviates from these, this is explicitly pointed out. Furthermore, the measures described in this chapter are designed for an indefinite period of time, unless otherwise stated.

While the formal ESG policy specifies co-operation both within the workforce and with external stakeholders, the less formal guidelines on corporate culture illustrate internal guidelines for day-to-day co-operation.

IVU has identified the following fields of action in order to address the opportunities, risks and impacts of IVU's day-to-day business:

1. Promoting employee satisfaction
2. Further qualifying employees
3. Creating safe and healthy working conditions
4. Paying fair remuneration and giving employees a stake in the company's success
5. Ensuring a work-life balance
6. Ensuring equal opportunities
7. Safeguarding human rights

Promoting employee satisfaction

IVU attaches great importance to a transparent, appreciative and trusting corporate culture. This is also reflected in the structure of the Management Board's variable remuneration, which is based, among other things, on general employee satisfaction.

At least every four years, IVU AG takes part in the "Great Place to Work" employee survey and thus utilises the opportunity to systematically measure employee satisfaction at the Group's DACH locations and identify potential for action. In the Great Place to Work survey in 2023, IVU scored well above the average in all relevant survey criteria – credibility, respect, fairness, pride and team spirit – of all participating German companies with over 500 employees in the "Information and Communication" sector. While 90% of employees stated that they felt comfortable at work and particularly appreciated the feeling of togetherness, friendliness and familiarity, as many as 97% praised the flexible working hours. The employees saw potential for improvement in terms of participation in the company's success. The next survey is planned for 2026.

New employees are specifically surveyed by HR after three months as part of their induction programme to find out how satisfied they are with the company. In the event of any dissatisfaction, individual solutions are found at short notice.

The high level of employee satisfaction is also reflected in the low staff turnover. In the reporting year, the number of employees leaving the IVU Group was 69, excluding students and interns (2023: 66 employees, 2022: 69 employees), which meant that the fluctuation rate of 6.7%[11] was once again below the previous year (2023: 7.2%).

The works councils represent the interests of all employees in Germany (equivalent to 92% of the total workforce as at 31 December 2024). Co-operation with them is close and based on trust. Fortnightly meetings are held between the works councils and the HR department, whose HR manager is part of management, to discuss current issues. For 2024, the main focus was on working hours, salary, health management, the further development of the role model and personnel development measures.

In order to create fair and consistently safe working conditions, internally published regulatory agreements exist as do works agreements on topics such as working hours, company integration management and holidays, which the management has adopted with the works councils. They relate to material impacts, risks and opportunities arising from the sustainability topic "Own workforce", including, for example, the impact on occupational safety and employee retention. Increasing innovative strength through targeted employee training and skills development was identified as an opportunity. The agreements are generally valid for an indefinite period, but are regularly reviewed to ensure that they are up to date and adjusted if necessary.

Twice a year, the Works Council informs the workforce about current plans and projects at a works meeting followed by a question and answer session for employees.

In addition, the management organises "IVU.meetings" for the entire workforce twice a year and major updates from the Rail, Public Transport and Development divisions every two to three months in order to involve employees in current processes, projects and decisions.

Further qualifying employees

An innovation-orientated technology company like IVU thrives on the professional expertise of its employees. It is therefore essential for them to keep up to date with the latest technology and regularly familiarise themselves with new technologies and processes.

IVU therefore encourages its employees and supports them in their continuous professional development. To

[11] Calculation: Leavers / headcount at the beginning of the year + new hires

this end, all employees are invited to annual development meetings in which qualification requirements are defined. IVU's training catalogue includes numerous internal and external training courses, such as developer training and language courses. Training on soft skills, negotiations, modern and agile project management as well as training on new technologies and modern working techniques are also part of the training programme. In addition, there are various programmes that meet the different qualification needs of employees, including:

- Structured and modularised induction programmes for all new colleagues
- Nearly annual project & developer conference
- Junior management and specialist talent programmes
- Short training courses on IVU-specific topics every two weeks.

In the 2024 financial year, each IVU AG employee spent an average of 35.6 hours on training (2023: 39 hours, 2022: 34.4 hours) (women: 45.4 hours, men: 30.6 hours). IVU AG invested an average of €630 per employee in training (2023: €731, 2022: €787)[12]. By setting up new training rooms, expanding internal expertise and forming additional expert groups, we were able to further increase the internal training programme.

Creating safe and healthy working conditions

Measures to promote health within the company not only help individual employees and ensure long-term business success - they also have a positive impact on society beyond the boundaries of the company. With the strengthening and further expansion of the health management working group in accordance with the ESG policy, which is linked to HR management, the topic of health promotion will become even more important in the long term. As the central point of contact, Health Management is responsible for identifying needs, introducing and implementing new measures and programmes and measuring their success. Thanks to a newly developed communication strategy, which includes the establishment of new communication channels such as a new email inbox and team groups as well as the creation of an overview of current offers on the company intranet, employees are now informed more regularly about current developments in health promotion. The programmes are generally aimed at all employees, although the selection differs to some extent at the various IVU locations. All employees can use the remote offers.

To promote the general health of all employees and prevent the typical health risks of an office job, IVU provides the following health and sports programmes, among others:

- Weekly active and mental breaks (via video transmission): Health educators carry out movement and relaxation exercises together with employees and give tips for personal fitness in everyday office life.
- Annual Health Day: Lectures and workshops on the topics of "Nutrition and sport" and "Eye health"
- Participation in company runs in Berlin and Aachen
- (Financial) support for in-house sports groups: beach volleyball, table tennis, yoga, etc
- Support for the use of bicycles for commuting to work: e.g. bicycle garage, showers, regular bicycle inspections free of charge for employees
- Provision of fruit and vegetable baskets and drinks
- Subsidised membership of Urban Sports Club
- Height-adjustable desks and ergonomic work equipment in the office and home office
- Dedicated training courses on the topic of "Healthy leadership" for managers

IVU deliberately creates formats, such as the internal table tennis leagues or the cycling day, which take place in the offices or elsewhere in order to promote networking and a sense of belonging.

The effectiveness of the measures is reflected, among other things, in the positive ratings in employee surveys. The health management working group regularly obtains feedback on individual formats to ensure that they meet the actual needs of the workforce. IVU appeals to the employees' sense of personal responsibility and supports sports initiatives. It also regularly responds to employee requests, as a result of which, for example, the above-mentioned company co-operation with Urban Sports Club was introduced in 2023.

IVU AG employees who have been unable to work due to illness for more than six weeks in a year are supported by IVU with a structured process for returning

[12] The average number of employees at IVU AG, excluding students and interns, was used to calculate the average training hours and costs.

to work as part of the company integration management programme.

Due to the predominance of office work, accidents at work are rare. In the 2024 reporting year, there were only 4 cases, only one of which involved a subsequent loss of working hours (2023: 5 accidents at work without loss of working hours).

An occupational safety committee meets quarterly for IVU AG to deal with current developments in occupational safety. In addition, every four to five years a risk assessment of mental stress at IVU AG is carried out by the HR department, which aims to sensitise people to mental stress factors, identify fields of action and derive appropriate measures. The next risk assessment is planned for 2025. In an annual safety briefing, IVU AG employees receive important advice and tips for healthy behaviour in everyday working life. In addition to the regulations set out in this safety instruction, the provisions of the employers' liability insurance association also apply.

With an average sickness rate of 8.5 working days per employee, IVU AG is slightly below the previous year's level[13] (2023: 8.8 working days) and well below the German average of 15.1 working days (according to the Federal Statistical Office).

Paying fair remuneration and giving employees a stake in the company's success

One way in which IVU expresses its appreciation for its employees is through performance-related pay.

To ensure a fair and transparent salary adjustment process, the management and works councils of IVU have agreed on a standardised annual system for salary adjustments as part of a general works agreement that is valid indefinitely. The objective performance of the individual employee takes centre stage, but social criteria are also taken into account. Performance is evaluated by various managers in an annual process and used as a basis for determining salaries, but also for further development opportunities. IVU ensures that remuneration is in line with the market compared to competitors by carrying out regular benchmark analyses. In addition, permanent employees and students share in the company's success each year depending on the annual result. In return, they can choose between the issue of IVU employee shares or an equivalent bonus. IVU AG also provides social benefits such as a childcare allowance, public transport subsidy and capital-forming benefits (this excludes students). There are similar social benefits at the foreign locations.

Once a year, IVU AG monitors salary differences between women and men. This involves comparing the average gross salaries plus variable components, such as bonuses and company cars, of female and male employees in the same positions. As in the two previous years, no significant salary differences were identified at the IVU AG in the reporting year (-0,5%). Taking into account salary components of all IVU AG employees, regardless of comparable areas of activity, and including the exclusively male Management Board, the gender pay gap is -14%. The total annual compensation of the highest-paid person (CEO) is 15 times higher than the median annual total compensation of all remaining employees (including students and interns).

Ensuring a work-life balance

Different life situations cannot be forced into a standardised framework. IVU respects and promotes the leisure time of its employees. Leisure helps employees to relax and reduce stress and promotes creativity.

Working hours can be organised flexibly. This applies not only to the free organisation of daily working hours, but also to the various options for employees to increase or reduce their working hours. This is clear from the comparatively high part-time ratio as at 31 December 2024:

Part-time ratio*	**2024**	2023	2022
Total	28%	25%	21%
Women	43%	38%	35%
Men	21%	19%	15%

*Students and interns were excluded from the calculation of these values

Employees are also free to work remotely and from any location, as long as operational requirements permit this.

In terms of annual leave, IVU goes well beyond the statutory minimum and grants all employees with a 5-day week 30 days' holiday per year (up to two days more if they have been with the company for a longer period). As even 30 days is not enough for some projects, a sabbatical model has also been established

[13] The average number of employees at IVU AG was used to calculate the average number of sick days.

under which IVU AG employees can take up to three months off. In addition, employees are granted up to three days of special leave for special events such as relocation, marriage or the death of a close family member. In 2024, 13% of IVU AG employees took special leave[14]. Parents are also entitled to paid leave of up to five days per year if they have to stay at home with a sick child. Legal regulations for family time for both women and men are actively practised.

All measures are generally based on works agreements concluded for an indefinite period. Compliance with these agreements is ensured by both the works councils and the management.

Ensuring equal opportunities

IVU promotes equal opportunities in the workplace. Employees of any age, gender, origin or sexual orientation, with or without disabilities, are not only welcome at IVU, but are given the same opportunities to join and develop within the company. As at 31 December 2024, 1.5% of the workforce was officially registered as severely disabled (2023: 1.2%). The representative body for severely disabled employees is committed to the equal treatment of people with disabilities within the company.

The average age of employees (excluding students and interns) remained at 39 as at 31 December 2024. The following age structure applied:

Age	Employee proportion (%)
<30 years	18%
30-50 years	68%
>50 years	14%

IVU is certain that diversity promotes a productive, attractive and innovation-friendly working environment. IVU is internationally positioned with employees from 47 different nations (2023: 44 nations).

Furthermore, its aim is to achieve a balanced gender distribution. The low proportion of women in mathematical and scientific professions often proves to be an obstacle to a higher proportion of women in the company.

Compared to the proportion of female graduates of 22.1 % (2022) in the IT field of study relevant to IVU, IVU employs an above-average number of women throughout the company: As at 31 December 2024, the proportion of women across all areas was increased to 33 % (2023: 32 %, 2022: 31%). For new hires of employees, students and interns in the 2024 reporting year, the proportion of women was 34 % (2023: 39 %, 2022: 34%).

The legally binding gender quota applies to the Supervisory Board of IVU, according to which the proportion of women and men must be at least 30% each. Since the election of the Supervisory Board members by the Annual General Meeting on 29 May 2019, two women have been members of the Board. This has remained the same since the 2024 election. This means that the proportion of women on the Supervisory Board remains at 33% and 50% on the capital side.

The Management Board currently consists of two men. The proportion of female managers in the first two management levels below the Management Board was 25% as at 31 December 2024 (2023: 25%, 2022: 21.2%) and thus exceeded the target of at least 15%. In particular, the proportion of women on the Management Board increased to 18.2% in the reporting year (2023: 12.5%; 2022: 0%).

In order to increase the interest of girls in careers in STEM in the long term, IVU takes part in the nationwide Girls' Day every year. This is organised by the HR department and offers schoolgirls a first insight into the world of work and the tasks in an IT company. If the girls are interested, IVU also gives them the opportunity to complete extended work placements, where they can familiarise themselves more intensively with individual tasks.

There were no reported cases of discrimination in 2024.

Safeguarding human rights

Compliance with human rights is a matter of course in IVU's business activities. This applies both to our own projects and to products manufactured or supplied on behalf of IVU. The human rights frameworks include the OECD Guidelines for Multinational Enterprises, the United Nations Guiding Principles on Business and Human Rights, the core labour standards of the International Labour Organisation (ILO) and the International Bill of Human Rights. IVU has established

[14] The average number of employees at IVU AG was used to calculate the special leave days taken.

processes with the aim of complying with these frameworks.

IVU sees only a low risk that its activities have or may have a negative impact on the observance of human rights. Most of its suppliers and partners are based in Europe.

Furthermore, IVU does not operate any sites in countries with a significant risk of human rights violations, such as child or forced labour, and has no major suppliers with a significant risk of human rights violations.

IVU clearly positions itself against human rights violations, violence and harassment through its internal guidelines and the ESG policy. If an incident were to occur after all, whistleblowing employees can contact their managers or the Compliance Officer and use the anonymous whistleblowing system (see below). Both HR management and the Compliance Officer are responsible for compliance with these guidelines. No human rights violations have been reported at IVU throughout the company's history, including in the 2024 reporting year.

Sustainable customer relationships

IVU aims to be a reliable partner for its customers when it comes to high-quality IT solutions. IVU's solutions optimise public transport and thus contribute to a sustainable transport transition.

In order to promote sustainable co-operation with customers, the Management Board has adopted the ESG policy published on the website and the guidelines available on the intranet as well as the quality assurance management system for an indefinite period of time. The principles anchored there with regard to the quality of products and processes as well as the protection and safeguarding of information and data relate to the main impacts, opportunities and risks that affect the sustainability issue of "consumers and end users". The Management Board sees significant risks, for example, in the loss of reputation or legal consequences in the event of inadequate data protection. The project and development managers are jointly responsible for compliance by basing their decisions on the above principles. All measures listed in this section apply for an indefinite period of time, unless otherwise specified.

The following fields of action have been identified in order to address the opportunities, risks and effects of working with customers:

1. Advancing the quality of products and processes
2. Protecting information
3. Protecting data

Advancing the quality of products and processes

Customer satisfaction is at the centre of IVU's business activities. It is the endeavour of COO Leon Struijk and the entire management team to work closely with customers over the long term and to lead projects reliably to their goal.

The IVU.suite products serve to ensure smooth operational processes and are therefore categorised as operationally critical for the customer. The quality of the solutions has top priority. IVU only supplies its software and hardware if it fulfils the high performance requirements and the products always run stably and reliably, even in demanding operating situations.

In order to meet the demands and expectations of our customers, a regular and well-established dialogue takes place in various user groups and at the annual user forum. Users of IVU systems have the opportunity to exchange ideas with each other and with IVU employees and to actively participate in the development of IVU products. In addition to discussing the specific operational features, the main aim is to recognise future requirements at an early stage and prepare the systems for future challenges. In addition, customer surveys are conducted every two years. Among other things, customers are asked about their experiences of working with IVU, the quality of the products and services and their satisfaction with the customer service. Users also have the opportunity to make suggestions for improvements. The results of the survey are analysed by the heads of the Customer Service departments and are incorporated into the work of Development, the project departments and Customer Service.

In 2012, IVU AG established the aforementioned quality management system in accordance with DIN EN ISO 9001:2015 for an indefinite period. This is monitored and (re-)certified annually by the independent certification body DeuZert® (Deutsche Zertifizierung in Bildung und Wirtschaft GmbH). Internal processes can thus follow clear guidelines, such as the descriptions of the sales or development process, and customers can rely on the quality of the processes and results in accordance with the self-imposed IVU standard.

To ensure quality, IVU's management has defined the quality objectives of functionality, user-friendliness, performance, reliability and information security.

These quality targets are measured using suitable internal key figures. IVU's management regularly evaluates the effectiveness of the quality management system on the basis of the results and plans measures for improvement where necessary.

Protecting information

According to the German Federal Office for Information Security (BSI), the situation remained tense to critical in 2024 and the threat in cyberspace was higher than ever before. Information security at IVU therefore remains an important and critical issue that is being addressed with great attention.

A team headed by the Chief Information Security Officer (CISO) acts as a coordination unit and central point of contact for all information security issues at IVU and its subsidiaries. The team reports directly to the Management Board. In addition, the topic has been comprehensively integrated into all areas of the company by means of internal contacts who serve as multipliers in order to effectively and appropriately live information security as a whole and prevent the considerable risks of data loss through theft.

The aim of the information security management system (ISMS) is to ensure that IVU's services, products and employee data and operations in the IVU.cloud fulfil current and future information security requirements. This includes complying with all legal and regulatory requirements and contractual obligations. The Chief Information Security Officer is responsible for the ISMS.

IVU employees receive regular training and are made aware of safety risks through various exercises and communication channels. This is regularly reflected in the participation rates for the annual information security training. In 2024, the ratio was 99.79%.

Following initial certification in 2021, DeuZert® recertified IVU AG in 2024 as meeting the requirements of the internationally recognised DIN EN ISO/IEC 27001:2022 standard for its information security management system. Recertification takes place regularly every three years, with annual surveillance audits in between. IVU also works with external experts to test its systems for vulnerabilities as part of penetration tests. IVU was able to close 2024 without any damage or consequential damage from cyber security incidents for itself and its customers.

Protecting data

The protection of personal data is a fundamental right of all natural persons in accordance with Article 8 of the Charter of Fundamental Rights of the European Union. IVU respects the protection of personal data of employees, applicants and customers and implements appropriate measures such as training and mandatory requirements in accordance with the European General Data Protection Regulation (GDPR) for their protection.

In accordance with the GDPR, IVU takes all prescribed technical and organisational measures to protect personal data for the entire company. A data protection officers and a deputy have been appointed who are available as contacts for questions and suggestions regarding data protection. They regularly take part in training courses and pass on their knowledge to all IVU employees as part of a mandatory annual data protection training programme. In 2024, 95.95% of employees took part in data protection training.

In addition, IVU obliges its data processing service providers to strictly comply with all legal and data protection regulations from the quality management system described above in order to protect personal data.

Governance

Responsible corporate governance and sustainable value creation are of great importance to IVU. IVU is closely guided by the German Corporate Governance Code, whose recommendations and suggestions form the framework for good and responsible corporate governance.

Responsible corporate governance

IVU stands for impeccable business behaviour. IVU's management always acts responsibly and within the framework of the applicable regulations of a listed company. This is the basic principle of its business conduct and is therefore also anchored in the ESG policy published on the website. IVU's principles of business conduct address the main impacts, risks and opportunities relating to the topics of "corruption and bribery", "supplier management" and "whistleblower protection". This includes, for example, identifying any lack of or any inadequate training and control mechanisms to detect corruption and bribery or any legal consequences due to inadequate or ineffective management of incidents in IVU's own business area as a risk. Compliance with and monitoring of these issues is the responsibility of the Head of the Legal department. The Code of Conduct also reflects IVU's corporate values in the long term, both internally and externally. It covers key topics such as the IVU culture, social responsibility and business behaviour. In this way, the Code of Conduct addresses the material impacts, risks and opportunities relating in particular to the topic of "corporate culture". This includes, for example, the influence on employee satisfaction and loyalty with the help of an appreciative and transparent corporate culture as a positive effect for IVU. The Code of Conduct applies equally to all IVU employees and companies. It serves as a guideline for day-to-day business activities and is intended to assist in making ethical and legally compliant decisions at all times. The Code of Conduct provides customers, partners, shareholders and the public with a reliable and transparent basis for co-operation with IVU. The Management Board is responsible for implementing the content of the Code of Conduct. The Code of Conduct is available to all interested parties on the website.

The following fields of action have been defined in connection with responsible corporate governance:

1. Ensuring behaviour that complies with the law and guidelines
2. Dealing professionally with partners, customers and suppliers
3. Combating corruption and bribery

Ensuring behaviour that complies with the law and guidelines

IVU is growing successfully and is increasingly active in international markets. This goes hand in hand with greater legal requirements.

