indel B
Group

2024

ANNUAL REPORT

At 31 December 2024

INDEX

2024

REPORT ON OPERATIONS OF THE BOARD OF DIRECTORS OF THE CONSOLIDATED FINANCIAL STATEMENTS

Company data

Registered office

Indel B S.p.A.

Via Sarsinate, 27

47866 Sant'Agata Feltria (RN) – Italy

Statutory information

Authorised and subscribed share capital Euro 5,842,000

VAT no., Tax code and Chamber of Commerce registration no.: 02037650419

Rimini R.E.A. (Economic and Administrative Index) registration no. 312757

Corporate Bodies

Board of Directors [*]

Chairman	Antonio Berloni [4]
Deputy Chairman	Paolo Berloni [4]
Chief Executive Officer	Luca Bora [4]
Directors	Mirco Manganello
	Francesco Pedini Amati [6]
	Claudia Amadori [1] [2]
	Monique Camilli
	Annalisa Berloni
	Giovanni Diana [1] [2] [3] [5]
	Fernanda Pelati [1] [2] [3] [5]

Board of Statutory Auditors

Chairman	Sergio Marchese
Standing auditors	Emmanuil Perakis
	Nicole Magnifico
Alternate Auditors	Matteo Fosca
	Gian Luca Succi

Supervisory Body

Chairman	Marco Genghini
	Emmanuil Perakis
	Massimiliano Nardini

Financial Reporting Officer

	Mirco Manganello

Independent Auditors

Financial Report	PricewaterhouseCoopers S.p.A.
Sustainability reporting pursuant to Italian Legislative Decree no. 124/2025	RSM Società di Revisione e Organizzazione Contabile S.p.A.

(*) Composition of committees as at 31 December 2024
(1) Member of the Control and Risk Committee
(2) Member of the Remuneration Committee
(3) Member of the Related Parties Committee
(4) The Chairman/Deputy Chairman/Chief Executive Officer is the legal representative of the company; the Board of Directors has granted him/her specific powers to manage the company.
(5) Non-executive and independent directors pursuant to Art. 148, paragraph 3 of the Consolidated Law on Finance (as required by Articles 147-ter, paragraph 4, and 147-quater of the Consolidated Law on Finance) and Art. 2 - Recommendation no. 7 of the Corporate Governance Code (January 2020 edition).
(6) The Board of Directors has granted him/her specific powers for the management of the company, as well as the delegation of powers pursuant to Art. 2381 of the Italian Civil Code on occupational health and safety (pursuant to Italian Legislative Decree no. 81/2008, as amended by Italian Legislative Decree no. 106/2009), environmental protection and waste management.

Letter of the Chairman of the Board of Directors

First of all, I would like to say how honoured I am to hold this position in a group like Indel B.

Our Board reflects the international, inclusive and independent nature of Indel B.

This Board brings together the right expertise in the industry as well as in technology, finance, governance, sustainability, and positioning in order to best represent the interests of all stakeholders and support the management team.

The Board also reflects a diversity of age, background, culture, and gender that greatly enriches our work and experiences. The participation and enthusiasm shown at the individual meetings prove that we are working well together.

In addition, the Board of directors committees are successfully working to help and support the management team in its three focus areas.

Each of our three committees, the Control and Risk Committee, the Remuneration Committee and the Related Parties Committee are essential parts of the supervision of the company's activities and operations, as are the independent directors.

In 2024, Indel B, under the leadership of CEO Luca Bora, continued to pursue the established direction and strengthen its image worldwide.

I would like to conclude by thanking all the employees and independent contractors of the various subsidiaries or associates of Indel B, who have contributed and continue to contribute to the well-being and growth of our Group.

The Chairman

Mr. Antonio Berloni

Report on operations of the Board of Directors

Dear Shareholders,

In 2024, the Indel B Group achieved a consolidated net profit of Euro 10,805 thousand, after amortisation, depreciation, provisions and write-downs totalling Euro 6,344 thousand and provisions for current taxes of Euro 3,947 thousand. 2024 was a year of adjustment for the Group after the strong growth of previous years. Industrial investments continued in order to improve and expand production capacity as well as innovate our product range. This in a global economic and market environment that continues to present complex challenges for businesses. Challenges that Indel B has faced and continues to effectively face thanks to its financial strength, its organisation and its entire workforce. Indel B was also able to maintain its competitive position in 2024 by retaining and supporting customers acquired over the years. As we move forward, the solidity of our Group will undoubtedly enable us to seize the opportunities for innovation and growth that the challenges will bring in all the markets in which we operate.