The company uses a compliance management system to enable all IVU employees to act correctly at all times when working with customers and to maintain IVU's special culture. This is largely linked to two objectives:

- uncovering compliance violations that have already been committed and sanctioning them accordingly and, in particular
- preventing future compliance violations in order to avert imminent damage to IVU.

The Compliance Management System provides for various measures to ensure and track compliance with national and international regulations and laws by all IVU employees. These include the binding Code of Conduct, internal guidelines, for example on the topics of anti-corruption and whistleblowing, which will be discussed later, as well as a publicly accessible whistleblower system that enables both employees and external persons to report any compliance violations anonymously. The whistleblowing system is provided by a certified third-party provider.

To protect whistleblowers, IVU introduced a whistleblowing policy with the launch of the whistleblowing system in 2021. On the one hand, this serves to report possible compliance violations and, on the other hand, enables the protection of whistleblowers through the confidential treatment of incoming reports and the exclusion of retaliatory measures. With the help of the whistleblowing policy, IVU is thus addressing the risk of legal consequences due to a lack of or inadequate protection for whistleblowers. The policy applies for an indefinite period and equally to all IVU employees. The Head of the Legal department, the compliance officer and all IVU managers are responsible for implementation. The policy was publicised to all employees in a compliance newsletter. Compliance newsletters are usually sent out once or twice a year. All information on this and other compliance issues is accessible to all IVU employees at all times via the intranet or the public file server.

Whistleblowers can choose between the following reporting channels: manager, compliance officer, Works Council or the whistleblower system. If the manager or the Works Council receives information about possible compliance violations, they must always inform the Compliance Officer immediately. The latter is independent in its function and not bound by instructions. If necessary, other persons will be called in to process a report. This always takes place under strict confidentiality. Incoming reports are processed in accordance with the Whistleblower Protection Act.

There were no relevant reports via the whistleblower system in 2024. There were also no significant fines or non-monetary sanctions for non-compliance with the law.

Dealing professionally with partners, customers and suppliers

IVU works with its suppliers in a trusting and mutually beneficial relationship. This helps to ensure that the quality of products and services, the delivery schedule and the agreed conditions are adhered to. In cases of conflict, IVU works with suppliers to pursue a solution-orientated approach to problem solving, which ensures the stability of the supply chain.

IVU generally works with low stock levels. It prefers direct deliveries according to project scheduling from suppliers to the end customer in order to keep transport routes as short as possible. IVU maintains a continuous dialogue with key suppliers in particular with regard to production and capacity planning. Joint solutions to delivery problems are found at short notice.

IVU evaluates its suppliers according to the global indices Corruption Perception Index (CPI), Global Slavery Index (GSI) and Children's Rights in the Workplace Index (CRI) based on the country of origin. Awareness of corruption, compliance with children's rights in the workplace and the fight against global slavery are important to IVU, so that as a rule only companies from countries with a lower risk in these criteria are selected as suppliers. If, in individual cases, products or services from suppliers from countries with a higher risk in the aforementioned indices are used, IVU pays particular attention to compliance with these social criteria in the individual selected companies. It does so through regular and proactive communication and is prepared to carry out control measures such as supplier audits and production inspections at its suppliers if necessary. Another important criterion when selecting suppliers is active environmental management by the suppliers. IVU ensures this by asking potential suppliers for information on active environmental management in a supplier information sheet before the start of the business relationship.

It is important to IVU that its invoices are paid by the due date at the latest. This is done in regular payment runs twice a week. Upstream, all invoices go through the complete checking/approval and booking process. The basis for this is an internal guideline on digital incoming invoice processing and archiving, which describes the processes involved in processing incoming invoices. With the help of this guideline, IVU addresses the influence of supplier relationships and in particular their liquidity through appropriate payment practices. The guideline initially applies to IVU AG and its subsidiaries IVU Schweiz AG and IVU Italia S.r.l. and is designed for the long term. It is available to all employees on the intranet. The Head of Finance is responsible for implementing the directive. The average time taken to pay an invoice is 20.1 days based on the invoice date. The invoice workflow system was used to evaluate the difference between the invoice date and the payment date to external service providers and suppliers for the period from 1 January 2024 to 31 December 2024.

The following standard terms of payment apply to suppliers of IVU AG:

Standard payment terms	**Paid by due date**
14 days	64% (872 out of 1,371)
30 days	88% (1,707 out of 1,929)
90 days	100% (946 out of 947)
Direct debit	100% (under the responsibility of the landlord)

The reasons for payment delays are mainly the need for clarification regarding invoices. There are no known legal proceedings against IVU for late payment.

The aforementioned payment practices apply to all IVU suppliers, including small and medium-sized enterprises.

Combating corruption and bribery

In accordance with the Code of Conduct, IVU does not tolerate any form of corruption or bribery – whether public, private, active or passive.

As a responsible, globally active company, IVU complies with the anti-corruption laws and regulations of all countries in which it operates. These include the UK Bribery Act and the US Foreign Corrupt Practices Act.

In 2021, IVU published an anti-corruption policy that applies to all employees and is in line with the applicable laws. The guideline is valid for an indefinite period and will be adapted if necessary. With the help of the anti-corruption guideline, IVU supports its employees in developing the necessary sensitivity for potential corruption or bribery issues and for avoiding them. IVU also uses the Anti-Corruption Policy to address the detection of corruption and bribery and the appropriate management of potential corruption and bribery issues. The policy was publicised to all employees in a compliance newsletter. Compliance newsletters are usually sent out once or twice a year. All information on this and other compliance issues is accessible to all IVU employees at all times via the intranet or the public file server. In addition, IVU's managers have been sensitised to the issue of corruption and bribery and are available to answer questions from their employees. The Head of the Legal department, the compliance officer and all IVU managers are responsible for implementing the guideline.

In addition, IVU encourages its employees to take responsibility for their own actions and to report matters contrary to the policy. The planning and design of a company-wide training programme for compliance-relevant topics, including the topic of corruption and bribery, is planned for 2025. As part of the training programme, particular attention is paid to those areas within IVU that are subject to a higher risk of corruption and bribery, such as sales, purchasing and project areas.

There were no incidents of corruption or bribery in the reporting year. As a result, there were no convictions, fines or measures taken in connection with the violation of anti-corruption and bribery laws. If such an incident occurs nonetheless, it will be handled in accordance with the Whistleblowing Policy. All incidents are reported to the Management Board and Supervisory Board if relevant or at least once a year.

Datapoints from other EU legislation in accordance with ESRS 2 Appendix B

Disclosure Requirement and related datapoint	SFDR	Pillar 3	Benchmark Regulation	EU Climate Law	Materiality/Page
ESRS 2 GOV-1: Board's gender diversity paragraph 21 (d)	x		x		53
ESRS 2 GOV-1: Percentage of board members who are independent paragraph 21 (e)			x		34f.
ESRS 2 GOV-4: Statement on due diligence paragraph 30	x				34
ESRS 2 SBM-1: Involvement in activities related to fossil fuel activities paragraph 40 (d) i	x	x	x		45
ESRS 2 SBM-1: Involvement in activities related to chemical production paragraph 40 (d) ii	x		x		not applicable
ESRS 2 SBM-1: Involvement in activities related to controversial weapons paragraph 40 (d) iii	x		x		not applicable
ESRS 2 SBM-1: Involvement in activities related to cultivation and production of tobacco paragraph 40 (d) iv			x		not applicable
ESRS E1-1: Transition plan to reach climate neutrality by 2050 paragraph 14				x	40
ESRS E1-1: Undertakings excluded from Paris-aligned Benchmarks paragraph 16 (g)		x	x		not material
ESRS E1-4: GHG emission reduction targets paragraph 34	x	x	x		39
ESRS E1-5: Energy consumption from fossil sources disaggregated by sources (only high climate impact sectors) paragraph 38	x				not material
ESRS E1-5 Energy consumption and mix paragraph 37	x				42
ESRS E1-5: Energy intensity in connection with activities in climate-intensive sectors Paragraphs 40 to 43	x				not material
ESRS E1-6: Gross Scope 1, 2, 3 and Total GHG emissions paragraph 44	x	x	x		41
ESRS E1-6: Gross GHG emissions intensity paragraphs 53 to 55	x	x	x		41
ESRS E1-7: GHG removals and carbon credits paragraph 56				x	40
ESRS E1-9: Exposure of the benchmark portfolio to climate-related physical risks paragraph 66			x		not material
ESRS E1-9: Disaggregation of monetary amounts by acute and chronic physical risk paragraph 66 (a)		x			not material
ESRS E1-9: Location of significant assets at material physical risk paragraph 66 (c)		x			not material
ESRS E1-9: Breakdown of the carrying value of its real estate assets by energy-efficiency classes paragraph 67 (c)		x			not material
ESRS E1-9: Degree of exposure of the portfolio to climate- related opportunities paragraph 69			x		not material

Disclosure Requirement and related datapoint	SFDR	Pillar 3	Benchmark Regulation	EU Climate Law	Materiality/Page
ESRS E2-4: Amount of each pollutant listed in Annex II of the E-PRTR Regulation (European Pollutant Release and Transfer Register) emitted to air, water and soil, paragraph 28	x				not material
ESRS E3-1: Water and marine resources paragraph 9	x				not material
ESRS E3-1: Dedicated policy paragraph 13	x				not material
ESRS E3-1: Sustainable oceans and seas paragraph 14	x				not material
ESRS E3-4: Total water recycled and reused paragraph 28 (c)	x				not material
ESRS E3-4: Total water consumption in m3 per net revenue on own operations paragraph 29	x				not material
ESRS 2 – SBM-3 – E4: Absatz 16 paragraph 16 (a) i	x				not material
ESRS 2 – SBM-3 – E4: Absatz 16 paragraph 16 (b)	x				not material
ESRS 2 – SBM-3 – E4: Absatz 16 paragraph 16 (c)	x				not material
ESRS E4-2: Sustainable land / agriculture practices or policies paragraph 24 (b)	x				not material
ESRS E4-2: Sustainable oceans / seas practices or policies paragraph 24 (c)	x				not material
ESRS E4-2: Policies to address deforestation paragraph 24 (d)	x				not material
ESRS E5-5: Non-recycled waste paragraph 37 (d)	x				not material
ESRS E5-5: Hazardous waste and radioactive waste paragraph 39	x				not material
ESRS 2 SBM-3 – S1: Risk of incidents of forced labour paragraph 14 (f)	x				53f.
ESRS 2 SBM-3 – S1: Risk of incidents of child labour paragraph 14 (g)	x				53f.
ESRS S1-1: Human rights policy commitments paragraph 20	x				53f.
ESRS S1-1: Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8, paragraph 21			x		53f.
ESRS S1-1: Processes and measures for preventing trafficking in human beings paragraph 22	x				not material
ESRS S1-1: Workplace accident prevention policy or management system paragraph 23	x				51f.
ESRS S1-3: Grievance/complaints handling mechanisms paragraph 32 (c)	x				54ff.
ESRS S1-14: Number of fatalities and number and rate of work-related accidents paragraph 88 (b) and (c)	x		x		51f.
ESRS S1-14: Number of days lost to injuries, accidents, fatalities or illness paragraph 88 (e)	x				51f.
ESRS S1-16: Unadjusted gender pay gap paragraph 97 (a)	x		x		53
ESRS S1-16: Excessive CEO pay ratio paragraph 97 (b)	x				53
ESRS S1-17: Incidents of discrimination paragraph 103 (a)	x				53
ESRS S1-17: Non-respect of UNGPs on Business and Human Rights and OECD Guidelines paragraph 104 (a)	x		x		53f.
ESRS 2 SBM-3 – S2: Significant risk of child labour or forced labour in the value chain paragraph 11 (b)	x				not material
ESRS S2-1: Human rights policy commitments paragraph 17	x				not material
ESRS S2-1: Policies related to value chain workers paragraph 18	x				not material
ESRS S2-1: Non-respect of UNGPs on Business and Human Rights principles and OECD guidelines paragraph 19	x		x		not material
ESRS S2-1: Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8, paragraph 19			x		not material

Disclosure Requirement and related datapoint	SFDR	Pillar 3	Benchmark Regulation	EU Climate Law	Materiality/Page
ESRS S2-4: Human rights issues and incidents connected to its upstream and downstream value chain paragraph 36	x				not material
ESRS S3-1: Human rights policy commitments paragraph 16	x				not material
ESRS S3-1: non-respect of UNGPs on Business and Human Rights, ILO principles or OECD guidelines paragraph 17	x		x		not material
ESRS S3-4: Human rights issues and incidents paragraph 36	x				not material
ESRS S4-1: Policies related to consumers and end-users paragraph 16	x				56f.
ESRS S4-1: Non-respect of UNGPs on Business and Human Rights and OECD guidelines paragraph 17	x		x		53f.
ESRS S4-4: Human rights issues and incidents paragraph 35	x				56
ESRS G1-1: United Nations Convention against Corruption paragraph 10 (b)	x				57f.
ESRS G1-1: Protection of whistle- blowers paragraph 10 (d)	x				56
ESRS G1-4: Fines for violation of anti-corruption and anti-bribery laws paragraph 24 (a)	x		x		57f.
ESRS G1-4: Standards of anti-corruption and anti- bribery paragraph 24 (b)	x				57f.

Material Sustainability Topics

Topic / Sub-topic / Sub-sub-topic	IRO type	Concrete description of the IRO	Value chain	Time frame	Type of impact
Own workforce					
Working conditions					
• Secure employment	Positive impact	I: Influence on job security and employee retention	Own activities	1-5 years	Actual impact
• Working time	Positive impact	I: Influence on the work-life balance of your own workforce	Own activities	1-5 years	Actual impact
• Freedom of association, the existence of works councils and the information, consultation and participation rights of workers	Opportunity	O: Improving working conditions through constructive dialogue between management and employees. Costs due to staff turnover can be reduced and productivity increased	Own activities	1-5 years	
• Work-life balance	Positive impact	I: Influence on employee satisfaction	Own activities	1-5 years	Actual impact
• Work-life balance	Risk	R: Risk when implementing work-life balance measures due to reduced simultaneous availability and lowered morale due to a feeling of injustice. Both can impair productivity	Own activities	1-5 years	
• Work-life balance	Opportunity	O: Increasing attractiveness as an employer through work-life balance initiatives	Own activities	1-5 years	
• Health and safety	Positive impact	I: Influence on health and safety in the workplace	Own activities	1-5 years	Actual impact

Topic / Sub-topic / Sub-sub-topic	IRO type	Concrete description of the IRO	Value chain	Time frame	Type of impact
• Social dialogue	Positive impact	I: Influence on social dialogue within the company's own workforce	Own activities	<1 year	Actual impact
• Adequate wages	Positive impact	I: Influence on the remuneration of own workforce	Own activities	<1 year	Actual impact
Equal treatment and opportunities for all					
• Gender equality and equal pay for work of equal value	Negative impact	I: Influence on gender equality and fair salaries	Own activities	1-5 years	Actual impact
• Gender equality and equal pay for work of equal value	Risk	**R:** Unequal pay and lack of equal opportunities can reduce morale	Own activities	1-5 years	
• Gender equality and equal pay for work of equal value	Opportunity	O: Increasing competitiveness by promoting gender equality	Own activities	1-5 years	
• Training and skills development	Positive impact	I: Influence on the continuous training and skills development of own workforce	Own activities	1-5 years	Actual impact
• Training and skills development	Risk	**R:** Unequal or insufficient training and development opportunities can lead to a loss of competitiveness and thus to a drop in sales, and individual employees may also feel unfairly treated and become more dissatisfied as a result	Own activities	1-5 years	
• Training and skills development	Opportunity	O: Increasing innovation through targeted training and skills development	Own activities	1-5 years	
• Employment and inclusion of persons with disabilities	Risk	**R:** Lack of inclusion and barriers for people with disabilities can have legal consequences	Own activities	1-5 years	
• Measures against violence and harassment in the workplace	Negative impact	I: Influence on the provision of a workplace free of violence and harassment	Own activities	1-5 years	Actual impact
• Measures against violence and harassment in the workplace	Risk	**R:** Insufficient measures against violence and harassment can lead to loss of reputation	Own activities	1-5 years	
• Measures against violence and harassment in the workplace	Opportunity	O: Increasing employee loyalty and productivity through measures against violence and harassment	Own activities	1-5 years	
• Diversity	Positive impact	I: Influence on the design of diversity in the workplace	Own activities	1-5 years	Potential impact
Other labour-related rights					
• Child labour	Risk	**R:** Risk of loss of reputation and legal consequences due to child labour within the company's own workforce	Own activities	1-5 years	
• Forced labour	Risk	**R:** Risk of legal consequences and loss of reputation due to forced labour	Own activities	1-5 years	

Topic / Sub-topic / Sub-sub-topic	IRO type	Concrete description of the IRO	Value chain	Time frame	Type of impact
		within the company's own workforce			
• Privacy	Negative impact	**I:** It is possible that data breaches may occur	Own activities	<1 year	Actual impact
• Privacy	Risk	**R:** Insufficient protection of employee data	Own activities	<1 year	
• Privacy	Positive impact	**I:** Influence on the protection of applicants' data	Own activities	1-5 years	Actual impact
• Privacy	Risk	**R:** Legal consequences due to inadequate protection of applicants' data	Own activities	1-5 years	
Climate change					
Climate change adaptation					
	Risk	**R:** Infrastructure vulnerability (failures or impairment of the IT infrastructure due to extreme weather events, e.g. floods, heat waves)	Downstream activities	1-5 years	
	Positive impact	**I:** Improving customer resilience to the consequences of climate change, such as extreme weather events, by improving their ability to respond through IT solutions	Downstream activities	1-5 years	Actual impact
Energy					
	Risk	**R:** Rising energy costs	Own activities	1-5 years	
	Positive impact	**I:** Reduction of customer energy consumption through efficiency-enhancing IT solutions	Downstream activities	>5 years	Potential impact
Climate change mitigation					
	Negative impact	**I:** CO2 emissions from IVU's regular business activities	Own activities	1-5 years	Actual impact
	Positive impact	**I:** Reduction of CO2 emissions for customers through the sale of efficiency-enhancing IT solutions	Downstream activities	1-5 years	Actual impact
Circular economy					
Resource inflows, including resource use					
	Risk	**R:** Limited availability of resources from IT equipment suppliers	Upstream activities	1-5 years	
	Risk	**R:** Limited availability of IT equipment to provide the service	Own activities	1-5 years	
Business conduct					
Corruption and bribery					
• Prevention and detection including training	Negative impact	**I:** Influence on the prevention and detection of corruption and bribery	Own activities	1-5 years	Actual impact

Topic / Sub-topic / Sub-sub-topic	IRO type	Concrete description of the IRO	Value chain	Time frame	Type of impact
• Prevention and detection including training	Risk	**R:** Lack of or inadequate training and control mechanisms to detect corruption and bribery	Own activities	<1 year	
• Incidents	Negative impact	**I:** Management of corruption and bribery incidents	Own activities	1-5 years	Actual impact
• Incidents	Risk	**R:** Legal consequences due to inadequate or ineffective incident management	Own activities	1-5 years	
• Incidents	Opportunity	**O:** Effective management of corruption and bribery incidents	Own activities	1-5 years	
Management of relationships with suppliers, including payment practices					
	Positive impact	**I:** Influence on the supplier relationship and its liquidity	Upstream activities	1-5 years	Actual impact
Protection of whistleblowers					
	Risk	**R:** Legal consequences due to missing or insufficient protection of whistleblowers	Own activities	1-5 years	
Corporate culture					
	Positive impact	**I:** Influence on employee satisfaction and loyalty with an appreciative and transparent corporate culture	Own activities	1-5 years	Actual impact
	Risk	**R:** Reduced employee morale due to non-transparent or discriminatory company policies	Own activities	1-5 years	
	Opportunity	**O:** Promotion of a value-creating corporate culture	Own activities	1-5 years	
Consumers and end users					
Information-related effects for consumers and/or end users					
• Privacy	Risk	**R:** Loss of reputation and legal consequences due to unauthorised disclosure of sensitive user data resulting from security gaps in the software	Downstream activities	1-5 years	Potential impact
• Privacy	Risk	**R:** Legal consequences of violating data protection laws and regulations	Downstream activities	1-5 years	
Personal safety of consumers and/or end users					
• Security of a person	Risk	**R:** Legal consequences of the loss of consumer data	Downstream activities	1-5 years	

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Topic	Duty of disclosure	Section in the sustainability statement
Diversity metrics	S1-9	Social
Adequate wages	S1-10	Paying fair remuneration and giving employees a stake in the company's success
Social protection	S1-11	Appreciative and transparent corporate culture
Persons with disabilities	S1-12	Ensuring equal opportunities
Training and skills development metrics	S1-13	Further qualifying employees
Health and safety metrics	S1-14	Creating safe and healthy working conditions
Work-life balance metrics	S1-15	Ensuring a work-life balance
Remuneration metrics (pay gap and total remuneration)	S1-16	Paying fair remuneration and giving employees a stake in the company's success
Incidents, complaints and severe human rights impacts	S1-17	Safeguarding human rights
Consumers and end users		
Policies related to consumers and end users	S4-1	Sustainable customer relationships
Processes for engaging with consumers and end users about impacts	S4-2	Advancing the quality of products and processes
Processes to remediate negative impacts and channels for consumers and end users to raise concerns	S4-3	Ensuring behaviour that complies with the law and guidelines
Taking action on material impacts on consumers and end users, and approaches to managing material risks and pursuing material opportunities related to consumers and end users, and effectiveness of those actions	S4-4	Advancing the quality of products and processes
Targets related to managing significant negative impacts, advancing positive impacts, and managing material risks and opportunities	S4-5	Sustainable customer relationships
Business Conduct		
Business conduct policies and corporate culture	G1-1	Appreciative and transparent corporate culture
Management of relationships with suppliers	G1-2	Ensuring behaviour that complies with the law and guidelines
Prevention and detection of corruption and bribery	G1-3	Combating corruption and bribery
Incidents of corruption or bribery	G1-4	Dealing professionally with partners, customers and suppliers
Payment practices	G1-6	Ensuring behaviour that complies with the law and guidelines

D. ECONOMIC REPORT

Industry-related framework conditions

Public transport remains a key factor in achieving climate targets and continues to receive strong political and social support. In addition to the quantitative expansion of the offering, qualitative improvements are also increasingly coming into focus. Digitalisation, electrification and the optimisation of operating processes are key drivers of this development. The demand for high-quality solutions such as the IVU.suite will continue to rise accordingly.

Public transport: electrification, skills shortage and digitalisation

The ongoing electrification of bus fleets is a key element of the transport transition. The German government is pursuing the goal of significantly increasing the proportion of zero-emission buses in public transport. Funding programmes such as the "Clean Air Immediate Action Programme" and the amended electric mobility funding guideline are contributing to the switch to electric buses. At the same time, the reduction in subsidies means that the changeover is progressing more slowly than originally planned.

Another pressing issue is the shortage of skilled labour. Transport companies face the challenge of recruiting qualified personnel for driving operations and workshops. According to the Association of German Transport Companies (VDV), there will be a shortage of several thousand skilled workers in public transport alone over the next few years. Digital solutions for automated duty scheduling and optimised resource utilisation are therefore becoming increasingly important.

At the same time, the pressure to digitalize ticketing is increasing. Projects such as Account-Based Ticketing (ABT) are becoming increasingly popular in order to simplify ticket purchasing for passengers and reduce the administrative burden on transport companies. The first pilot projects are already underway in Germany, for example in the Rhine-Main Transport Association (RMV). With its solutions, IVU offers a future-proof platform for digital ticket sales.

Rail: Expansion of the railway in Europe and increasing demand for standard solutions

The European rail sector is continuing to experience infrastructure expansion and market liberalisation. The EU is investing more in the railways to promote a shift from private transport and aviation to more sustainable modes of transport. Programmes such as the Connecting Europe Facility (CEF) support infrastructure expansion and the digitalisation of rail operations.

The growing demand for standardised software solutions is a result of the increasing harmonisation of the European rail sector. Rail operators are increasingly focusing on integrated, interoperable systems that facilitate cross-border operations. IVU sees great potential for its solutions here, particularly in newly liberalised markets such as France and Spain, where new competitors are establishing themselves on the market.

Despite the restructuring of the Climate and Transformation Fund (KTF), the promotion of the railway remains a key issue in Germany. An increase in Deutsche Bahn's equity is intended to continue to secure investments. IVU, which already supports the majority of German passenger transport companies with its solutions, expects positive impetus for its business here.

The electrification of public transport, the shortage of skilled workers and digitalisation in the ticketing sector pose challenges, but also open up opportunities for innovative software solutions. In the rail sector, European investments and market liberalisation are driving demand for standard solutions. With its product range, IVU is well positioned to benefit from these developments.

As a software producer, IVU is dependent on very good personnel who are in demand on the labour market. In recent years, IVU has been able to attract new employees despite numerous competitors, without lowering its standards for the quality of applicants. Recruiting and good personnel support as well as fair pay have become relevant factors. IVU is constantly creating new incentives so that the fluctuation rate of 6.7% remains below comparable values in the IT and software industry.

Earnings, finance and asset position of the Group

Record result in 2024

Revenue

In the financial year 2024 , IVU increased its revenue to €133.7 million (2023: €122.5 million). IVU is continuing the growth of recent years and confirming its sales target of over €130 million. In particular, the share of recurring revenues increased to 44.2% (2023: 41.1%) from the maintenance and hosting business and thus contributed to the growth in revenue.

In 2024, 47.9% (2023: 54.6%) of revenue was generated in the German market, while 52.1% (2023: 45.4%) of revenue were related to export sales. At €64.0 million (2023: €66.9 million) revenue on the German market were below the previous year's level, while international revenue increased to €69.7 million (2023: €55.6 million).

Other income

Other income increased to €1.7 million (2023: €0.8 million) due to increased funding for research and development as well as the revaluation of the shares in EBS GmbH of €0.6 million as part of the purchase of the remaining shares in the company.

Gross profit

Gross profit increased by 12.1% to €113.4 million (2023: €101.1 million), in particular due to higher high-margin revenue from the maintenance and hosting business, thus exceeding the target of €110 million.

Personnel expenses, depreciation and other expenses

Personnel expenses increased 2024 by 13.1% to €76.5 million (2023: €67.6 million) due to increase in personnel capacity (FTE) by 8.7% and necessary salary adjustments in a challenging market environment.

Depreciation and amortisation on non-current assets increased in line with business growth by €0.3 million to €4.9 million (2023: €4.5 million).

Other expenses increase in particular due to higher internal IT expenses with a focus on information security as well as investments in internal IT systems and higher sales costs, especially for trade fairs, to €15.2 million (2023: €13.2 million).

Operating result (EBIT)

With EBIT of €16.8 million (2023: €15.8 million), IVU once again achieved a record result and reached its EBIT target for the financial year of around €17 million.

Financial result

The financial result was €0.5 million (2023: €0.7 million) and thus at the previous year's level.

Tax expense

The tax expense of €5.3 million (2023: €5,0 million) corresponds to the expected tax rate of 30%.

Finances and assets

Due to very strong sales at the end of the year, trade receivables were at €43.2 million significantly above the previous year's figure (2023: €30.0 million). Other financial assets mainly relate to low-risk financial investments totalling €25 million (2023: €25 million) and at €25.8 million correspond to the previous year's level (2023: €26.2 million).

Contract assets, i.e. project services not yet invoiced, fell to €11.5 million (2023: €16.0 million).

Inventories increase due to higher supplier prepayments by €0.2 million to €5.0 million (2023: €4.8 million).

Intangible assets are reduced, among other things, by the scheduled amortisation of capitalised software licences to €7.2 million (2023: €8.2 million).

The long-term extension of the rental agreements for the Aachen and Berlin locations is included in the right-of-use assets and lease liabilities. At the Aachen site in particular, the lease agreement provides for considerable investment by the owner to create attractive workplaces, which will lead to an increase in rights of use and lease liabilities to €19.7 million (2023: €16.5 million) resp. €20.8 million (2023: €17.1 million).

Goodwill increased by €0.9 million due to the acquisition of the remaining stake in EBS to €19.2 million.

Due to the high level of invoices received at the end of the year, trade payables were at €5.0 million (2023: €2.8 million) and thus above the previous year's level.

Current and non-current provisions are at €6.6 million (2023: €8.8 million) and thus below the previous year's level and mainly relate to provisions for completed projects.

Other non-financial liabilities increase mainly due to higher tax liabilities to €19.5 million (2023: €14.1 million).

Equity increased in the reporting year by €5.8 million to €84.8 million (2023: €79.0 million). The equity ratio 2024 is 51.7 % and at the previous year's level (2023: 51.8 %). IVU's financial position is stable and its financial strength remains very good thanks to its positive capital structure.

Liquidity

At €6.7 million (2023: €11.9 million), cash flow from operating activities was below the previous year's figure, in particular due to the increase in income taxes paid of €8.9 million. The sharp rise in receivables and other assets is offset by the increase in project prepayments. Fluctuations in operating cash flow are common in the project business.

Cash flow from investing activities was at the previous year's level at €-0.4 million (2023: €-0.8 million).

Cash flow from financing activities includes payments for the acquisition of treasury shares of €3.8 million (2023: €2.6 million) and the dividend payment to the shareholders of €4.5 million (2023: €4.2 million).

With cash and cash equivalents of €21.1 million as at 31 December 2024 (2023: €25.4 million) and term deposits of €25 million, IVU's liquidity can be categorised as very good.

Liquidity is planned on a rolling basis and the development of cash and cash equivalents is monitored daily. The measures derived from liquidity planning ensure that financial requirements are covered. IVU's operating and investment financing requirements are secured as far as possible from the operating business and financial reserves.

IVU was able to fulfil its financial obligations at all times during the reporting year. IVU's very good credit rating is viewed favourably by its clients.

Separate financial statements of IVU AG (HGB) Earnings, finance and asset position

The separate financial statements of IVU AG were prepared in accordance with the provisions of the German Commercial Code (HGB).

With EBIT (HGB) of €24.5 million (2023: €14.4 million), IVU AG significantly exceeded the EBIT target for the financial year of over €12 million. In addition to the very positive business development, the licence income from an ongoing major project in particular led to the target being exceeded.

As a result, IVU AG's revenue target of around €110 million will also be significantly exceeded with revenue of €151.3 million (2023: €109.8 million).

In 2024 46.7 % of sales were generated on the German market and 53.3 % of sales were generated in the export business. Sales on the German market increase to €70.7 million (2023: €63.8 million), foreign sales increase to €80.6 million (2023: €46.0 million).

Due to the increase in sales, the gross profit of €126.0 million (2023: €91.8 million) is 37.3 % higher than in the same period of the previous year. The target of over €90 million was clearly exceeded.

IVU AG's personnel expenses increased to €68.6 million (2023: €60.6 million), in particular due to the increase in personnel capacity (FTE).

At €1.5 million, depreciation and amortisation of intangible assets and property, plant and equipment remained at the previous year's level (2023: €1.4 million).

Other operating expenses totalled €31.4 million (2023: €15.4 million) and include a special effect of €14.1 million in the form of the merger losses of LBW GmbH and EBS GmbH under commercial law. Adjusted for this, other operating expenses are € 1.8 million or 11.5 % higher than in the previous year due to growth and rising internal IT expenses. The mergers enable a reduction in internal cost allocations and thus more efficient internal processes. The merger reduces financial assets to €1.1 million (2023: €15.6 million).

At €52.1 million, trade receivables were significantly higher than the previous year's figure (2023: €24.8 million) due to very high sales at the end of the year.

The volume of unbilled project services was reduced, causing inventories to fall slightly by €2.9 million to €19.3 million (2023: €22.2 million).

At €18.8 million (2023: €20.5 million), other provisions are below the previous year's level and mainly relate to provisions for completed projects and personnel provisions.

Tax provisions increase to €9.2 million (2023: €5.6 million) due to the positive development of the annual result and the non-recognition of the merger losses for tax purposes.

Equity increased in the reporting year by €6.8 million to €69.4 million (2023: €62.5 million).

IVU AG's financial position is stable and its financial strength remains very good thanks to its positive capital structure.

At €2.5 million (2023: €6.0 million), the operating cash flow is below the previous year's figure, in particular due to the higher level of receivables as at the reporting date compared to the previous year. Fluctuations in operating cash flow are common in the project business.

Including the cash flow for investing activities of €1.5 million (2023: €-0.6 million) and financing activities of €-8.3 million (2023: €-6.8 million), cash and cash equivalents decreased by €4.4 million.

Cash flow from financing activities includes the dividend payment to shareholders of €4.5 million (2023: €4.2 million).

The reported bank balances include €25.0 million (2023: €25.0 million) in short-term notice deposits with a notice period of at least three months. With cash and cash equivalents of € 37.8 million as at 31 December 2024 (2023: €42.1 million), the liquidity of IVU AG can still be classified as very good.

Summary

The IVU Group and IVU AG can look back on a successful year 2024, which was characterised by growth in revenue, gross profit and operating profit (EBIT). We also expect 2025 to continue on its profitable growth path and are confident about the future thanks to the good order situation and promising sales opportunities.

E. FORECAST, RISK AND OPPORTUNITY REPORT

Order situation

A large portion of IVU's targets are already covered with an order backlog of over €115 million for the current financial year as at 28 February 2025.

Outlook

The socially desired and promoted quantitative and qualitative expansion of public transport is contributing to the growth of the industry. The demand for high-quality solutions such as the IVU.suite remains correspondingly high. In order to achieve its efficiency targets, IVU has slowed down staff growth to compensate for rising costs, particularly for salaries and IT security. IVU therefore expects further growth in sales and profits in the coming years.

For 2025, we expect consolidated sales of over €140 million (actual 2024: €133.7 million), a gross profit of over €120 million (actual 2024: €113.4 million) and an operating result (EBIT) of around €18 million (actual 2024: €16.8 million).

For IVU AG single entity (HGB), sales of over €120 million (actual 2024: €151.3 million), a gross profit of over €90 million (actual 2024: €126.0 million) and an operating result (EBIT) of over €10 million (actual 2024: €24.5 million) are expected for 2025.

Risk management and internal control system[15]

As an international company, IVU is exposed to risks of all kinds. Preventing potential risks, identifying and assessing risks at an early stage and reacting appropriately to them are key components of the implemen-ted risk management system. The continuous identification, assessment and management of risks is based on a broad information base thanks to the risk management system and the implemented risk controlling. The early warning function required by law is fulfilled by the existing system and its continuous further development. Compliance and sustainability aspects are covered by the internal risk management and control system.

The basis of the risk management system is formed by the operating units, which, as "risk owners", are responsible for assessing, managing, monitoring and reducing risks. They are responsible for maintaining a healthy balance between risks and opportunities and between risks and risk-bearing capacity for their area.

The framework for this is set by company-wide guidelines. Compliance, quality, information security and risk management are particularly responsible for this. They shape the specific governance for IVU and define corresponding minimum requirements for systems and processes for use by the operating units.

Internal controls to ensure compliance with the relevant statutory regulations and the corporate principles, guidelines and measures specified by the Management Board are ensured in particular by the following measures:

- The dual control principle is firmly anchored in IVU and secured by the rules of procedure of the Management Board and internal signature guidelines.
- There is a separation of functions in all relevant processes to ensure that the employee carrying out the work is not also the person carrying out the checks. Appropriate control and approval procedures are defined.
- Employee access rights are controlled in a targeted manner. Authorization control is implemented as part of our information security management.
- The internal control system is supported by the documentation of processes and procedures within the company.

Monitoring and control of existing and potential risks is ensured by internal and external quality audits as part of quality and information security management.

Once a year, the IVU Management Board makes an overall statement on the appropriateness and

[15] This section contains information required by ESRS 2 GOV-5 paragraph 36 (a), (b), (d) and (e).

effectiveness of the risk management system and the internal control system.

As of December 31,2024 , the Management Board had no indication that the company-wide risk management system and the internal control system were inadequate or ineffective. According to the assessment, there are no critical control weaknesses that could have a significant impact on IVU. To the best of the Management Board's knowledge, as of December 31,2024 , there are no material issues that could jeopardize the achievement of key corporate objectives (strategic, operational, financial, compliance and sustainability) that have not been adequately identified and addressed by IVU's risk management process. However, it should be noted that even risk management systems and internal control systems assessed as appropriate and effective cannot fully guarantee at all times that all actual risks are uncovered in advance and all process violations are excluded.[16]

In order to perform its control function, the Supervisory Board is regularly informed by the Management Board, i.e. at least quarterly as part of the regular meetings, and systematically integrated into the risk management system and the internal control system. The regular reporting process is supplemented by ad hoc reporting as required. The Supervisory Board monitors the appropriateness and effectiveness of the risk management system and the internal control system.

Risk management and internal control system with regard to the accounting process (Section 315 (4) HGB)

The internal risk management system and the control systems are intended to ensure the correctness and effectiveness of accounting with regard to compliance with legal standards and accounting regulations. The Management Board bears overall responsibility for this. This includes all factors that can significantly influence the accounting and the overall statement of the financial statements, including the combined management report. The internal control system with regard to the accounting process includes principles, procedures and controls. In particular, this includes uniform accounting and valuation guidelines, processes that ensure the completeness of financial reporting, processes for the separation of functions and the dual control principle, identification of significant risk areas with an impact on the accounting process and authorization and access regulations for relevant IT systems.

IVU prepares its annual and consolidated financial statements on the basis of the applicable accounting and valuation principles in accordance with the German Commercial Code (HGB) and International Financial Reporting Standards (IFRS). New accounting standards are regularly reviewed for their effects and, if necessary, the internal accounting guidelines are adjusted.

A clear organizational, control and monitoring structure assigns responsibilities in the accounting process. The IT systems used in accounting are operated with standard software; they are protected against unauthorized internal and external access by extensive access regulations. All persons involved in the accounting process are qualified in accordance with the requirements and regularly take advantage of training and further education opportunities on the topics of taxes and accounting. Their number is such that they are able to cope well with their tasks. The advice of external experts is sought on selected accounting issues.

IVU regularly analyzes key accounting-relevant processes with regard to the appropriateness and effectiveness of the internal controls in place. Any findings are implemented promptly. The completeness and accuracy of accounting data are regularly checked by means of spot checks and plausibility checks. The principle of dual control is consistently applied to all key processes.

Risk management is based on monthly reporting, which includes key performance indicators and compares the planned figures with the actual figures. Regular discussions with those responsible for sales, cost and schedule development enable the Management Board to be informed of critical developments in good time and to initiate corrective measures if necessary.

When assessing risks, the individual categories are regularly examined at department level. Depending on the risk assessment and the importance of the specialist areas for the Group as a whole, the Executive Board intensifies the dialog with the management of the specialist areas and decides on specific measures if necessary.

[16] This paragraph was not audited by the auditor.

The Management Board of IVU AG has set up a risk early warning system to identify developments that could jeopardize the continued existence of the company at an early stage and to take appropriate measures. Developments that threaten the existence of the company are risks that individually or in combination exceed the company's risk-bearing capacity. The risk-bearing capacity is the maximum extent of risk that can be borne without jeopardizing the continued existence of the company. The assessment is based on the economic situation, size, regulatory conditions and the possibilities for raising capital. The risk-bearing capacity is determined on the basis of liquidity planning and IVU's expected EBIT for the current and coming financial year. The calculation (forecast) of the risk-bearing capacity is compared with the identified risks to an overall risk position, taking into account the net risks. An observation period of two years is defined for the risk inventories. However, this is adjusted individually in individual cases (e.g. projects with a longer term).

Risk management is a fixed item on the agenda of every Supervisory Board meeting and is discussed in detail at every meeting. The relevant risks are assessed according to the potential level of damage and probability of occurrence. IVU has identified the following material risks for the Group as a whole and, following the implementation of risk mitigation measures, categorized them according to their estimated probability of occurrence as unlikely (<20%), not excluded (<40%), possible (<60%), frequent (<80%) and very frequent (<100%) and in terms of their loss amount as low (loss amount <€1 million), medium (<€2.5 million), medium-high (<€2.5 million) and high (<€1 million).

Risks[17]

Operational business risks

Project-related risks: IVU's project business is based, among other things, on contracts for work based on the standard products of IVU.suite. This naturally entails the risk that the actual work to be performed may exceed the plan. Possible delays in delivery can result in penalties. The probability of occurrence and the amount of damage are still assessed as medium. Measures to reduce these risks include efficient project management, adherence to deadlines and compliance with quality standards.

International project-related risks: IVU is subject to the general political and economic conditions in the countries in which it operates. This naturally entails the risk of project delays or even project termination and payment defaults. The probability of occurrence and the amount of damage are still considered to be medium. In order to limit such risks, IVU attempts to keep market development costs low by strategically focusing on promising countries in target markets. To avoid payment defaults, IVU uses various instruments to secure payment, such as letters of credit, advance payments, payments on account or payment in advance

Payment delays and defaults: IVU's operating business and investments are mainly financed by operating cash flow. The main risks here are payment defaults and payment delays.