The Company's financial position and results of operations for the past financial year are analysed as follows.

1. Introduction

Pursuant to Art. 40 of Italian Legislative Decree no. 127/1991 as amended by Art. 2 letter d) of Italian Legislative Decree no. 32/2007, this report is presented in a single document for the purposes of the consolidated financial statements of the Indel B Group and the separate financial statements of the parent company Indel B S.p.A., prepared in accordance with international accounting standards (EU-IFRS).

2. About the Group and its activities - Market differentiation

The Group is a major global player in the mobile refrigeration market for the Automotive and Leisure time and in the refrigeration sector for the Hospitality market. It is also active in the "parking" air-conditioning sector for industrial vehicles and in the market of other technological accessories for the Hospitality market and of refrigeration for the home and Ho.Re.Ca. segments. The Group's activity consists of the production and marketing of a wide range of products, designed and developed with two main values in mind: offering high quality products tailored to customer requirements and constantly innovating these products in terms of energy saving, eco-sustainability and design.

Within the business unit already mentioned, the Group's products can be divided into the following categories, depending on the target market:

- "Automotive": includes the production of a wide range of products such as mobile refrigerators, vehicle air conditioning systems for minibuses, industrial vehicles and special vehicles (e.g. ambulances, mobile clinics, civil defence vehicles, medicine transport vehicles, trams and trains) and refrigeration systems for the transport of foodstuffs at controlled temperatures. The aforementioned plants are designed for large manufacturers, processing companies/body-builders and multi-market distributors;

- "Hospitality": includes the production or marketing of a wide range of minibars equipped with the most advanced technology and adaptable to different customer requirements, as well as technological accessories such as safes, electronic locks and latest generation LED televisions, to be used by two main categories of users: hotels (hotels) and cruise ships (cruise);

- "Leisure time": includes the production of built-in or portable refrigerators for both pleasure and luxury boats, such as sailing boats and motorboats and yachts (Marine) and recreational vehicles, such as cars, campers and caravans;

- "Cooling Appliances": includes the production of accessories intended for the retail (home) or professional (Ho.Re.Ca.) market, such as wine cellars and "frigolatte" (milk refrigerator) to be included in or combined with professional machines for preparing and serving drinks on the counter;

- “Components & Spare parts”: includes the production and marketing of spare parts and, through its subsidiary Condor B, components.

The Group's coverage of these markets is shown in the diagram below together with the relevant sales channel:

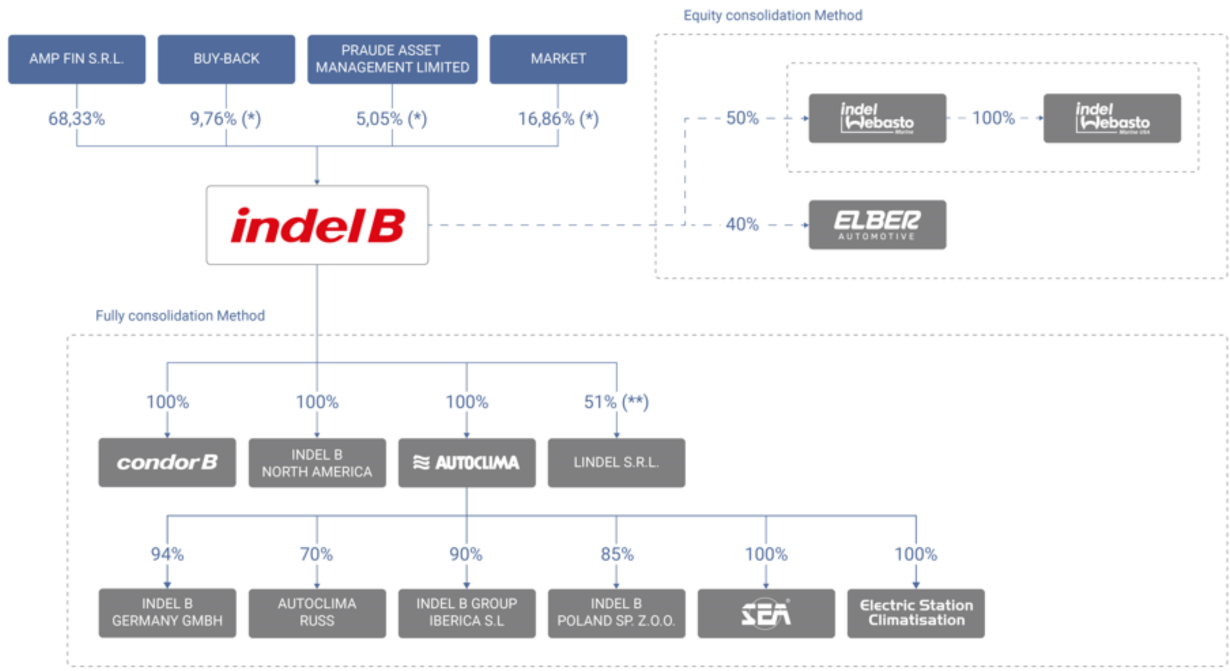
	AUTOMOTIVE		HOSPITALITY	COOLING APPLIANCES	LEISURE TIME	
					Recreational Vehicles (Motorhome & Roulotte)	Marine
Markets	INDEL B ELBER INDEL B NORTH AMERICA, INC.	INDEL B AUTOCLIMA SEA ESC	INDEL B	INDEL B ELBER	INDEL B INDEL WEBASTO	ELBER INDEL WEBASTO
Sale Channels	OEM After Market (AM)	OEM After Market (AM)	Hotel (AM) Cruise (AM)	Home (OEM) Professional (OEM)	OEM After Market (AM)	Cabin cruiser yacht
Products	Fridge Integrated & freestanding fridge	Parking air conditioning	Handle & lock Hotel TV Minibar Frigobar Safe Safe	Wine cellar Other cooling appliances Mini milk Fridge	Built.in & portable fridge Built-in fridge	Built-in & portable fridge Water Heater Cooling Unit Ice Maker Freezer
	Components and spare parts					