Delays in payment are a potential risk in all large and, above all, international projects, as experience has shown that political and economic conditions can change quickly. Changes in decision-makers in particular can have an impact on payment deadlines.

The probability of occurrence of financial risks continues to be assessed as high and the level of loss remains medium. Measures to counter these risks include delivery-oriented payment plans and efficient project management. In addition, the creditworthiness and payment morale of our customers can generally be rated as good, as the majority of them come from the public sector.

Cyber and information security: The global increase in cyber security threats and greater professionalism in cybercrime lead to risks in relation to the security of products, solutions and services and IT systems and networks, as well as risks relating to the confidentiality, availability and integrity of data.

The German Federal Office for Information Security (BSI) has issued an urgent warning about this, partly due to current political developments, and is calling on companies to be vigilant. IVU is particularly challenged here as some of its customers are operators of critical infrastructures (so-called KRITIS companies).

[17] This paragraph contains information required by ESRS 2 GOV-5 paragraph 36(c).

The probability of occurrence is still rated as medium and the potential level of damage as high.

To protect against cybercrime, IVU uses up-to-date defense systems (firewalls, etc.) and modern hardware and software infrastructure, regularly tested by specialized security companies. The operation of customer systems in the IVU.cloud takes place exclusively in the IT environment of recognised international cloud operators. The data security measures for IVU customers, as well as all suppliers and service providers involved, are bindingly agreed in contracts for commissioned data processing. In order to reduce the increased risks, IVU has introduced an information security management system (ISMS) and is externally certified in accordance with ISO/IEC 27001 and is regularly audited in accordance with this standard.

Quality defects: If defects occur in the software or hardware supplied, these can delay acceptance and therefore the payment of invoices . The probability of occurrence and the amount of damage is still considered to be medium. One measure to limit this risk is consistent quality management in accordance with ISO 9001. In addition, the steadily increasing degree of standardization of IVU systems reduces the risk of quality defects, as only customer-specific adaptations are required instead of special developments and all products can be subjected to intensive testing.

Strategic risks

Competition: The global markets for our products, solutions and services are highly competitive. IVU therefore continuously monitors and analyzes competitive, market and industry data in order to better anticipate unfavorable developments in the competitive environment instead of merely reacting to them.

Currency risks: As IVU conducts part of its business outside the euro currency countries, currency fluctuations can affect earnings. Currency risks exist for receivables, liabilities, cash and cash equivalents that do not correspond to IVU's functional currency. The probability of occurrence remains high and the potential loss remains low. To hedge cash flows in foreign currencies, IVU enters into forward exchange transactions where it makes economic sense to do so. The expected incoming and outgoing payments are estimated on the basis of contracts concluded and payment agreements made. Valuation units to create hedging relationships are not currently formed. There were no forward exchange transactions as at the balance sheet date.

Inflation: The changed inflation environment may continue to pose risks to the financial and earnings position. The probability of occurrence and the extent of damage are assessed as medium. IVU has agreed price adjustment clauses in most long-term contracts and is pricing the expectation of inflation into new contracts.

Compliance

Changes to regulations, laws and guidelines: Regulatory requirements are being introduced or changed at an unprecedented pace, often with very little lead time for implementation. This entails the risk that new requirements come into force faster than they can be implemented in the corresponding systems and processes, which can have a negative impact on business operations and necessitate manual remedial measures. We rate the probability of occurrence and the extent of damage as medium. We monitor the political and regulatory situation in all of our key markets in order to anticipate potential problem areas with the aim of quickly adapting our business activities and processes to changing conditions.

Personnel

Recruiting and staff retention: A specialized software company such as IVU achieves its strength in the market because highly qualified specialists and managers drive forward demanding projects and implement special customer requirements. Risks arise from the need to recruit specialists due to the growing business and the potential loss of know-how carriers. We continue to rate the probability of occurrence and the extent of damage as medium. Measures to reduce these risks include a long-term personnel policy that ensures a low fluctuation rate, an open and trusting corporate culture that promotes a high level of staff loyalty and the active recruitment of highly qualified employees.

Assessment of the overall risk

There were no material changes in the assessment of the individual risks compared to the previous year. IVU continues to assume a low overall risk to the existence of IVU and IVU AG.

Opportunities

IVU's sales strategy is geared towards expanding its position in the national market and consistently exploiting the resulting opportunities for internationalization. As one of the few system manufacturers in the world, IVU offers IT solutions for all processes of a transport company - from planning and operation to billing. With our products for public transport, which are combined in the IVU.suite, we are one of only a few providers of holistic, integrated solutions .

Our business is stable, particularly in the domestic market and for small and medium-sized projects, and is therefore easy to predict. The awarding of contracts and the course of major projects, on the other hand, are difficult to plan. Here, individual projects can have a major impact on IVU's earnings .

Overall, the opportunities for IVU are very good. We are benefiting from the ongoing trends towards urbanization, digitalization and mobility as well as from the growing demands for climate protection, which require cities and transport providers to invest ever more heavily in the expansion and modernization of their systems. Thanks to successful project implementations, IVU has become a sought-after partner. We will use this good reputation to further expand our market position through targeted sales activities in our target markets.

F. **SUPPLEMENTARY INFORMATION**

Supplementary information as per Section 289a and Section 289 (1) sentence 5 and Section 315a HGB and Section 315 (1) sentence 5 HGB

The company's share capital of €17,719,160 is divided into 17,719,160 no-par value shares with a notional value of €1 each. By way of resolution of the Annual General Meeting on 27 May 2021, the Management Board was authorised, with the approval of the Supervisory Board, to increase the company's share capital on one or several occasions by up to 30% of the current share capital of €17,719,160, i.e. by €5,315,748.00, by issuing new no-par value bearer shares against cash and/or non-cash contributions by 26 May 2026 (2021 authorised capital).The Management Board can make use of this authorisation for any legally permissible purpose. In 2022 and 2023, the Management Board did not make use of the authorisations.

Furthermore, by way of resolution of the Annual General Meeting on 29 May 2019, the Management Board was authorised to acquire shares in the company for any purpose permitted under Section 71 (1) No. 8 of the German Stock Corporation Act (AktG) in the context of the statutory restrictions and in line with the following provisions by 28 May 2024. The authorisation is restricted to the acquisition of shares with a proportional amount of the share capital of €1,771,916, i.e. 10% of the share capital of €17,719,160.

Based on this resolution, the Management Board approved a buyback programme for treasury shares on 2 June 2023, which was extended on 7 September 2023. The purpose of this buyback programme was in particular to use the shares to service Management Board remuneration and employee participation programmes. A total of 176,128 shares were repurchased at a total price of €2,552 thousand. This corresponds to 0.99% of the no-par value shares in the share capital of IVU Traffic Technologies AG. The shares were acquired exclusively via the stock exchange by a bank commissioned by the company (XETRA trading).

From the shares acquired, a total of 49,542 no-par value shares were issued (26 shares at an issue price of €16.26 each, 40,380 at an issue price of €16.74 each, 3,200 at an issue price of €16.47 each, 5,914 at an issue price of €14.62 each and 22 at an issue price of €12.92 each) for all IVU employees in Germany in the 2023 financial year. As part of their variable remuneration, the members of the Management Board received 118,713 shares at an issue price of €16.47 each as well as 92,127 shares at an issue price of €16.43 each in the context of the long-term incentive plan that ended on 31 December 2023. The number of shares issued corresponds to 0.91% of the no-par value shares in the share capital of IVU Traffic Technologies AG.

There are no restrictions with regard to voting rights or transfer. The Management Board is not aware of any agreements of this kind between individual shareholders. Furthermore, no material agreements have been made that contain regulations for a change of control as a result of a takeover bid.

According to Article 6 of the company statutes, the Supervisory Board appoints the Management Board members and determines the number thereof. Further details on appointment and dismissal are governed by Sections 84 et seq. AktG.

According to Article 16 of the company statutes, the Supervisory Board is authorised to make changes to the company statutes that relate solely to the wording. Otherwise, the company statutes are adopted as per Section 179 AktG by the Annual General Meeting by a majority of at least three quarters of the share capital represented at the time of voting on the resolution.

Summarised corporate governance statement in accordance with Section 289f (2) and (5) and in accordance with Section 315d HGB

The company has published the corporate governance declaration, which is part of the Group management report, on its website, www.ivu.com/investors/corporate-governance-en. The corporate governance declaration comprises the declaration pursuant to Section 161 AktG regarding compliance with the German Corporate Governance Code.

Berlin, 18 March 2025

The Management Board

Martin Müller-Elschner

Leon Struijk

CONSOLIDATED FINANCIAL STATEMENTS


Helaba

IVU Traffic Technologies AG, Berlin

Consolidated Balance Sheet as at 31 December 2024

ASSETS	Notes	31 Dec 2024 € thousand	31 Dec 2023 € thousand
A. Current assets			
1. Cash and cash equivalents	(87)	21,089	25,397
2. Other financial assets	(88)	25,829	26,209
3. Trade receivables	(89) - (92)	43,177	30,042
4. Contract assets	(93) - (95)	11,464	16,011
5. Inventories	(96)	5,014	4,820
6. Income tax assets	(107) - (112)	454	380
7. Other assets	(97)	5,692	3,865
Current assets, total		**112,719**	**106,724**
B. Non-current assets			
1. Tangible fixed assets	(98)	1,901	1,915
2. Intangible assets	(98)	7,184	8,219
3. Goodwill	(99)	19,163	18,277
4. Financial assets	(101)	301	837
5. Rights of use	(102) - (106)	19,731	16,465
6. Deferred taxes	(107) - (112)	3,013	93
Non-current assets, total		**51,293**	**45,806**
ASSETS, TOTAL		**164,012**	**152,530**

LIABILITIES	Notes	31 Dec 2024 € thousand	31 Dec 2023 € thousand
A. Current liabilities			
1. Current trade accounts payable	(113)	5,027	2,786
2. Contractual liabilities	(93) - (95)	13,589	13,423
3. Current leasing liabilities	(102) - (106)	1,638	1,517
4. Provisions	(114) - (115)	4,761	6,704
5. Income tax liabilities	(107) - (112)	9,474	5,651
6. Other current liabilities	(116) - (117)	1,028	3,504
7. Other non-financial liabilities	(118)	19,487	14,094
Current liabilities, total		**55,004**	**47,679**
B. Non-current liabilities			
1. Leasing liabilities	(102) - (106)	19,145	15,607
2. Deferred taxes	(107) - (112)	0	4,583
3. Provisions for pensions	(119) - (129)	3,161	3,581
4 Provisions	(114) - (115)	1,871	2,052
Non-current liabilities, total		**24,177**	**25,823**
C. Equity			
1. Share capital	(130) - (136)	17,719	17,719
2. Additional paid-in capital	(56) - (60)	1,100	889
3. Revenue reserve	(56) - (58)	72,358	64,857
4. Other reserve	(59)	134	-76
5. Own shares	(133) - (138)	-6,480	-4,361
Equity, total		**84,831**	**79,028**
LIABILITIES, TOTAL		**164,012**	**152,530**

IVU Traffic Technologies AG, Berlin

Consolidated income statement for the 2024 financial year

	Notes	**2024** € thousand	2023 € thousand
Revenue	(140) - (141)	**133,671**	**122,492**
Other operating income	(142)	1,722	751
Cost of materials	(144)	-22,003	-22,113
Gross profit		**113,390**	**101,130**
Personnel expenses	(145)	-76,469	-67,611
Depreciation on non-current assets	(98)-(99), (146)	-4,870	-4,535
Other operating expenses	(147)	-15,234	-13,213
Earnings before interest and taxes (EBIT)		**16,817**	**15,771**
Financial income	(148)	1,283	996
Financial expenses	(149)	-833	-533
Result from investments accounted for using the equity method	(101)	29	187
Earnings before taxes (EBT)		**17,296**	**16,421**
Income taxes	(107) - (112)	-5,256	-5,044
CONSOLIDATED NET RESULT		**12,040**	**11,377**

Number of potentially diluted ordinary shares (in thousands)	(150) - (151)	17,432	17,593
Earnings per share (diluted)	(150) - (151)	0.69	0.65
Weighted average shares outstanding (in thousands)	(150) - (151)	17,400	17,550
Earnings per share (basic)	(150) - (151)	0.69	0.65

IVU Traffic Technologies AG, Berlin

Consolidated statement of comprehensive income for the 2024 financial year

	Notes	2024 € thousand	2023 € thousand
Consolidated net result		**12,040**	**11,377**
Currency translation	(23) - (25), (59)	-6	79
Other comprehensive income to be reclassified to the consolidated income statement in subsequent periods		**-6**	**79**
Actuarial gains/losses from the valuation of pension commitments	(121) - (127)	313	-182
Income tax effect	(107) - (110)	-97	73
Other comprehensive income not reclassified to the consolidated income statement in subsequent periods		**216**	**-109**
Other comprehensive income after taxes		**210**	**-30**
CONSOLIDATED COMPREHENSIVE INCOME AFTER TAXES		**12,250**	**11,347**

IVU Traffic Technologies AG, Berlin

Consolidated statement of changes in equity for the financial years 2024

	SHARE CAPITAL € thou.	CAPITAL RESERVE € thou.	RETAINED EARNINGS € thou.	OTHER RESERVES € thou.	FOREIGN CURRENCY ADJUSTMENT ITEM € thou.	OWN SHARE AT ACQUISI-TION COST € thou.	TOTAL € thou.
Notes	(130) - (134)	(56) - (60)	(58)	(59)	(59)	(133) - (138)	
As at 1 January 2023	**17,719**	**1,792**	**59,450**	**-202**	**156**	**-4,251**	**74,664**
Consolidated net income 2023	0	0	11,377	0	0	0	11,377
Other comprehensive income after taxes	0	0	0	-109	79	0	-30
Consolidated recognised results after tax	**0**	**0**	**11,377**	**-109**	**79**	**0**	**11,347**
Acquisition of own shares	0	0	0	0	0	-2,575	-2,575
Use of own shares	0	-1,071	-313	0	0	2,465	1,081
Share-based Executive Board remuneration	0	168	-1,429	0	0	0	-1,261
Dividend distribution (€0.24 per share)	0	0	-4,228	0	0	0	-4,228
AS AT 31 DECEMBER 2023	17,719	889	64,857	-311	235	-4,361	79,028
As at 1 January 2024	**17,719**	**889**	**64,857**	**-311**	**235**	**-4,361**	**79,028**
Consolidated net income 2024	0	0	12,040	0	0	0	12,040
Other comprehensive income after taxes	0	0	0	216	-6	0	210
Consolidated recognised results after tax	**0**	**0**	**12,040**	**216**	**-6**	**0**	**12,250**
Acquisition of own shares	0	0	0	0	0	-3,784	-3,784
Use of own shares	0	66	0	0	0	1,701	1,767
Transaction costs	0	0	0	0	0	-52	-52
Deferred Tax	0	0	0	0	0	16	16
Share-based Executive Board remuneration	0	145	0	0	0	0	145
Dividend distribution (€0.26 per share)	0	0	-4,539	0	0	0	-4,539
AS AT 31 DECEMBER 2024	**17,719**	**1,100**	**72,358**	**-95**	**229**	**-6,480**	**84,831**

IVU Traffic Technologies AG, Berlin

Consolidated statement of cash flows for the 2024 financial year

	Notes	**2024** € thou.	2023 € thou.
Consolidated earnings before income taxes for the period		17,296	16,421
Depreciation of fixed assets	(146)	4,870	4,535
Change in provisions	(114) - (115)	-2,245	-2,378
Net interest income	(148) - (149)	-450	-463
Equity-settled share-based payment	(57) - (60), (137)	1,912	-180
Share of profit of joint ventures	(101)	-29	-187
Payments for the acquisition of minority interests	(105)	-587	0
Result from the disposal of assets		17	0
		20,784	**17,748**
Changes in current assets and liabilities		0	0
Inventories	(96)	-194	-549
Receivables and other assets	(89) - (97)	-10,035	-3,585
Liabilities (excluding provisions)	(113) - (118)	5,221	108
		15,776	**13,722**
Interest paid		-152	-134
Income taxes paid		-8,886	-1,674
Cash flow from operating activities		**6,738**	**11,914**
Payments made for investments in fixed assets		-1,593	-1,749
Payments for acquisition of shares in consolidated subsidiaries		-63	0
Income from disposals of fixed assets		0	2
Interest received		1,283	996
Cash flow from investing activities		**-373**	**-751**
Acquisition of own shares	(133) - (138)	-3,836	-2,575
Payments for the repayment of leasing liabilities	(104) - (106)	-2,298	-2,014
Payment of dividends		-4,539	-4,228
Cash flow from financing activities		**-10,673**	**-8,817**
Cash and cash equivalents at the beginning of the period		25,397	23,051
Net change in cash and cash equivalents		-4,308	2,346
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	**(87)**	**21,089**	**25,397**

+ = cash inflow / - = cash outflow

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Consolidated notes for the financial year 2024

A. GENERAL INFORMATION ON THE COMPANY

1 The parent company of the IVU Group is IVU Traffic Technologies AG (IVU AG), with its registered office at Bundesallee 88 in 12161 Berlin, Germany. It was founded on 4 August 1998 and is registered in the Berlin-Charlottenburg commercial register under the number HRB 69310.

2 The Management Board approved the consolidated financial statements as at 31 December 2024 and the Group management report for the financial year 2024 on 18 March 2025 and subsequently submitted them to the Supervisory Board for approval. They were approved by the Supervisory Board at the meeting of the Supervisory Board on 27 March 2025.

3 The Group's business activities focus on the development, production, sale and operation of software and hardware systems for planning, organisation and information processing for administrations, transport companies and other public and private sector companies. Services such as training and consulting are offered in connection with IVU products and the expansion of the cloud business is being driven forward. This includes research and expert opinions. The average number of employees in the Group in the financial year was 1,035 in 2024 (2023: 938).

4 The Group's main customers are local public transport operators in Germany, Europe and selected countries around the world. The IVU Group has offices in Berlin (headquarters), Aachen, Frankfurt am Main, Hanover, Leipzig (Germany), Vienna (Austria), Olten (Switzerland), Rome (Italy), Madrid (Spain), Birmingham (United Kingdom), Paris (France), Delft (Netherlands), Stockholm (Sweden), Budapest (Hungary), Istanbul (Turkey), Toronto (Canada), New York (United States) and Hanoi (Vietnam).

5 The company (IVU AG) is listed in the Prime Standard (Deutsche Börse AG) on the Frankfurt Stock Exchange.

B. ACCOUNTING POLICIES

Basis of preparation

6 The consolidated financial statements of IVU AG are prepared in accordance with the International Financial Reporting Standards (IFRS), as applicable in the EU, and the supplementary provisions of Section 315e (1) HGB. The consolidated financial statements were prepared in euros. Unless otherwise stated, all amounts are € thousand and have been commercially rounded to € 1 thousand.

7 The consolidated financial statements of IVU AG are prepared on the basis of the historical cost principle. In accordance with the management's assessment, the consolidated financial statements are prepared on a going concern basis.

Changes to accounting and valuation methods

8 No changes to accounting standards or interpretations with a material impact on the presentation of the consolidated financial statements had to be taken into account for the financial year.

The Group did not choose early application of any standards, interpretations or amendments that have been published but have not yet come into force.

Effects of new accounting standards

9 The IASB has issued various amendments to IFRS standards, e.g. IAS 21 (lack of Exchangeability), and IFRS 9/ IFRS7 (amendments to the classification and measurement for Financial Instruments), which are relevant to IVU but not yet applicable.

IVU does not expect this to have any material impact on the consolidated financial statements.

On April 2024, the IASB published the new accounting standard IFRS 18 (description and reference in the financial statements). The new standard will affect the structure of the consolidated income statement and the statement of cash flows. The Group is reviewing the effects on the way information is grouped in the financial statements. The standard will take effect on 1 January 2027.

Significant judgements, estimates and assumptions

10 In preparing the consolidated financial statements, management makes judgements, estimates and assumptions that affect the reported amount of income, expenses, assets liabilities and related disclosures as well as the disclosure of contingent liabilities.

11 The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. The Group's assumptions and estimates are based on parameters that were available at the time the consolidated financial statements were prepared. However, these conditions and assumptions about future developments may change due to market movements and market conditions that are beyond the Group's control. Such changes are only recognised in the assumptions when they occur. The pandemics or armed conflicts in parts of the world are not expected to have any significant impact on IVU. This is primarily due to the structure of IVU's business: the development and sale of primarily digital products.

12 **Valuation of acquired software as part of a purchase price allocation:** The basis for the valuation is the expected revenue from the software, the expected license payments and the license instalments saved.

13 **Impairment of goodwill:** The IVU Group tests goodwill for impairment on the basis of the provisions of IAS 36 once a year and also if there are indications of impairment. The impairment test is carried out in the fourth quarter of the financial year on the basis of the data from the quarterly financial statements as at 30 September. The basis for the impairment test is the future cash surpluses that will be generated for individual assets or groups of assets summarised in cash-generating units.

14 **Identification of performance obligations and realisation of revenue from contracts with customers for implementation projects:** The IVU Group provides installation services and also offers licences, hosting and maintenance. The Group generates a large proportion of its revenue from software implementation projects. The provision of licences, hardware and the services offered can in principle be defined individually. In the context of the Group's usual implementation projects, however, these contractual commitments are generally not definable. Instead, there are contractually agreed service packages in which not only the software but also the integration service plays a key role. As a result, implementation projects are generally recognised as a performance obligation.

In the case of implementation projects, the services create assets over a period of time that have no alternative utilisation options for IVU. With regard to these contracts, the Group has a legal claim to appropriate remuneration for the services rendered at any time during the fulfilment of the contract.

The Group therefore recognises revenue over time based on the estimated performance of the projects. Performance estimates are made on the basis of an estimated hourly volume and other project-related costs and are updated on an ongoing basis.

These discretionary decisions have a significant influence on the determination of the amount and timing of revenue from contracts with customers. Changes to assumptions and estimates over time based on better knowledge or contractual changes can lead to adjustments to the planned cost approach and subsequently to effects on revenue realisation and earnings.

15 **Allowance for expected credit losses for trade-receivables and contract assets:** The Group uses the simplified approach in accordance with IFRS 9 paragraph 5.5.15 to determine the expected losses from the receivables portfolio as at the balance sheet date on the basis of historical default rates, grouping the duration of overdue trade

receivables. This includes also forward-looking in-for-mation on the development of macroeconomic factors. Expected losses are recognised as value adjustments.

16 **Pensions and other post-employment benefits**: The carrying amount of the provisions and the ex-pense from defined benefit post-employment plans are determined using actuarial calculations. The actuarial valuation is based on assumptions relating to discount rates, expected retirement age, future wage and salary increases, mortality and future pension increases. In line with the long-term nature of these plans, such estimates are subject to significant un-certainties. The Heu-beck mortality tables (2018 G) had to be taken into account in the financial year.

Consolidation principles

a) **Subsidiaries**

17 The consolidated financial statements comprise the financial statements of IVU AG and the subsid-iaries it controls as at 31 December 2024. Control over an investee is deemed to exist in particular if the Group fulfils all of the following requirements:

- the power of disposal over the investee (i.e. the Group has the ability to direct the activities of the investee that have a significant influence on its returns based on currently existing rights),
- a risk exposure or entitlement to fluctuating re-turns from its involvement in the investee and
- the ability to use its power over the investee in such a way as to affect the investee's returns.

If the Group does not hold a majority of the voting rights or comparable rights in an investee, it con-siders all relevant facts and circumstances when as-sessing whether it has control over this inves-tee. These include, among others:

- contractual agreement with the other authorised voters,
- rights resulting from other contractual agree-ments,
- voting rights and potential voting rights of the Group.

If facts and circumstances indicate that one or more of the three elements of control have changed, the Group must reassess whether it con-trols an investee. A subsidiary is consolidated from the date on which the Group obtains control over the subsidiary. It ends when the Group loses control over the subsidiary. Assets, liabilities, in-come and expenses of a subsidiary acquired or disposed of during the reporting period are recog-nised in the balance sheet or statement of com-prehensive income from the date on which the Group obtains control over the subsidiary until the date on which control ends.

Profit or loss and each component of other com-prehensive income are attributed to the holders of ordinary shares in the parent company and the non-controlling interests, even if this results in a negative balance of non-controlling interests. A change in the amount of the investment in a sub-sidiary without loss of control is recognised as an equity transaction. If the parent company loses control of a subsidiary, all assets, liabilities and other activities attributable to this disposal group are removed from the Group.

18 In the case of company acquisitions or mergers, capital consolidation is carried out using the pur-chase method at the time of acquisition in accord-ance with IFRS 3. Companies acquired or disposed of during the financial year are included in the consolidated financial statements from the date on which the Group obtains control over the ac-quired company or until the date of disposal.

19 The identifiable assets acquired and the identifia-ble liabilities and contingent liabilities assumed as part of a business combination or acquisition are measured at their fair values at the acquisition date. The difference between the consideration transferred and the fair value of the identifiable net assets acquired is recognised as goodwill. The following companies were included in the consoli-dated financial statements as fully consolidated subsidiaries.

	Share %
IVU Traffic Technologies Italia s.r.l. Bozen, Italy ('IVU Italia')	100.0
IVU Traffic Technologies Schweiz AG Olten, Switzerland ('IVU Schweiz')	100.0
IVU Traffic Technologies Austria GmbH Wien, Austria ('IVU Austria')	100.0
IVU Benelux B.V. Delft, Netherlands ('IVU Benelux')	100.0
IVU Traffic Technologies UK Ltd. Birmingham, Great Britain ('IVU UK')	100.0
IVU Traffic Technologies Inc. Wilmington, Delaware, USA ('IVU USA')	100.0
IVU Traffic Technologies Nordic AB Stockholm, Sweden ('IVU Nordic')	100.0
IVU Traffic Technologies Hungary Kft. Budapest, Hungary ('IVU Hungary')	100.0
IVU Traffic Technologies Canada Inc. Toronto, Canada ('IVU Canada')	100.0
IVU.consult GmbH Berlin, Germany ('IVU.consult')	100.0

The consolidation group was reduced in 2024 due to the purchase of the remaining shares in EBS ebus solutions GmbH and the subsequent retroactive merger of LBW Optimization GmbH and EBS ebus solutions GmbH with IVU AG as of 1 January 2024. The ownership interests of IVU AG are identical to the existing voting rights.

b) Consolidation measures and standardised Group valuation

20 The annual financial statements of the subsidiaries included in the consolidated financial statements are based on uniform accounting standards and reporting periods/balance sheet dates.

21 Intragroup balances and transactions and the resulting intragroup profits and unrealised profits and losses between consolidated companies were eliminated in full.

Measurement at fair value

22 Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When measuring fair value, it is assumed that the transaction in which the sale of the asset or the transfer of the liability takes place is based either on the fair value of the asset or the transfer of the liability.

- Main market for the asset or liability or
- market most favourable to the asset or liability, if no principal market exists.

The Group must have access to the main market or the most favourable market. The fair value of an asset or liability is measured on the basis of the assumptions that market participants would make when pricing the asset or liability. It is assumed that market participants act in their best economic interests. When measuring the fair value of a non-financial asset, the market participant's ability to generate economic benefits from the highest and best use of the asset or from its sale to another market participant who finds the best use for the asset is taken into account. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value. The use of relevant, observable input factors should be kept as high as possible and the use of unobservable input factors as low as possible.

All assets and liabilities for which fair value is determined or recognised in the financial statements are categorised in the fair value hierarchy described below, based on the lowest level input parameter that is significant to the fair value measurement as a whole:

- **Level 1** – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- **Level 2** – Valuation techniques for which the lowest level input that is significant to the fair value measurement as a whole is directly or indirectly observable in the market.
- **Level 3** – Valuation techniques for which the lowest level input that is significant to the fair value measurement as a whole is not observable in the market.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether reclassifications have taken place between the levels of the hierarchy by reviewing the classification at the end of each reporting period.

Currency conversion

23 The consolidated financial statements of IVU AG are prepared in euros, the Group's reporting currency. Each company within the Group defines its own functional currency. The items included in the financial statements of the respective company

are measured using this functional currency. Foreign currency transactions are initially converted between the functional currency and the foreign currency at the spot rate valid on the day of the transaction. Monetary assets and liabilities in a foreign currency are translated into the functional currency at the closing rate. All currency differences are recognised in the result for the period.

24 As at the balance sheet date, the assets and liabilities of the subsidiaries are translated into the presentation currency of IVU AG (euro) at the closing rate. Income and expenses are translated at the weighted average exchange rate for the financial year. The main foreign currencies for IVU are:

	2024	2023
Swiss franc (CHF) - closing rate	1.0625	1.0799
Swiss franc (CHF) - weighted average exchange rate	1.0498	1.0290

25 Foreign currency differences from the translation of balance sheet values at the closing rate and of expenses and income at the average exchange rate of foreign subsidiaries are recognised in other comprehensive income in the statement of comprehensive income and accumulated in equity under other reserves.

Current assets

a) **Means of payment**

26 Cash and cash equivalents comprise cash, fixed-term deposits and demand deposits and are recognised as cash and cash equivalents in the consolidated cash flow statement. The fixed-term deposits recognised as cash and cash equivalents have a maximum term of three months and are not subject to fluctuations in value.

b) **Current contract assets and trade receivables**

27 These contract balances are described in more detail below in the section "Revenue from contracts with customers".

c) **Inventories**

28 Inventories are measured at the lower of cost or estimated net realisable value less costs yet to be incurred.

Non-current assets

a) **Intangible assets**

29 Property, plant and equipment are recognised at cost less accumulated depreciation and accumulated impairment losses. When items of property, plant and equipment are sold or scrapped, the corresponding acquisition costs and the accumulated depreciation and accumulated impairment losses are derecognised; any gain or loss realised on disposal is recognised in the income statement.

30 The cost of an item of property, plant and equipment comprises the purchase price, including import duties and other non-refundable purchase taxes incurred in connection with the acquisition, as well as all directly attributable costs incurred in bringing the asset to its location and condition for its intended use. Subsequent expenses such as maintenance and repair costs incurred after the fixed assets have been put into operation are recognised as expenses in the period in which they are incurred. If it is probable that expenditure will result in the company receiving additional future economic benefits in excess of the originally assessed standard of performance of the existing asset, the expenditure is capitalised as subsequent costs of property, plant and equipment.

31 Depreciation is calculated on a straight-line basis over an estimated useful life, assuming a residual carrying amount of € 0. If assets contain several components with different useful lives, these components are depreciated individually over their useful lives. The following estimated useful lives are used for the individual asset groups:

- Hardware: 3 years
- Other office equipment: 3 to 15 years

The useful life and depreciation method for property, plant and equipment are reviewed periodically to ensure that the depreciation method and period are consistent with the expected pattern of economic benefits from items of property, plant and equipment.

b) **Intangible assets**

32 Intangible assets are initially recognised at acquisition or production cost. Intangible assets are recognised when it is probable that the future economic benefits associated with the asset will flow

to the company and the cost of the asset can be measured reliably. For the purposes of subsequent measurement, intangible assets are recognised at cost less accumulated amortisation and accumulated impairment losses (reported under amortisation). Intangible – with the exception of goodwill – are amortised on a straight-line basis over their estimated useful life. The amortisation period and the amortisation method are reviewed at the end of each financial year. With the exception of goodwill, the Group has no intangible assets with indefinite useful lives.

33 **Industrial property rights and licences, software:** Amounts paid for the purchase of industrial property rights and licences are capitalised and subsequently amortised on a straight-line basis over their expected useful life.

34 The acquisition costs of new software are capitalised and treated as an intangible asset if these costs are not an integral part of the associated hardware. Software is amortised on a straight-line basis over a period of three or five years, unless it has a shorter useful life. The software identified as part of the acquisition of LBW Optimisation GmbH, which is amortised over a period of eight years, is a special case.

35 Costs incurred to restore or maintain the future economic benefits that the company originally expected are recognised as an expense.

36 **Capitalised development costs for internally generated software:** Research costs are recognised as an expense in the period in which they are incurred. Development costs, on the other hand, must be capitalised in accordance with IAS 38 and subsequently amortised if the criteria specified therein are met.

37 No development costs were capitalised in the financial years 2024 and 2023, particularly as the phases of idea generation (research) and idea implementation (development) are iterative with regard to IVU's products and therefore cannot be separated.

c) Goodwill

38 Goodwill is initially recognised at cost, which is measured as the excess of the total consideration transferred and the amount of the non-controlling interest over the identifiable assets acquired and liabilities assumed by the Group. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the cash-generating unit of the Group that is expected to benefit from the business combination. This applies regardless of whether other assets or liabilities of the acquired company are allocated to this cash-generating unit. If goodwill has been allocated to a cash-generating unit and a division of this unit is sold, the goodwill attributable to the division sold is recognised as part of the carrying amount of the division when determining the result from the sale. The value of the portion of goodwill disposed of is determined on the basis of the relative values of the operation disposed of and the remaining portion of the cash-generating unit.

d) At-equity investments

39 Associated companies are recognised as at-equity investments, in which the Group has a significant influence, but not control or joint control, over the financial and operating policies.

40 Shares in associated companies are recognised using the equity method. They are initially recognised at cost, which also includes transaction costs. After initial recognition, the consolidated financial statements include the Group's share in the total comprehensive income of the financial assets accounted for using the equity method until the date on which the significant influence or joint control ends.

e) Impairment of non-current assets

41 Non-current assets are tested for impairment if facts or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The first step in the impairment test is to determine the recoverable amount of the asset/cash-generating unit ('CGU'). This is defined as the higher of the two amounts from the fair value less costs to sell and the value in use. The fair value less costs to sell is defined as the price that can be realised in a sale of an asset or a CGU between two knowledgeable, willing parties in an arm's length transaction less the costs of disposal. The value in use of an asset or a CGU is determined by the present value in the context of current utilisation on the basis of expected cash flows. No impairment losses were recognised on

non-current assets in the financial years 2024 and 2023.

Financial assets

42 **Initial recognition and measurement**: On initial recognition, financial assets are classified either as at amortised cost, at fair value through other comprehensive income or at fair value through profit or loss. The classification of financial assets on initial recognition depends on the characteristics of the contractual cash flows of the financial assets and the Group's business model for managing its financial assets. Trade receivables that do not contain a significant financing component are measured at the transaction price determined in accordance with IFRS 15. In this context, please refer to the accounting policies in the section "Revenue from contracts with customers".

43 **Subsequent measurement**: Financial assets are classified into four categories for subsequent measurement:

- Financial assets (debt instruments) measured at amortised cost.
- Financial assets measured at fair value through other comprehensive income with reclassification of cumulative gains and losses (debt instruments).
- Financial assets measured at fair value through other comprehensive income without reclassification of cumulative gains and losses on derecognition (equity instruments).
- Financial assets recognised at fair value through profit or loss.

44 **Financial assets measured at amortised cost (debt instruments)**: This category has the greatest significance for the consolidated financial statements, while the other categories listed above do not play a significant role in the Group. The Group measures financial assets at amortised cost if the following two conditions are met:

- The financial asset is held as part of a business model whose objective is to hold financial assets in order to collect contractual cash flows, and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at amortised cost are measured in subsequent periods using the effective interest method and are tested for impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. The Group's financial assets measured at amortised cost include trade receivables, cash and cash equivalents and other current assets. The carrying amounts represent reasonable approximations of the fair values of the financial assets.

45 **Derecognition**: A financial asset or part of a financial asset or part of a group of similar financial assets is mainly derecognised (i.e. removed from the consolidated balance sheet) if it is classified as uncollectible.

Objective and methods of financial risk and capital management

46 In addition to trade receivables, the company's main financial instruments consist of cash and cash equivalents. The aim of these financial instruments is to finance the operating business. The main risks result from default and liquidity risks. Exchange rate risks are insignificant due to the minor importance of foreign currency receivables and liabilities.

47 Default risks or the risk that a contractual partner will not fulfil its payment obligations are managed by using credit lines and control procedures. Where appropriate, IVU procures collateral. For the Group, there is no significant concentration of default risk either with a single contractual partner or with a group of contractual partners with similar characteristics. The maximum default risk is equal to the carrying amounts of the financial assets recognised in the balance sheet. For trade receivables, expected losses are calculated and recognised as at the reporting date in accordance with the explanations in note (15).

48 Liquidity risk arises from the fact that customers may not be able to fulfil their obligations to the company under the agreed conditions.

In addition, the IVU Group endeavours to have sufficient cash and cash equivalents or corresponding credit lines to meet its future obligations.

49 The objective of the group's management is to maintain a high credit rating and a stable equity ratio in order to support business activities and

shareholder value. IVU manages its capital structure in accordance with the existing economic conditions. In the financial years 2023 and 2024 financial years, no adjustments or changes were made to the objectives and targets for capital management. The Group monitors its capital by means of the equity ratio on a consolidated basis.

Current liabilities

a) **Provisions**

50 A provision is only recognised if the company has a present obligation (legal, contractual 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 reviewed at the reportingdate and adjusted to the current best estimate. If the corresponding interest effect is material, the amount of the provision corresponds to the present value of the expenditure expected to be required to fulfil the obligation. In the case of discounting, the increase in the provision reflecting the passage of time is recognised as borrowing costs.

Warranty provisions are recognised on the basis of estimates of the personnel costs, external services and cost of materials required for fulfilment.

In accordance with IAS 37, provisions for onerous contracts include current contractual obligations from onerous contracts. In the valuation, the contractually agreed sales are compared with the order-related fixed and variable costs to fulfil the obligations. General administrative and distribution costs are not taken into account.

b) **Financial liabilities**

51 **Initial recognition and measurement:** Financial liabilities are classified upon initial recognition as financial liabilities at fair value through profit or loss, as loans, as liabilities or as derivatives that have been designated as hedging instruments and are effective as such.

All financial liabilities are initially recognised at fair value, less directly attributable transaction costs in the case of loans and liabilities. The Group's financial liabilities include trade payables and other liabilities.

52 **Subsequent measurement:** Trade payables and other liabilities are subsequently measured at amortised cost using the effective interest method. The carrying amounts represent reasonable approximations of the fair values of the financial liabilities.

A financial liability is derecognised when the underlying obligation is discharged, cancelled or expired.

Contingent liabilities and receivables

53 Contingent liabilities are not recognised in the financial statements. They are disclosed in the notes, except when the possibility of an outflow of resources embodying economic benefits is remote.

54 Contingent assets are not recognised in the financial statements. However, they are disclosed in the notes if the inflow of economic benefits is probable.

Pension provisions

55 The net pension obligations (pension obligations less plan assets) are valued each year by recognised, independent actuaries. The expenses for the benefits granted are calculated separately for each plan using the projected unit credit method. Remeasurements, including actuarial gains and losses, the effects of the asset ceiling and income from plan assets, in each case excluding net interest, are recognised immediately in the balance sheet and transferred to other reserves via other comprehensive income in the period in which they are incurred. Revaluations may not be reclassified to the income statement in subsequent periods. The amount to be recognised as an asset or liability from a defined benefit plan comprises the present value of the obligation less the unrecognised past service cost and the fair value of the plan assets available for the immediate settlement of obligations. The plan assets consist of cash and cash equivalents and are protected from access by the Group's creditors.

Risks for the company arise from the defined contribution plans due to possible fluctuations in the obligations arising from defined contribution plans and fluctuations in the plan assets.

Equity capital

56 Equity comprises the subscribed capital, the capital reserve, the revenue reserve, the other reserve, the foreign currency adjustment item and the reserve for treasury shares.

57 The capital reserve contains amounts realised from the issue of shares in excess of the nominal amount and the costs of the initial public offering, offset against losses carried forward in accordance with resolutions on the appropriation of earnings. For information on the effects of treasury shares and share-based payment agreements on the capital reserve, please refer to note (60) or the section "Share-based payment agreements".

58 The revenue reserve contains appropriations of profits in accordance with Section 174 AktG.

59 Actuarial gains and losses from the measurement of defined benefit pension commitments and unrealised gains and losses from the currency translation of foreign subsidiaries are reported in the other reserve.

60 If subscribed capital recognised in equity is repurchased, the amount paid, including directly attributable costs, is deducted from equity. The shares acquired are classified as treasury shares and recognised in the reserve for treasury shares. If treasury shares are subsequently sold or reissued, the proceeds are recognised as an increase in equity. Any difference must be recognised within the capital reserves.

Share-based payment agreement

61 For share-based payment agreements that provide for settlement with equity instruments, the fair value is determined on the grant date and recognised as an expense with a corresponding increase in equity over the period in which the consideration is provided. As the share-based payment agreement contains market conditions, the fair value at the grant date takes into account the probability of the condition being met and accordingly reflects the probability of different outcomes.