The Group's activities are concentrated in five main production and assembly plants two of which are located in Sant'Agata Feltria (RN), one in the municipality of Novafeltria (RN), one in Cambiano (TO), one in Russi (RA) and in other smaller production facilities in the same geographical area, as well as in the Pesaro-Montelabbate logistics hub. The Group is also present in the United States of America through the Indel Webasto Marine joint venture, which markets products for the Marine and, in part, Recreational Vehicles segments, and through Indel B North America, which markets products for the Automotive After Market and Recreational Vehicles. In Brazil, through its associate Elber for the production of mini-fridges and refrigeration systems for the automotive, cooling appliances and leisure market. Finally, in France in Sartrouville, through the subsidiary ESC for the production and marketing of Automotive OEM products. In June 2024, Lindel S.r.l. (of which Indel B holds 51% of the capital) was established in Sant'Agata Feltria for the injection moulding of the Group's plastics. As at 31 December 2024, it was not yet operational.

The following graph shows the structure of the Indel B Group as at 31 December 2024.

Group Structure

Profit/(loss) for the year and Adjusted Profit/(loss) for the year



(*) data as at 31 December 2024

(**) established on 11 June 2024

3. Economic framework

Macroeconomic scenario

The global macroeconomic outlook stabilised in 2024, thanks to the resilience of the US economy, which maintained solid growth (+2.8%), supported by strong domestic demand and favourable economic policies. Inflation fell less than expected, particularly in the service sector, as central banks began to loosen their monetary policy to stimulate growth.

However, geopolitical tensions, including the conflict in Ukraine and the Middle East, and uncertainty over US protectionist policies, continued to weigh on growth.

According to the International Monetary Fund, global growth is estimated at 3.2% in 2024, with the Eurozone recovering (+0.8%) despite ongoing inflation and weak domestic demand. Germany is in a recession for the second consecutive year, while Spain remains one of the most dynamic economies (+3.1%). France and Italy recorded stable growth of +1.1% and +0.6%, respectively.

Growth slowed to +4.8% in China, hit by the property crisis and rising debt, even though fiscal stimulus improved the outlook.

Finally, global trade tensions and the new protectionist policies introduced by the US administration in recent days are a factor of instability for investment and business confidence.

Raw materials and logistics

Overall, the price of raw material decreased slightly in 2024 compared to the previous financial year, as did the cost of energy. The latter, on routes from the Far East to Europe, rose in the first half year of 2024 to then stabilise. Obviously, still weighing in is the Middle East-Israeli-Palestinian conflict.
A mild downward pressure on prices emerged at the beginning of 2025 for metals, due to concerns about slowing industrial production and falling global demand for metals. The downside risks, however, will be counterbalanced by modest inventory levels and a structural lack of investment (mining, steel and manufacturing).
Geopolitical tensions with the new US administration, shrinking supply from oil producers, economic recovery in China and rising gas prices will be the hallmarks of the 2025 scenario.