To fulfil the obligations from share-based payment agreements, IVU will acquire treasury shares as part of share buy-back programmes in compliance with legal requirements and issue them at the settlement date after the end of the vesting period.

62 **Determination of fair values:** The fair value is determined using Monte Carlo simulation. The fair value on the grant date is used to measure the equity instruments. If a share-based payment contains a market condition, the fair value at the grant date should take into account the probability of the conditions being met and accordingly reflect the probability of different outcomes. In order to do justice to this consideration, an evaluation technique is applied that takes various possible outcomes into account.

Leases

63 In accordance with IFRS 16, a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. As a lessee, the Group recognises an asset that represents the right to use the underlying asset and a liability that reflects the obligation to make lease payments. For leases with a term of less than 12 months or with an underlying asset value of less than €5 thousand, the simplification rule is used to waive capitalisation.

64 **Determining the term of leases with extension and cancellation options - the Group as lessee:** The Group determines the term of the lease on the basis of the non-cancellable basic term of the lease and including the periods resulting from an option to extend the lease if it is reasonably certain that it will exercise this option, or the periods resulting from an option to cancel the lease if it is reasonably certain that it will not exercise this option. The Group has concluded several lease agreements that contain extension and cancellation options. This mainly relates to the property rental agreements for the Berlin, Aachen and Rome locations. When assessing whether there is reasonable certainty that the option to extend or terminate the lease will or will not be exercised, it makes discretionary decisions. After the commencement date, the Group reassesses the lease term if a significant event or change in circumstances occurs that is within its control and affects whether or not it will exercise the option to extend or terminate the lease (e.g. the completion of significant leasehold improvements or a significant adjustment to the underlying asset).

65 **Rights of use:** The Group recognises rights of use on the provision date (i.e. the date on which the

underlying leased asset is available for use). Right-of-use assets are measured at cost less any accumulated amortisation and any accumulated impairment losses and adjusted for any revaluation of lease liabilities. The cost of right-of-use assets includes the recognised lease liabilities, the initial direct costs incurred and the lease payments made on or before provision less any lease incentives received. Right-of-use assets are amortised on a straight-line basis over the shorter of the lease term and the expected useful life of the lease. The right-of-use assets are tested for impairment no later than the balance sheet date.

66 **Lease liabilities:** At the commencement date, the Group recognises lease liabilities at the present value of the lease payments to be made over the term of the lease. The lease payments include fixed payments (including de facto fixed payments) less any lease incentives to be received. When calculating the present value of the lease payments, the Group uses its assumed incremental borrowing rate as at the provision date, as the interest rate on which the lease is based cannot be readily determined. After the commencement date, the amount of the lease liability is increased to reflect the higher interest expense and decreased to reflect the lease payments made. In addition, the carrying amount of the lease liabilities is remeasured in the event of changes to the lease, changes to the term of the lease, changes to the lease payments or a change in the assessment of a purchase option for the underlying asset.

Revenue and contract balances from contracts with customers

67 The IVU Group generates its revenues from the project business, the sale of licences, maintenance and hosting. To this end, it concludes contracts with its customers for the development/creation of software and its customisation. These projects also involve the sale of hardware and services, e.g. installation, consulting, training, maintenance and the sale of licences.

68 Revenue from contracts with customers is recognised when control over the goods or services is transferred to the customer. It is recognised in the amount of the consideration that the Group expects to receive in exchange for these goods or services.

69 For all types of contracts with customers, the Group assesses whether the contracts contain multiple commitments that represent separate performance obligations to which a portion of the transaction price must be allocated. When determining the transaction price, the Group takes into account the effects of variable consideration, the existence of significant financing components, non-cash consideration and any consideration payable to a customer.

70 The Group usually offers statutory warranties for the rectification of defects that existed at the time of sale. These so-called assurance-type warranties are recognised in accordance with IAS 37 "Provisions, Contingent Liabilities and Contingent Assets".

71 Revenue is recognised over time or at a point in time, depending on the contract and the service to be provided. Due to very different individual contractual agreements on the provision of services and invoicing, the provision of services and payment may differ depending on the contract. This can result in contract liabilities from customer payments received in advance and contract assets or trade receivables from services provided by IVU.

a) Project business

72 For long-term project contracts that meet the requirements for measurement over time (the service creates an asset that does not represent an alternative use for IVU), revenue from the development and sale of software products and implementations is deferred and recognised depending on the stage of completion of the project using an input-oriented method. The percentage of completion is generally determined by the ratio of costs incurred to the total planned costs (cost-to-cost method).

b) Sale of licences

73 The IVU Group recognises its revenue on the basis of a corresponding contract at a point in time as soon as the licence has been delivered, the sales price is fixed or determinable, there are no significant obligations to customers and it is probable that the receivables will be realised.

c) **Hosting, maintenance, consulting and training**

74 Revenue from hosting and maintenance contracts is realised on a straight-line basis over the term of the contract. Revenue from consulting and training is recognised as soon as the service has been provided.

d) **Delivery of hardware**

75 Revenue from the sale of goods (hardware deliveries) is recognised at a point in time when delivery has taken place and the risks and rewards have been transferred to the buyer.

Government grants

76 Government grants are recognised if there is reasonable assurance that the company will comply with the conditions attached to them. Government grants are recognised in profit or loss in the same way as the related expenses for which they are intended to compensate.

Research and development costs

77 Research and development costs amounted to €7,621 thousand in the 2024 financial year (2023: €7,372 thousand) and are mainly recognised under personnel expenses.

Income taxes

78 The actual tax refund claims and tax liabilities for the current period and for previous periods are measured at the amount expected to be refunded by the tax authorities or paid to the tax authorities. The calculation of the amount is based on the tax rates and tax laws that apply on the balance sheet date or will apply shortly.

79 Deferred taxes are recognised using the balance sheet liability method on all temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base as at the balance sheet date. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable income will be available against which the deductible temporary differences can be offset. The following exceptions apply:

- Deferred taxes may not be recognised if they arise from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that at the time of the transaction affects neither the accounting profit nor taxable profit or loss.
- The deferred tax liability from taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures may not be recognised if the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.
- Deferred tax assets from taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures may only be recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and sufficient taxable profit will be available against which the temporary differences can be utilised.

80 Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled. This is based on the tax rates and tax regulations that apply or have been announced by law as at the balance sheet date. Deferred and current income taxes relating to items recognised directly in equity are recognised in equity and not in the income statement.

81 Deferred tax assets and deferred tax liabilities are offset against each other if the Group has a legally enforceable right to set off current tax assets against current tax liabilities and these relate to income taxes levied by the same tax authority on the same taxable entity.

C. BUSINESS COMBINATIONS

Acquisition of EBS ebus solutions GmbH

82 With the purchase agreement dated 20 December 2023 and effective from 2 January 2024, IVU AG, Berlin, as the buyer, concluded a share purchase agreement for the purchase of the remaining 26% of the shares in EBS ebus solutions GmbH (EBS), Aachen, from ebusplan GmbH as the seller. EBS was founded in 2019 as a joint venture between IVU AG and ebusplan GmbH, Aachen. Since then, IVU AG has held shares totalling 74%, which were accounted for using the equity method in accordance with IAS 28, as IVU AG was unable to control those activities of EBS that have a significant influence on its returns due to the provisions of the joint venture shareholder agreement on voting rights. With the acquisition, IVU AG holds 100% of the voting rigts.

The acquisition of the shares was completed on 2 January 2024. EBS will be included in the scope of consolidation of the IVU Group from this date.

83 The background to the transaction is the aim of gaining permanent exclusive access to the two EBS software products, EBS.charge and EBS.forecast. The EBS did not generate any external revenues in the reporting year.

84 A purchase price of €400 thousand was agreed for the remaining 26% of the shares. Payment was made in the form of cash and cash equivalents. In the event of a business combination achieved in stages, the existing shares in the company must be remeasured at the time control is obtained and recognised in profit or loss.

The fair value of the equity share of 74% held by the buyer immediately before the acquisition date was €1,139 thousand. The revaluation of this equity share will result in income of €587 thousand in 2024.

Incidental acquisition costs of around €5 thousand were incurred as part of the transaction and recognised as an expense.

85 The initial consolidation was carried out in accordance with IFRS 3 "Business Combinations" using the purchase method. The fair values of the acquired and identified assets and liabilities are as follows based on the preliminary purchase price allocation:

	€ thousand
Other tangible and intangible assets	9
Software	307
Receivables and other assets	7
Means of payment	337
Deferred tax assets	209
Debts incurred	-117
Deferred tax liabilities	-100
Fair value of the net assets	**652**
Goodwill	886
Consideration transferred	**1,539**

86 Goodwill reflects the expertise of employees and the associated synergies in terms of business development and earnings prospects. Goodwill is subject to an indefinite useful life and is not tax-deductible.

D. NOTES TO THE CONSOLIDATED BALANCE SHEET

Means of payment

87 Cash and cash equivalents consist almost exclusively of bank balances.

	31 Dec 2024 € thou.	31 Dec 2023 € thou.
Balances with credit institutions	21,085	25,392
Cash in hand	4	5
TOTAL	**21,089**	**25,397**

Other financial assets

88 Other financial assets include €25,000 thousand in notice deposits with a notice period of at least three months.

	31.12.2024 € thou.	31.12.2023 € thou.
Term and fixed-term deposits (not available within 3 months)	25,000	25,000
Call money to secure guarantees	0	547
Deposits	112	136
Others	717	526
TOTAL	**25,829**	**26,209**
thereof up to 1 year	25,817	26,197
thereof 1-5 years	12	12

Receivables from goods and services

89 Trade receivables, taking value adjustments into account, are as follows:

	31 Dec 2024 € thou.	31 Dec 2023 € thou.
Trade receivables	43,281	30,116
Value adjustments	–104	–74
TOTAL	**43,177**	**30,042**

90 Trade receivables do not bear interest are generally due withinin 0 and 90 days.

91 The value adjustments recognised developed as follows:

	2024 € thou.	2023 € thou.
As at 1 January	74	131
Addition recognised as an expense	80	0
Utilisation	–50	–3
Reversal recognised in income	0	–54
As at 31 December	104	74

The utilisation of the value adjustments due to actual bad debts and the higher level of receivables on the balance sheet date required an addition to the value adjustments with an effect on expenses.

92 The maturity structure of trade receivables was as follows as at 31 December 2024:

	31 Dec 2024 € thou.	31 Dec 2023 € thou.
Neither overdue nor impaired	35,115	24,472
Overdue, after value adjustment		
< 30 days	6,699	4,224
31 to 60 days	211	449
61 to 90 days	254	416
> 90 days*	898	481
	8,062	5,570
AS AT 31 DECEMBER	**43,177**	**30,042**
Of which current receivables	43,177	30,042
Of which non-current receivables	0	0

* of which paid by 28 February 2025: €122 thousand (2023: €189 thousand)

Contract assets/Contract liabilities

93 As at 31 December 2024, there were contract assets amounting to €11,464 thousand (2023: €16,011 thousand).

94 Contract liabilities in the amount of €13,589 thousand (2023: €13,423 thousand) include advance payments received and goods and services invoiced as agreed, that exceed the corresponding realised sales revenue.

The obligations recognised in contract liabilities at the beginning of the financial year resulted in sales of €5.5 million (2023: €6.7 million). IVU generally receives payments from customers on the basis of a billing plan, which is part of the customer contracts.

95 For further information in connection with the contract balances, see also Chapter E Section "Revenue from contracts with customers".

Warranty obligations exist with regard to the accepted contract manufacturing within the scope of normal business activities.

Inventories

96 Inventories are made up of goods and advance payments as follows:

	31 Dec 2024 € thou.	31 Dec 2023 € thou.
Merchandise	1,379	1,263
Advance payments made	3,635	3,557
TOTAL	**5,014**	**4,820**

Other non financial-assets

97 The tax assets included in other non-financial assets as at the reporting date result primarily from withholding tax and input tax claims abroad. Payments to a hosting service provider to secure purchasing conditions were actively deferred over the term.

	31 Dec 2024 € thou.	31 Dec 2023 € thou.
Prepaid expenses	4,117	3,022
Receivables from tax credit (without income tax)	980	843
	595	0
TOTAL	**5,692**	**3,865**

Tangible and intangible assets

98 The non-current assets developed in the financial year as follows:

tangible assets:

	Operating and office equipment € thou.	Total € thou.
Acquisition and production costs		
1 January 2024	12,159	12,159
EBS addition	34	34
Additions	1,172	1,172
Disposals	3,697	3,697
31 December 2024	**9,668**	**9,668**
Depreciation		
1 January 2024	10,244	10,244
EBS addition	27	27
Additions	1,178	1,178
Disposals	3,682	3,682
31 December 2024	**7,767**	**7,767**
BOOK VALUE AS AT 31 DECEMBER 2024	**1,901**	**1,901**

	Operating and office equipment € thou.	prepayments and assets under construction € thou.	Total € thou.
Acquisition and production costs			
1 January 2023	11,401	1	11,402
Additions	1,266	0	1,266
Transfer	1	–1	0
Disposals	509	0	509
31 December 2023	**12,159**	**0**	**12,159**
Depreciation			
1 January 2023	9,552	0	9,552
Additions	1,201	0	1,201
Disposals	509	0	509
31 December 2023	**10,244**	**0**	**10,244**
BOOK VALUE AS AT 31 DECEMBER 2023	**1,915**	**0**	**1,915**

intangible assets:

	Licenses and software € thou.	Primary intangible assets € thou.	**Total € thou.**
Acquisition and production costs			
1 January 2024	18,446	15,503	33,949
Addition EBS	3	0	3
Additions	720	0	720
Disposals	0	15,503	15,503
31 December 2024	**19,169**	**0**	**19,169**
Depreciation			
1 January 2024	10,227	15,503	25,730
Addition EBS	0	0	0
Additions	1,758	0	1,758
Disposals	0	15,503	15,503
Currency difference	0	0	0
31 December 2024	**11,985**	**0**	**11,985**
BOOK VALUE AS AT 31 DECEMBER 2024	**7,184**	**0**	**7,184**

	Licenses and software € thou.	Primary intangible assets € thou.	**Total € thou.**
Acquisition and production costs			
1 January 2023	18,028	15,503	33,531
Additions	483	0	483
Disposals	65	0	65
31 December 2023	**18,446**	**15,503**	**33,949**
Depreciation			
1 January 2023	8,795	15,503	24,298
Additions	1,499	0	1,499
Disposals	65	0	65
Currency difference	–2	0	–2
31 December 2023	**10,227**	**15,503**	**25,730**
BOOK VALUE AS AT 31 DECEMBER 2023	**8,219**	**0**	**8,219**

One disposal of primary intangible assets was recognised in the financial year. This item primarily concerned historically capitalised development costs that had already been fully depreciated since the 2008 financial year.

Goodwill

99 Goodwill develops as follows:

	2024 € thou.	2023 € thou.
Acquisition and production costs		
1 January	21,554	21,554
Additions	886	0
31 December	**22,440**	**21,554**
Depreciation		
1 January	3,277	3,277
31 December	**3,277**	**3,277**
BOOK VALUE AS AT 31 DECEMBER	**19,163**	**18,277**

The increase results from the acquisition of the remaining shares in EBS described in Chapter C.

As at 30 September 2024 and as at 30 September 2023, the IVU Group carried out an impairment test in accordance with the value in use concept in relation to goodwill. IVU Total is treated as a cash-generating unit for the impairment test. The carrying amount of goodwill attributable to it is €19,163 thousand (2023: €18,277 thousand).

100 The recoverable amount was determined on the basis of the value in use using the discounted cash flow method. The impairment test is based on cash flow planning for the cash-generating unit over a period of eight years. After the end of the planning horizon, further cash flows were recognised assuming growth of 2.0% (2023: 2.0%). Furthermore, the management is planning for gross profit growth averaging 7.8% for the detailed planning period. The recognised cash flows were derived from historical information and from orders already contractually fixed for the financial year 2025. The assumptions made by management about the trend in business development in the software industry correspond to the expectations of industry experts and market observers. An interest rate of 13.49% before taxes (2023: 12.59%) was applied as the discount rate. This reflects the current economic conditions (real economic developments and financing conditions). As there are considerable uncertainties regarding planned cash flows and financing conditions against the background of the existing economic conditions,

the Management Board of the IVU Group carried out the impairment test on the basis of worst-case considerations, applying 10% and 20% lower cash flows, adjustments to the discount rate after taxes of 1 and 2 percentage points and a reduction in the growth rate after the end of the detailed planning period to 1.0% and 0% respectively. In these cases, too, there would be no need for impairment.

At-equity investments

101 As at 31 December 2024 , the carrying amount of the financial assets accounted for using the equity method was €301 thousand (2023: €837 thousand). This is a 20% interest in the Italian company TRENOlab S.r.l., Gorzia, Italy (TRENOlab), which is not considered material within the meaning of IFRS 12.

In the reporting year, this resulted in investment income of €29 thousand (2023: €35 thousand).

With the purchase of the remaining 26% of the shares in EBS as of 2 January 2024, EBS will no longer be an equity-accounted investment in this financial year.

Right-of-use assets and lease liabilities

102 The following table shows the carrying amounts of the recognised right-of-use assets from rental and lease agreements and the changes during the reporting period:

	Property rental € thou.	Cars € thou.	Hardware € thou.	**Total € thou.**
1 January 2024	16,129	199	137	16,465
Additions	5,057	214	0	5,271
Disposals	60	0	7	67
Depreciation expense	1,748	143	43	1,934
Currency difference	–4	0	0	–4
31 DECEMBER 2024	**19,374**	**270**	**87**	**19,731**

103 The following table shows the carrying amounts of the right-of-use assets recognised and the changes in the previous year:

	Property rental € thou.	Cars € thou.	Hardware € thou.	**Total € thou.**
1 January 2023	14,923	185	183	15,291
Additions	2,866	143	0	3,009
Disposals	0	0	0	0
Depreciation expense	1,660	129	46	1,835
Currency difference	0	0	0	0
31 DECEMBER 2023	**16,129**	**199**	**137**	**16,465**

104 The following table shows the carrying amounts, the changes during the reporting period and a maturity analysis of the lease liabilities:

	2024 € thou.	2023 € thou.
1 January	17,124	15,630
Additions	7,229	4,508
Disposals	–64	0
Interest growth	–1,283	–1,101
Payments	–2,219	–1,913
Currency difference	–4	0
31 DECEMBER	**20,783**	**17,124**
Thereof due within 1 year	1,638	1,517
Of which due between 1 and 5 years	6,672	5,588
Of which due in more than 5 years	12,473	10,019

105 In the reporting period, the following amounts were recognised through profit or loss :

	2024 € thou.	2023 € thou.
Depreciation expense for rights of use	1,934	1,835
Interest expenses for lease liabilities	681	399
Expenses for short-term leases (included in other operating expenses)	79	101
Expenses for leases with an asset of low value	16	17
TOTAL AMOUNT RECOGNISED IN PROFIT OR LOSS	**2,710**	**2,352**

106 The cash outflows for leases (payments of lease liabilities and expenses from short-term and low-value leases) totalled 2024 €2,314 thousand (2023: €2,031 thousand). In addition, the Group reported 2024 non-cash additions to the right-of-use

assets and lease liabilities in the amount of €5,263 thousand (2023: €3,009 thousand).

Actual income and deferred taxes

107 The German trade tax is levied on the trade income derived from corporate income tax. The effective trade tax rate depends on the municipality in which the IVU Group operates. The average trade tax rate for the year 2024 was 15.1% (2023: 15.1%). In the financial years 2023 and 2024 a corporation tax rate of 15% applies. In addition to corporation tax, a solidarity surcharge of 5.5% is levied on the corporation tax assessed. Accordingly, the effective tax rate for the calculation of current income taxes for the financial year 2024 is 30.98% (2023: 30.97%).

108 Income tax expense break down as follows:

	2024 € thou.	2023 € thou.
Actual tax expenses		
Current year and previous periods (expense -, income +)	–12,732	–4,958
Deferred tax income/expense		
Change in tax loss carryforwards	–208	–335
Expenses from share buyback	–16	0
Intangible Assets	461	347
Tax-effective goodwill amortisation	13	–1
Change in right of use	–1,018	–345
Change in long-term contract manufacturing	7,038	–177
Change in lease liabilities	1,138	440
Change in pension provisions	45	–25
Change in other assets	24	0
Change in other provisions	–1	9
	7,476	**–87**
EXPENSE - / INCOME + FROM INCOME TAXES	**–5,256**	**–5,045**

109 A reconciliation of the tax expense is shown in the following overview:

	2024 € thou.	2023 € thou.
IFRS result (before taxes)	17,296	16,421
Tax rate	30.98 %	30.97 %
Theoretical income tax expense	–5,358	–5,086
Off-balance sheet tax additions/reductions	–83	–76
Tax-free income	157	0
Utilisation of tax loss carryforwards	0	1
Tax expense from previous periods*	82	4
Effects of tax rate differences	52	57
At-equity valuation	5	58
company purchase / restructuring	–107	0
Other	–4	–3
ACTUAL TAX EXPENSE	**–5,256**	**–5,045**

* thereof: current taxes €82 thousand, deferred taxes €0 thousand

110 The deferred taxes recognised in the IVU consolidated balance sheet are made up as follows:

	31 Dec 2024 € thou.	Delta 2024	Addition EBS	31 Dec 2023 € thou.
Deferred tax assets				
Excess of plan assets over pension liability	0	–2	0	2
Pension provisions	292	–52	0	344
Other provisions	192	–1	0	193
Lease liabilities	5,789	5,789	0	0
Lease liabilities	6,343	1,138	0	5,205
Tax losses carrieforwards	0	–208	208	0
	12,616	6,664	208	5,744
Deferred tax liabilities				
Other assets	0	26	0	–26
Intangible Assets	–1,810	461	–100	–2,171
Tax-effective goodwill amortisation	–1,728	13	0	–1,741
Rights of use	–6,025	–1,018	0	–5,007
Revenue realisation	–40	1,249	0	–1,289
	–9,603	**731**	**–100**	**–10,234**
Deferred tax assets/ liabilities, net	**3,013**	**7,395**	**108**	**–4,490**
of which change recognised in the income statement		7,492		
of which equity change		–97		
Balance sheet disclosure				
Deferred tax assets	3,013	2,812	108	93
Deferred tax liabilities		4,583	0	–4,583

111 The IVU Group has no domestic loss carryforwards as of 31 December 2024.There are no significant loss carryforwards abroad.

112 In 2024, the external tax audit of IVU AG for the years 2018 to 2020 was essentially completed. The external wage tax audit for the years 2019 to 2022 is also underway. Neither audit resulted in any significant findings.

Liabilities from deliveries and services

113 Trade payables increased by €2,241 thousand to €5,027 thousand (2023: €2,786 thousand) due to the high level of incoming invoices at the end of the year.

Provisions

114 Provisions developed as follows:

	1 Jan 2024 € thou.	Utilisation € thou.	Reversal € thou.	Addition € thou.	**31 Dec 2024 € thou.**
Warranty	8,473	840	1,693	439	6,379
Impending loss	283	44	33	47	253
	8,756	**884**	**1,726**	**486**	**6,632**
of which current	6,704				4,761

115 The provisions for warranties relate to warranty risks from completed projects and deliveries. The reversals result partly from the expiry of warranty periods and partly from the reduction of project-related utilisations risks. Provisions for onerous contracts were recognised for future loss-making transactions due to cost trends (fullcost basis).

Financial liabilities

116 The financial liabilities are made up as follows as the reporting date:

	31 Dec 2024 € thou.	31 Dec 2023 € thou.
Liabilities from outstanding invoices	880	710
Others	148	2,794
TOTAL	**1,028**	**3,504**

117 IVU also has the following credit line:

	Credit line € thou.	**Utilisation 31 Dec 2024 € thou.**	Utilisation 31 Dec 2023 € thou.
Monte dei Paschi di Siena	150	0	0

The credit line was not utilised during the financial year. Collateral in favour of the bank has not been agreed.

Other non-financial liabilities

118 The non-financial liabilities are made up as follows as at the reporting date:

	31 Dec 2024 € thou.	31 Dec 2023 € thou.
Personnel-related liabilities	10,922	10,205
Tax liabilities (sales tax, wage tax)	5,973	1,614
Liabilities from contract risks	2,337	2,094
Liabilities relating to social security	255	181
TOTAL	**19,487**	**14,094**

Personnel-related liabilities mainly include holiday entitlements, obligations from overtime and special payments.

Pension provisions

119 Pension provisions are recognised for obligations (pension, invalidity, widow's and orphan's pensions) from vested rights and current benefits to eligible active and former employees of IVU AG and their surviving dependants.

120 The amount of the pension obligation (present value of the defined benefit obligation) was calculated using actuarial methods based on the following assumptions:

	2024 %	2023 %
Discount factor	3.56	3.57
Salary trend	2.50	2.50
Pension trend	2.00	2.00
Turnover	3.00	3.00

The salary trend comprises expected future salary increases, which are estimated annually depending on inflation and length of service with the company, among other factors.

121 The net pension expenses break down as follows:

	2024 € thou.	2023 € thou.
Service cost	1	1
Interest expense	123	141
EXPENSES FOR THE PERIOD	**124**	**142**

122 The following overview shows the composition of the pension obligations:

	2024 € thou.	2023 € thou.
Present value of the pension obligations, 31 Dec	3,302	3,741
Less fair value of plan assets	141	160
PENSION PROVISION	**3,161**	**3,581**

123 The following overview shows the development of the pension obligations:

	2024 € thou.	2023 € thou.
Present value of pension obligations, 1 Jan	3,741	3,669
Service cost	1	1
Interest expense	129	149
Pension payments	–250	–252
Actuarial gains (losses) from changes in financial assumptions recognised in equity (other income)	3	208
Actuarial gains (losses) from experience adjustments recognised in equity (other income)	–322	–34
PRESENT VALUE OF PENSION OBLIGATIONS, 31 DEC	**3,302**	**3,741**

124 The following overview shows the development of the plan assets:

	2024 € thou.	2023 € thou.
Fair value of plan assets, 1 Jan	160	179
Net return on plan assets	0	0
Withdrawal to plan assets	–5	–7
Payments from plan assets	–20	–19
Actuarial losses/gains recognised in equity (other comprehensive income)	6	7
FAIR VALUE OF PLAN ASSETS, 31 DEC	**141**	**160**

125 A quantitative sensitivity analysis of the key assumptions as at 31 December 2024 is presented below.

Assumption	Interest rate sensitivity		**Pension dynamic sensitivity**
Scenario	Increase by 0.50%	Decrease by 0.50 %	Increase by 1.00%
Impact onthe defined benefit obligation (in € thou.)	–138	+149	+632

The above sensitivity analysis was carried out using a method that extrapolates the effect of realistic changes in the key assumptions at the end of the reporting period on the defined benefit obligation.

126 The average term of the defined benefit obligations at the end of the reporting period is 8.89 years (2023: 9.35 years).

127 The return on plan assets is based on a discount factor of 3.56% (2023: 3.57%). No contributions will be made to the plan in the next twelve months. The plan assets cconsist exclusively of cash and cash equivalents.

128 The expected payout structure for the years 2025 to 2034 is shown below:

Pension payments made	**€ thou.**
2023	252
2024	250

Expected pension payments	**€ thou.**
2025	258
2026	257
2027	255
2028	254
2029	251
2030-2034	1,165

129 Defined contribution obligations only exist in the form of IVU AG's compulsory contributions to the state pension insurance scheme. Employer contributions totalling €4,564 thousand (2023: €4,153 thousand) were made in the reporting year.

Equity

130 With regard to changes in equity, please refer to the statement of changes in Group equity.

131 The fully paid-up share capital entered in the commercial register on the balance sheet date amounts to €17,719,160.00 (2023: €17,719,160.00). The share capital is divided into 17,719,160 (2023: 17,719,160) no-par value shares.

132 With the resolution of the Annual General Meeting on 27 May 2021, the Management Board was authorised to increase the company's share capital with the approval of the Supervisory Board until 26 May 2026 on one or more occasions by a total of up to 30% of the current share capital of €17,719,160.00, i.e. €5,315,748.00 , by issuing new no-par value bearer shares against cash and/or non-cash contributions (Authorised Capital 2021). The Management Board can make use of this authorisation for any legally permissible purpose. No use was made of the authorisations in 2023 and 2024.

133 In addition, the Management Board was authorised by resolution of the Annual General Meeting on 29 May 2019 or 29 May 2024 until 28 May 2024,as well as until 28 May 2029, to acquire shares in the company for any purpose permitted under Section 71 (1) no. 8 AktG within the scope of the statutory restrictions and in accordance with the following provisions. The authorisation is limited to the acquisition of shares with a pro rata amount of the share capital attributable to these shares of €1,771,916.00 , i.e. 10% of the share capital of €17,719,160.00.

134 On the basis of this resolution, the Management Board resolved on 5 January, 11 June and 24 October 2024 to launch a share buyback programme for treasury shares. The purpose of these buy-back programmes was in particular to use the shares to service Management Board remuneration and employee participation programmes. A total of 272,039 shares were repurchased at a total price of €3,784 thousand. This corresponds to 1.54% of the no-par value shares in the share capital of IVU Traffic Technologies AG. The shares were acquired by a bank commissioned by the company exclusively via the stock exchange (XETRA trading).

135 A total of 92,733 no-par-value shares were issued to all IVU employees in Germany in the 2024 financial year from the shares acquired. Of these, 3,045 shares had a stock market price of €13.65 each, 83,149 shares had a price of €15.60 each and 6,539 shares had a price of €13.23 each.

The members of the Management Board have received 25,042 shares as part of their variable Management Board compensation. These had a stock market price of €13.65 each.

The number of shares issued in total corresponds to 0.66% of the no-par-value shares of the share capital of IVU AG.

136 As at 31 December 2024, IVU AG held 428,096 treasury shares. These are deducted from equity at average acquisition cost as a separate item at €6,480 thousand (2023: €4,361 thousand).

137 The development of treasury shares for the financial year is therefore as follows:

	2024 Number of shares	2023 Number of shares
Treasury shares as at 1 January	273,832	258,026
Acquisition in the financial year	272,039	176,188
Transfer to the Management Board	–25,042	–110,840
Transfer to employees	–92,733	–49,542
TREASURY SHARES AS AT 31 DECEMBER	**428,096**	**273,832**

138 In line with the share buy-backs and transfers, the number of shares in developed as follows:

	2024 Number of shares	2023 Number of shares
Shares in circulation as at 1 January	17,445,328	17,461,134
Acquisitions of treasury shares	–272,039	–176,188
Transfer of treasury shares	117,775	160,382
SHARES IN CIRCULATION AS AT 31 DECEMBER	**17,291,064**	**17,445,328**

E. NOTES TO THE CONSOLIDATED INCOME STATEMENT

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

Revenue from contracts with customers

140 The following table shows the breakdown of revenue generated by the Group from contracts with customers:

	2024 € thou.	2023 € thou.
Delivieries/services/Contracts for work	38,735	35,067
Licences	35,883	37,026
Maintenance/Hosting	59,053	50,399
TOTAL	**133,671**	**122,492**

The item "Deliveries/services/works contracts" includes licence income as part of uniform works contracts. A portion of 77.2% (2023: 75.4%) of revenues is recognised over time.

141 Contracts for implementation projects existing as at 31 December 2024 (for information on contract assets and liabilities as at the balance sheet date, see section D. - Section "Contract assets/contract liabilities") are expected to be realised in subsequent years €49 million (2023: expected of €33 million), of which €31 million (2023: €7 million) after more than twelve months.

Revenue of at least €64 million (2023: €42 million) is expected to be realised in the financial year 2025 from maintenance and hosting contracts existing as at 31 December 2024.

IVU makes use of the provision in IFRS 15.121(b).

Other income

142 Other income breaks down as follows:

	2024 € thou.	2023 € thou.
Income for research and development	836	495
Income from the reversal of impairment losses	0	54
Exchange gains	149	134
Other	737	68
TOTAL	**1,722**	**751**

143 Income from research and development includes grants totalling €238 thousand (2023: €495 thousand) as part of various federal funding projects for the further development of software applications and tax research allowances totalling €598 thousand (2023: €0 thousand).

The 'Other' item includes income of €587 thousand from the increase in the stake in EBS.

Cost of materials

144 The cost of materials is broken down as follows into purchased goods and purchased services:

	2024 € thou.	2023 € thou.
Expenses for goods purchased	7,748	8,869
Expenses for services purchased	14,255	13,244
TOTAL	**22,003**	**22,113**

Personnel expenses

145 Personnel expenses are broken down as follows:

	2024 € thou.	2023 € thou.
Wages and salaries	65,129	57,496
Social security contributions and expenses for pensions and other employee benefits	11,340	10,115
(Of which for pensions)	(4,564)	(4,153)
TOTAL	**76,469**	**67,611**

Depreciation and amortisation of non-current assets

146 Depreciation and amortisation of assets is attributable to the following components:

	2024 € thou.	2023 € thou.
On intangible assets	1,758	1,499
On rights of use	1,934	1,835
On property, plant and equipment	1,178	1,201
TOTAL	**4,870**	**4,535**

Amortisation of intangible assets in the amount of €1,158 thousand (2023: €1,158 thousand) is attributable to the software capitalised as part of the acquisition of LBW Optimization GmbH.

Amortisation of right-of-use assets is explained in section D. "Non-current right-of-use assets and lease liabilities".

Other expenses

147 Other expenses can be broken down as follows:

	2024 € thou.	2023 € thou.
Selling expenses	3,787	3,181
Operating expenses	6,378	4,886
Administrative expenses	3,986	3,666
Other	1,083	1,480
TOTAL	**15,234**	**13,213**

The increased travelling and trade fair presence are also the reason for the rise in sales expenses in 2024. Operating costs include a 36 % year- on year increase in licence and hosting fees as well as a sharp rise in energy costs. Due to higher legal and consulting costs and lower recruiting expenses, administrative expenses increased only slightly compared to the previous year. Other expenses include exchange rate losses of €249 thousand (2023: €204 thousand).

Financial income and expenses

148 Financial income results from recurring financial investments and increased to €1,283 thousand (2023: €996 thousand).

149 The financial expenses are made up as follows:

	2024 € thou.	2023 € thou.
Interest expense rights-of-use	681	399
Financing costs for guarantees	141	126
Interest expense banks	0	1
Other	11	7
TOTAL	**833**	**533**

Earnings per share

150 In accordance with IAS 33, basic earnings per share are calculated by dividing consolidated net income by the weighted number of no-par value shares. The development of treasury shares is shown in Chapter C. - "Equity" section.

	2024	2023
Profit for the period (€ thousand)	12,040	11,377
Number of potentially diluted ordinary shares (thousand)	17,432	17,593
Diluted earnings per share (EUR/share)	**€0.69**	**€0.65**
Number of weighted no-par value shares in circulation (thousand shares)	17,400	17,550
BASIC EARNINGS PER SHARE (EUR/SHARE)	**€0.69**	**€0.65**

151 To calculate diluted earnings per share, the profit for the period attributable to ordinary shareholders and the weighted average number of shares in circulation are adjusted for the effects of all dilutive potential ordinary shares arising from the exercise of share subscription rights. For this purpose, the number of ordinary shares to be taken into account corresponds to the weighted average number of ordinary shares plus the weighted average number of ordinary shares that would be issued as a result of the conversion of all potentially dilutive ordinary shares into ordinary shares. The conversion of share options into ordinary shares is deemed to have taken place on the day on which the subscription rights were granted.

F. NOTES TO THE CASH FLOW STATEMENT

152 The cash and cash equivalents recognised are not subject to any restrictions on disposal by third parties. Other assets include of €25.0 million (2023: €25.0 million) in notice deposits with a notice period of at least three months. Interest and income tax payments are recognised. Interest income of €1,276 thousand (2023: €992 thousand) resulted from fixed-interest cash investments. In accordance with the resolution of the Annual General Meeting on 29 May 2024, a dividend of €0.26 per dividend-bearing share, totalling €4,539 thousand in total, was distributed. The composition of cash and cash equivalents is shown in Chapter D. -Section "Cash and cash equivalents".

G. NOTES ON SEGMENT REPORTING

153 The IVU Group applies IFRS 8 - Operating Segments. This standard requires the disclosure of information on the Group's operating segments. The IVU Group is organised and managed holistically. Several operating segments cannot be derived from the internal reporting structure for the 2024 financial year, so that, as in 2023, there is only one reportable segment "IVU Total".

Geographical segment information

154 In the financial year the IVU Group realised 47.9% revenues with costumers in Germany, in Italy 9.8%, in Switzerland 10.5% and 8.7% in the Netherlands. The basis for the allocation is the customer's registered office.

in € thousand	GERMANY 2024	2023	REST OF EUROPE 2024	2023	Third Country 2024	2023	TOTAL 2024	2023
Sales from transaction with external customers	64,023	66,866	60,224	52,902	9,424	2,724	133,671	122,492
Assets	143,638	137,875	17,305	14,553	56	9	160,999	152,437
Deferred tax assets (net)	2,955	2	58	91	0	0	3,013	93
Capital expenditure	1,509	1,652	84	97	0	0	1,593	1,749
Depreciation of non-current assets	4,448	4,148	422	387	0	0	4,870	4,535

155 IVU develops software solutions for the customer groups of transport companies (buses, trains, ferries) and costumers (associations, federal states, local authorities) with the aim of supporting and optimising the planning and implementation of transport services with intelligent IT systems. In the financial year, the IVU Group generated revenue of €13.2 million (9.9% of consolidated revenue). In the previous year, on customer (railway group) generated revenue of €14.8 million (12.1% of consolidated revenue).

H. **OTHER DISCLOSURES**

Other financial obligations and contingent liabilities

Counter-guarantees

156 As at the balance sheet date, various banks had provided counter-guarantees totaling €12,154 thousand, of which €271 thousand in foreign currency (2023: €11,317 thousand, of which €271 thousand in foreign currency) for the IVU Group.

Personnel

157 The average number of employees in the IVU Group in the financial year is 1,035 (2023: 938 employees). The breakdown of employees by function is as follows:

	2024	2023
Project work/sales	447	432
Production/Software development	462	389
Administration	126	117
TOTAL	**1,035**	**938**

Auditor's fee

158 The auditor's fees recognised as expenses in the financial year in the amount of €264 thousand (2023: €188 thousand) are attributable to the following services:

	2024 € thou.	2023 € thou.
Annual and Consolidated Financial Statement Audit	201	188
Other Assurance Services	35	0
Other Services	28	0
TOTAL	**264**	**188**

The fees for the audit of the annual and consolidated financial statements include fees for the previous year in the amount of €26 thousand. The other services relate to readiness assessments for CSRD (€21 thousand) and for NIS-2 (€7 thousand).

Relationships with related companies and persons[18]

159 Related parties are companies and person who have the ability to control the IVU Group or exercise significant influence over its financial and operating policies. In determining the significant influence that related parties have on the financial and operating policies of the IVU Group, the

[18] This section contains information on ESRS 2 GOV-1 paragraphs 21 (a) and (c).

existence of fiduciary relationships was taken into account in addition to existing control relationships.

Related companies

160 In addition to the equity-accounted investment in TRENOlab, all affiliated companies included in the consolidated financial statements are to be regarded as related parties. There are no other related parties.

Related persons

161 The members of the Management board and Supervisory board and their close family members are to be regarded as related parties.

Members of the Management Board of IVU AG

- Martin Müller-Elschner
  (Chairman of the Management Board)
- Leon Struijk
- Matthias Rust (until 31 October 2024)

Members of the Supervisory Board of IVU AG

- Prof. Dr. Herbert Sonntag, Berlin
  (until 29 Mai 2024 Chairman of the Supervisory Board and the Executive Committee, Member of the Audit Committee)
- Bert Meerstadt, Bussum
  (since 29 May 2024 Chairman of the Supervisory Board and the Executive Committee, Member of the Audit Committee)

  Managing Director Hendrick de Keyser Monumenten, Amsterdam, Netherlands,

  Chairman of the Supervisory Board of Coffreo.com, Paris/Clermont-Ferrand, France.
- Ute Witt, Potsdam
  (Deputy Chairwoman of the Supervisory Board and Chairwoman of the Audit Committee)

  Chairwoman of the Supervisory Board of Sellutions AG, Berlin,

  Deputy Chairwoman of the Supervisory Board and Chairwoman of the Audit Committee of Charité Research Organisation GmbH, Berlin,

  Member of the Supervisory Board of Schöler Fördertechnik AG, Rheinfelden,

  Member of the Finance and Tax Committee and Chairwoman of the Subcommittee "International Tax Issues" of the DIHK, Berlin.
- Dr. Heiner Bente, Hamburg
  (Member of the Executive Committee)

  Managing Partner, Dr. Heiner Bente Consulting, Hamburg,

  Senior Advisor at civity Management Consultants, Hamburg,

  Deputy Chairman of the Advisory Board of Schürfeld Group, Hamburg.
- Prof. Dr. Barbara Lenz, Berlin

  (Member of the Executive Committee)
  Guest Professor at Humboldt University of Berlin,

  Member of the Supervisory Board and the Audit Comitee of Berliner Verkehrsbetriebe (BVG), Berlin,

  Member of acatech (National Academy of Science and Engineering) – Deutsche Akademie der Technikwissenschaften e.V., Munich,

  Member of the scientific advisory committee of the Verband Deutscher Verkehrsunternehmen (VDV – Association of German Transport Companies),

  Member of the Academic Research Council for Urban Mobility of the European Institute of Innovation and Technology (EIT) Urban Mobility Academic Research Board.
- Benedikt Woelki, Berlin

  (Member of the Audit Committee)
  Team Leader Customer Service Rail at IVU Traffic Technologies AG, Berlin.
- Axel Zimmermann, Düren

  (until 29 Mai 2024 Member of the Audit Committee)
- Steffen Brümmer, Nideggen
  (since 29 May 2024 Member of the Audit Committee)

  Agile Coach at IVU Traffic Technologies AG, Aachen.