Business performance

In particular, the Automotive market, which is the most relevant for the Indel B Group, was impacted by the negative cycle affecting both the European and US markets, recording a decrease of 12.4% and showing a turnover of Euro 127.3 million compared to Euro 145.3 million in the same period of 2023.

The Hospitality market showed a modest decrease of 4.3%, from Euro 15.9 million in 2023 to Euro 15.2 million in 2024. The decrease affected both sectors, in particular the Hotel sector recorded a decrease of 2.4% and the Cruise sector a decrease of 9.2%.

The Cooling Appliances market also recorded a modest decrease in revenues of 4.4%, with a result of Euro 9.4 million deriving exclusively from a decline in the Professional market relating to orders on refrigerators for storing milk (-16.7%), while it recorded a positive performance in the Home market relating to wine cellars (+13.0%).

There was a considerable decrease, albeit expected after the strong post-Covid growth, in the Leisure market, from Euro 25.8 million in 2023 to Euro 19.7 million in 2024, down by 23.3%. This decrease is attributable to both Marine products (-24.1%) and RV products (-22.3%).

On the other hand, the Component & Spare parts market recorded a positive performance, with an increase of 14.4% mainly driven by a good performance in sales of spare parts by the Autoclima group.

THE IMPORTANCE OF DATA AND NUMBERS IN THE RUNNING OF THE COMPANY

4. Overall Group performance

Analysis of the economic performance

The following table shows the income statement of the Group for the years ended 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	%	31/12/2023	%	Chg	% chg
Revenues	199,568	98.1%	221,157	97.6%	(21,589)	-9.8%
Other Revenues and income	3,945	1.9%	5,364	2.4%	(1,419)	-26.5%
Total revenues	**203,513**	**100.0%**	**226,521**	**100.0%**	**(23,008)**	**-10.2%**
Purchases and consumption of raw materials, semi-finished and finished products	(113,770)	-55.9%	(133,253)	-58.8%	19,483	-14.6%
Costs for services	(28,000)	-13.8%	(26,364)	-11.6%	(1,636)	6.2%
Personnel costs	(40,148)	-19.7%	(39,152)	-17.3%	(996)	2.5%
Other operating costs	(1,895)	-0.9%	(3,463)	-1.5%	1,568	-45.3%
Portion of the result of equity investments measured using the equity method	2,009	1.0%	243	0.1%	1,766	726.7%
Amortisation, depreciation, provisions and write-downs	(6,344)	-3.1%	(8,497)	-3.8%	2,153	-25.3%
EBIT	**15,365**	**7.5%**	**16,035**	**7.1%**	**(670)**	**-4.2%**
Finance income	645	0.3%	814	-0.5%	(169)	-20.8%
Finance costs	(1,258)	-0.6%	(1,929)	0.1%	671	-34.8%
Income (costs) from equity investments	-	0.0%	12	0.0%	(12)	-100.0%
Pre-tax profit (loss)	**14,752**	**7.2%**	**14,932**	**6.6%**	**(180)**	**-1.2%**
Income tax	(3,947)	-1.9%	(4,316)	-1.9%	369	-8.5%
Profit/(loss) for the year	**10,805**	**5.3%**	**10,616**	**4.7%**	**189**	**1.8%**
Minority profit/(loss) for the year	146	0.1%	181	0.1%	(35)	-19.3%
Group profit/(loss) for the year	**10,659**	**5.2%**	**10,435**	**4.6%**	**224**	**2.1%**
Basic and diluted earnings per share (in Euro)	1.96		1.85			

In order to assess the Group's performance, the Company's management monitors, among other things, Total revenues including Adjusted, EBITDA and Adjusted EBITDA, EBIT including Adjusted and Profit/(loss) for the year including Adjusted. Total Adjusted revenues, EBITDA, Adjusted EBITDA, Adjusted EBIT and Adjusted Profit/(loss) for the year are not identified as accounting measures under IFRSs and, therefore, should not be considered as alternatives to the measures presented in the Company's financial statements for assessing the Group's economic performance. The tables below show how these indicators are calculated.