Transactions with related parties

162 There were no business transactions between related parties and companies of the IVU Group in the reporting year or in the previous year.

Remuneration for the Management Board and Supervisory Board

163 The Management Board of IVU AG received remuneration of €2,713 thousand (2023: €2,369 thousand) in the 2024 financial year excluding the LTI. The Managent Board remuneration includes the severance payment of €899 thousand to Matthias Rust as compensation for all remuneration components stil due as at 31 October 2024. The remuneration of the Management Board consists of a fixed component (2024: €903 thousand; 2023: €977 thousand) and a variable component (2024: €911 thousand; 2023: €1,392 thousand). In the reporting year, the variable remuneration component amounted to 50% (2023: 59%) of total remuneration, excluding the severance payment.

As part of a long-term incentive plan, in addition to an annual bonus (short-term variable remuneration component), the members of the Management Board receive shares in the company as a further variable remuneration component. The future transfer of the shares is dependent on IVU's share price developing positively, taking into account the performance of the DAXsector Software (WKN 966037) stock market index for software companies, and the specified ESG targets (environment, social, governance) being achieved. The performance targets for achieving the ESG criteria for sustainable corporate action are based on employee satisfaction derived from the "Great Place To Work" (GPTW) survey and the proportion of women in IVU's management team. The vesting period for the programme began on 1 January 2023 and ends on 31 December 2026. The remuneration of the individual members of the Management Board from the share-based remuneration agreements is capped at 400% of the annual fixed remuneration in IVU's management team.

In the financial year, personnel expenses of €145 thousand (2023: €168 thousand) were recognised as a variable remuneration component for the Management Board members' long-term incentive plan in addition to the above remuneration information. The total remuneration in accordance with section 314 no. 6 a) HGB amounts to €2,858 thousand (2023: €2,537 thousand). All payments in the financial year were due in the short term.

For further explanations, please refer to Chapter B. - Section "Share-based payment agreements".

164 Pension provisions of €1,691 thousand (2023: €1,773 thousand) are recognised for former members of the Management Board. Pension payments totalling €151 thousand (2023: €151 thousand) were also made for retired members of the Management Board.

165 In 2024, the Supervisory Board received remuneration of €202 thousand (2023: €194 thousand). The remuneration of the Supervisory Board consists of a fixed basic remuneration and attendance fees for the participation in ordinary Supervisory Board meetings.

166 The Management Board and Supervisory Board members hold the following shares:

Management Board	**Shares 31 Dec 2024**	Shares 31 Dec 2023
Martin Müller-Elschner	301,590	292,113
Leon Struijk	72,500	63,000
Supervisory Board		
Bert Meerstadt	2,000	0
Prof. Dr. Barbara Lenz	1,500	1,500
Benedikt Woelki	519	391
Steffen Brümmer	416	288

Supplementary report

167 Since 31 December 2024, no events of particular significance have occurred that have an impact on the Group's net assets, financial position and results of operations.

Information on the German Corporate Governance Code

168 The declaration of compliance 2025 was submitted by the Management Board and the Supervisory Board on 10 February 2025 and is permanently available to shareholders on the IVU AG website (www.ivu.de/corporate-governance) in the Investor Relations section.

The Management Board

Berlin, 18 March 2025

Martin Müller-Elschner

Leon Struijk

AUDITOR'S REPORT

REPLICATION OF THE INDEPENDENT AUDITOR'S REPORT

We have included the consolidated financial statements and the combined management report of IVU Traffic Technologies AG, Berlin, for the financial year from January 1 2024 to December 31 2024 in this report as Appendix I (consolidated financial statements) and Appendix II (combined management report) as well as the electronic renderings of the consolidated financial statements and of the combined management report prepared for publication purposes in the versions for which the unqualified audit opinion was signed and issued in Berlin on 20 March 2025.

The translation of the original German auditor's report states as follows:

Note: This is a convenience translation of the German original. Solely the original text in German is authoritative.

INDEPENDENT AUDITOR'S REPORT

To the IVU Traffic Technologies AG, Berlin

Report on the audit of the consolidated financial statements and of the combined management report

Audit opinions

We have audited the consolidated financial statements of IVU Traffic Technologies AG, Berlin, and its subsidiaries (the group), which comprise the consolidated statement of financial position as at December 31 2024, the consolidated statement of profit or loss and the consolidated statement of comprehensive income, consolidated statement of cash flows for the financial year from January 1 2024 to December 31 2024, and notes to the consolidated financial statements, including material accounting policy information.

In addition, we have audited the combined management report (report on the position of the company and of the group) of IVU Traffic Technologies AG for the financial year from January 1, 2024 to December 31, 2024. In accordance with the German legal requirements, we have not audited the content of those parts of the combined management report listed in section "OTHER INFORMATION".

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying consolidated financial statements comply, in all material respects, with the IFRS Accounting Standards issued by the International Accounting Standards Board (IASB) (hereafter "IFRS Accounting Standards") as adopted by the EU, and the additional requirements of German commercial law pursuant to § 315e (1) HGB [Handelsgesetzbuch: German Commercial Code] and, in compliance with these requirements, with the exception of these effects, give a true and fair view of the assets, liabilities, and financial position of the group as at December 31, 2024, and of its financial performance for the financial year from January 1, 2024 to December 31, 2024, and
- the accompanying combined management report as a whole provides an appropriate view of the group's position. In all material respects, with the exception of these effects, this combined management report is consistent with the consolidated financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our opinion on the group management re-port does not cover the content of those parts of the combined management report listed in section "OTHER INFORMATION".

Pursuant to § 322 (3) sentence 1 HGB (German Commercial Code), we declare that our audit has not led to any reservations relating to the legal compliance of the consolidated financial statements and of the combined management report.

Basis for the audit opinions

We conducted our audit of the consolidated financial statements and of the combined management report in accordance with § 317 HGB and the EU Audit

Regulation (No. 537/2014, referred to subsequently as "EU Audit Regulation") and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and of the Combined management report" section of our auditor's report. We are independent of the group entities in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements.

In addition, in accordance with Article 10 (2) letter (f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation.

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 on the combined management report.

Key audit matters in the audit of the consolidated financial statements

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year from January 1, 2024 to December 31, 2024.These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our audit opinion thereon; we do not provide a separate audit opinion on these matters.

We have identified the following matter as key audit matter to be disclosed in our auditor's report:

REVENUE RECOGNITION

Matter

IVU Traffic Technologies AG reports revenues of €133.7 million in the consolidated financial statements as of December 31, 2024. The revenues result from the sale and provision of software, the delivery of hardware, the provision of maintenance and hosting.

IVU Traffic Technologies AG and its subsidiaries regularly conclude contracts with their customers that contain various service components, such as software Licenses, hardware deliveries, implementation services and maintenance services. The accounting treatment of these contracts requires an assessment by the Company as to which separable performance obligations exist. In many cases, individual components do not have an independent benefit or represent input factors for an overall service promise, so that they must be combined into one service obligation. Revenue from services or combined projects, the provision of software (software as a service), and maintenance and hosting services is recognised over time; revenue from the sale of licenses and hardware that are not combined with services is recognised at a point in time. There is a high degree of discretion both with regard to the determination of performance obligations and with regard to the determination of the stage of completion of long—term projects. Revenue is a key performance indicator for the Company and there is a risk that revenue may be recognised too early or in an inaccurate amount. Due to the high significance of revenue for the assessment of the Group's results of operations, the complexity of revenue recognition and the degree of judgment involved, this is a key audit matter.

The revenue recognition disclosures of IVU Traffic Technologies AG are included in the notes to the consolidated financial statements in the section revenue from contracts with customers.

Auditors response and observations

We assessed the appropriateness of the processes and controls established by the Group to ensure proper revenue recognition in accordance with IFRS 15. For selected controls, in particular with regard to the identification of performance obligations, the point in time recognition of revenue, and the correct allocation of costs in connection with the estimation of the stage of completion of projects, we tested the operating effectiveness of the controls.

With regard to the audit of revenue from combined projects, for a risk—based selection of projects classified as not yet completed, we reconciled the recognised revenue and the corresponding contract assets and contract liabilities to the Group's respective calculation. We traced the determination of the percentage of completion based on the project budget and costs incurred. assessed the assumptions used in estimating the costs to complete, inspected the contractual bases and verified their inclusion in the client's calculations. Furthermore, we examined the costs included in the calculation of the progress of work on a sample basis, reviewed payments made and verified their mathematical correctness.

For a sample of completed projects and software and hardware sales, we reconciled recognised revenue to the contractual bases, invoices, and appropriate performance evidence.

With regard to maintenance and hosting revenue, we analysed the development of revenue over time and examined any anomalies in the development. For a sample of revenues recognised in the financial year, we compared and verified the calculation of the revenues to be recognised and deferred with the contractual bases.

Based on our audit procedures, we were able to satisfy ourselves that revenue recognition was appropriate. We were able to understand the assumptions and judgments of the executive directors underlying the recognition of revenue from the provision of services with regard to the determination of the performance obligations and the determination of the stage of completion.

OTHER INFORMATION

The executive directors are responsible for the other information. The other information comprises:

- the combined non-financial group statement provided in section C of the combined management report
- the separately published (group) corporate governance statement referred to in section F of the combined management report
- the disclosures extraneous to the combined management report contained marked as unaudited in Section E, subsection Risk Management and Internal Control System of the combined management report
- the other parts of the annual report, except for the audited financial statements and combined management report as well as our auditor's report

Our audit opinions on the consolidated financial statements and on the combined management report do not cover the other information, and consequently we do not express an opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information and thereby acknowledge whether the other information

- is materially inconsistent with the consolidated financial statements, with the combined management report, or our knowledge obtained in the audit or
- otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITY OF THE EXECUTIVE DIRECTORS AND THE SUPERVISORY BOARD FOR THE CONSOLIDATED FINANCIAL STATEMENTS AND THE GROUP MANAGEMENT REPORT

The executive directors are responsible for the preparation of the consolidated financial statements that comply, in all material respects, with the IFRS Accounting Standards as adopted by the EU and the additional requirements of German commercial law pursuant to § 315e (1) HGB and that the consolidated financial statements, in compliance with these requirements, give a true and fair view of the assets, liabilities, financial position and financial performance of the group. In addition, the executive directors are responsible for such internal control as they have determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud (i. e. fraudulent financial reporting and misappropriation of assets) or error.

In preparing the consolidated financial statements, the executive directors are responsible for assessing the group's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting unless there is an intention to liquidate the group or to cease operations, or there is no realistic alternative but to do so.

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

The supervisory board is responsible for overseeing the group's financial reporting process for the preparation of the consolidated financial statements and of the combined management report.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS AND THE GROUP MANAGEMENT REPORT

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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with § 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements and this combined management report.

We exercise professional judgment and maintain professional scepticism throughout the audit. We also

- identify and assess the risks of material misstatement of the consolidated financial statements and of the combined management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- obtain an understanding of internal controls relevant to the audit of the consolidated financial statements and of arrangements and measures relevant to the audit of the combined management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of the internal controls or these arrangements and measures.
- evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements and in the combined management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group to cease to be able to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements present the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the group in compliance with the IFRS Accounting Standards, as adopted by the EU, and the additional requirements of German commercial law pursuant to § 315e (1) HGB.
- plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming the audit opinions on the consolidated financial statements and on the combined management report. We are responsible for the direction, supervision and review of the audit

work performed for purposes of the group audit. We remain solely responsible for our audit opinions.

- evaluate the consistency of the combined management report with the consolidated financial statements, its conformity with [German] law, and the view of the group's position it provides.
- perform audit procedures on the prospective information presented by the executive directors in the combined management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

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

We also provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and, where applicable, the actions taken or safeguards applied to eliminate independence threats.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

OTHER LEGAL AND REGULATORY REQUIREMENTS

Report on the assurance on the electronic rendering of the consolidated financial statements and the combined management report, prepared for publication purposes in accordance with § 317 (3A) HGB

Assurance opinion

We have performed assurance work in accordance with § 317 (3a) HGB to obtain reasonable assurance as to whether the rendering of the annual financial statements and the combined management report (hereinafter the "ESEF documents") contained in the electronic file "ivuag-2024-12-31-de_Stand20250320.zip" and prepared for publication purposes complies in all material respects with the requirements of § 328 (1) HGB for the electronic reporting format ("ESEF format"). In accordance with German legal requirements, this assurance work extends only to the conversion of the information contained in the annual financial statements and the combined management report into the ESEF format and therefore relates neither to the information contained within these renderings nor to any other information contained in the file identified above.

In our opinion, the rendering of the annual financial statements and the combined management report contained in the electronic file identified above and prepared for publication purposes comply in all material respects with the requirements of § 328 (1) HGB for the electronic re-porting format. Beyond this assurance opinion and our audit opinion on the accompanying annual financial statements and the accompanying combined management report for the financial year from January 1, 2024 to December 31, 2024 contained in the "Report on the audit of the annual financial statements and of the combined management report" above, we do not express any assurance opinion on the information contained within these renderings or on the other information contained in the file identified above.

Basis for the assurance opinion

We conducted our assurance work on the rendering of the annual financial statements and the combined management report contained in the file identified above in accordance with § 317 (3a) HGB and the IDW Assurance Standard: Assurance Work on the Electronic Rendering of Financial Statements and Management Reports, Prepared for Publication Purposes in Accordance with § 317 (3a) HGB (IDW AsS 410 (06.2022)). Our responsibility in accordance therewith is further described in the "Auditor's Responsibilities for the Assurance Work on the ESEF Documents" section. Our audit firm has applied the requirements of the IDW Quality Management Standards, which implement the IAASB's International Standards on Quality Management.

Responsibility of the executive directors and the supervisory board for the ESEF documents

The executive directors of the company are responsible for the preparation of the ESEF documents with the electronic renderings of the annual financial statements and the combined management report in accordance with § 328 (1) sentence 4 No. 1 HGB and for the award of the consolidated financial statements in accordance with § 328 (1) sentence 4 no. 2 of the HGB.

In addition, the executive directors of the company are responsible for such internal controls that they have considered necessary to enable the preparation of ESEF documents that are free from material intentional or unintentional non-compliance with the requirements of § 328 (1) HGB for the electronic reporting format.

The supervisory board is responsible for overseeing the process for preparing the ESEF documents as part of the financial reporting process.

Auditor's responsibility for the audit of the ESEF documents

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material intentional or unintentional non-compliance with the requirements of § 328 (1) HGB. We exercise professional judgment and maintain professional scepticism throughout the assurance work. We also

- identify and assess the risks of material intentional or unintentional non-compliance with the requirements of § 328 (1) HGB, design and perform assurance procedures responsive to those risks, and obtain assurance evidence that is sufficient and appropriate to provide a basis for our assurance opinion.
- obtain an understanding of internal control relevant to the assurance on the ESEF documents in order to design assurance procedures that are appropriate in the circum-stances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.
- evaluate the technical validity of the ESEF documents, i.e. whether the file containing the ESEF documents meets the requirements of the Delegated Regulation (EU) 2019/815, in the version in force at the date of the financial statements, on the technical specification for this electronic file.
- evaluate whether the ESEF documents provide an XHTML rendering with content equivalent to the audited annual financial statements and to the audited combined management report.
- evaluate whether the tagging of the ESEF documents with Inline XBRL technology (iXBRL) in accordance with the requirements of Articles 4 and 6 of the Delegated Regulation (EU) 2019/815. in the version in force at the date of the financial statements, enables an appropriate and complete machine-readable XBRL copy of the XHTML rendering.

FURTHER INFORMATION PURSUANT TO ARTICLE 10 OF THE EU AUDIT REGULATION

We were elected as auditor by the consolidated general meeting on Mai 29, 2024. We were engaged by the supervisory board on December 11, 2024. We have been the auditor of the consolidated financial statements of the IVU Traffic Technologies AG without interruption since the financial year 2021.

We declare that the audit opinions expressed in this auditor's report are consistent with the additional report to the audit committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

OTHER MATTERS - USE OF THE AUDIT OPINION

Our auditor's report must always be read together with the audited annual financial statements and the audited combined management report as well as the assured ESEF documents. The annual financial statements and the combined management report converted to the ESEF format — including the versions to be published in the German Company Register — are merely electronic renderings of the audited annual financial statements and the audited combined management report and do not take their place. In particular, the ESEF report and our assurance opinion contained therein are to be used solely together with the assured ESEF documents provided in electronic form.

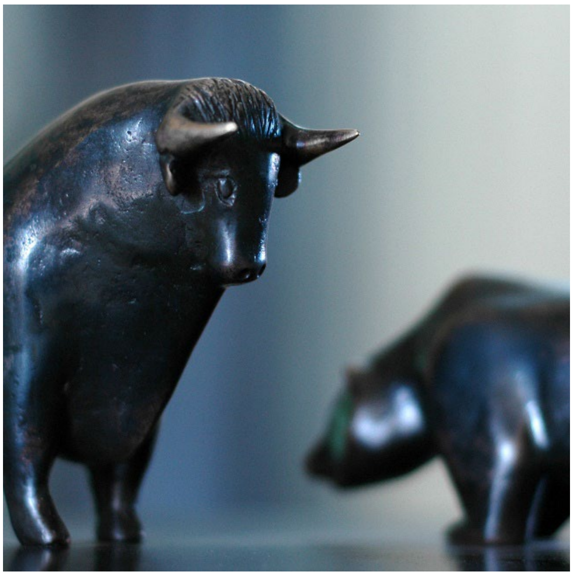
GERMAN PUBLIC AUDITOR RESPONSIBLE FOR THE ENGAGEMENT

The German Public Auditor responsible for the engagement is Andreas Blohm.

Berlin, March 20, 2025

BDO AG
Wirtschaftsprüfungsgesellschaft

Sartori	Blohm
Public Auditor	Public Auditor



FINANCIAL CALENDAR 2025

THURSDAY, 27 MARCH 2025
Annual Report 2024

TUESDAY, 27 MAY 2025
Quarterly report as at 31 March

WEDNESDAY, 28 MAY 2025
Annual General Meeting

THURSDAY, 28 AUGUST 2025
Half-year report as at 30 June

THURSDAY, 20 NOVEMBER 2025
Quarterly report as at 30 September

BOARDS

Supervisory Board

- Bert Meerstadt (Chairman)
- Ute Witt (Deputy Chairwoman)
- Dr. Heiner Bente
- Prof. Dr. Barbara Lenz
- Benedikt Woelki, IVU
- Steffen Brümmer, IVU

Management Board

- Martin Müller-Elschner (Chairman)
- Leon Struijk

Advisory Board

- Prof. Dr. Manfred Boltze, Darmstadt
- Dr. Claus Dohmen, Cologne
- Alain Flausch, Brussels (BE)
- Prof. Dr. Adolf Müller-Hellmann, Cologne
- Prof. Dr. Ronald Pörner, Berlin
- Volker Sparmann, Hofheim am Taunus
- Prof. Dr. Birgit Milius, Berlin
- Günter Steinbauer, Vienna (AT)

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The Annual Report 2024 can be downloaded in English and German as PDF file at www.ivu.com.

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CONSOLIDATED FINANCIAL STATEMENTS

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SUSTAINABILITY

COMPLIANCE

GOVERNANCE