(In thousands of Euro)	31/12/2024	%	31/12/2023	%	Chg	% chg
Revenues	203,513	100.0%	226,521	100.0%	(23,008)	-10.2%
Other non-recurring revenues and income (1)	(6)	0.0%	-	0.0%	(6)	-
Total Adjusted revenues	**203,507**	**100.0%**	**226,521**	**100.0%**	**(23,014)**	**-10.2%**

(1) For the year ended 31 December 2024, other non-recurring revenues and income refer to the recharging to Indel Webasto Marine S.r.l. of costs incurred for the implementation of the Group's CSRD reporting activities.

(In thousands of Euro)	31/12/2024	%	31/12/2023	%	Chg	% chg
Profit/(loss) for the year	10,805	5.3%	10,616	4.7%	189	1.8%
Income tax	3,947	1.9%	4,316	1.9%	(369)	-8.5%
Net finance (income)/costs	613	0.3%	1,115	0.5%	(502)	-45.0%
(Income)/costs from equity investments	-	0.0%	(12)	0.0%	12	-100.0%
Amortisation, depreciation, provisions and write-downs	6,344	3.1%	8,497	3.8%	(2,153)	-25.3%
EBITDA	**21,709**	**10.7%**	**24,532**	**10.8%**	**(2,823)**	**-11.5%**
Non-recurring (income)/costs (2)	1,007	0.5%	3,760	1.7%	(2,753)	-73.2%
Adjusted EBITDA	**22,716**	**11.2%**	**28,292**	**12.5%**	**(5,576)**	**-19.7%**

(2) For the year ended 31 December 2023, non-recurring extraordinary costs mainly related to the write-down of the equity investment in Elber Industria de Refrigeracao as a result of the Impairment Test of Euro 3.2 million and the remainder to consultancy costs. For the financial year ended 31 December 2024, non-recurring extraordinary expenses related to the write-down of the equity investment in Elber Industria de Refrigeracao as a result of the Impairment Test in the amount of Euro 348 thousand, consultancy costs for the voluntary public tender offer promoted by Indel B in June 2024 in the total amount of Euro 220 thousand, extraordinary consultancy costs, including expenses incurred for CSRD reporting implementation activities, in the amount of Euro 219 thousand, and the remainder mainly related to costs for the LTIP bonus for executives.

(In thousands of Euro)	31/12/2024	%	31/12/2023	%	Chg	% chg
EBIT	15,365	7.6%	16,035	7.1%	(670)	-4.2%
Non-recurring (income)/costs (3)	1,007	0.5%	4,741	2.1%	(3,734)	-78.8%
Adjusted EBIT	16,372	8.0%	20,776	9.2%	(4,404)	-21.2%

(3) Please refer to Note (2) on Adjusted EBITDA. In addition, as at 31 December 2023, non-recurring costs include the write-down of the entire goodwill of Indel B North America as a result of the Impairment Test for a residual Euro 980 thousand.

The most significant changes in the main items of the income statement for the years under review are briefly commented on below.

Total revenues

In 2024, "Total revenues" decreased by Euro 23,008 thousand (-10.2%), from Euro 226,521 thousand in 2023 to Euro 203,513 thousand in 2024. This trend is due to the decrease in "Revenues" of Euro 21,589 thousand and to the drop in "Other revenues and income" of Euro 1,419 thousand. With reference to the latter, it should be noted that, while in the year ended 31 December 2023 non-recurring income is not included, in the year ended 31 December 2024 these include non-recurring income for Euro 6 thousand. Net of this non-recurring income, "Total revenues" would have decreased by Euro 23,014 thousand (-10.2%) from Euro 226,521 thousand in the year ended 31 December 2023 to Euro 203,507 thousand in 2024.

Revenues from sales

The table below provides a breakdown of the item "Revenues from sales" for the financial years ended 31 December 2024 and 2023:

(In thousands of Euro)	31/12/2024	%	31/12/2023	%	Chg	% chg
Revenues from product sales	196,553	96.6%	218,566	96.5%	(22,013)	-10.1%
Sundry revenues	3,015	1.5%	2,591	1.1%	424	16.4%
Revenues from sales	199,568	98.1%	221,157	97.6%	(21,589)	-9.8%

During 2024, “Revenues from sales” decreased by Euro 21,589 thousand (-9.8%), from Euro 221,157 thousand in the year ended 31 December 2023 to Euro 199,568 thousand in the year 2024.

"Revenues from product sales" decreased by Euro 22,013 thousand from Euro 218,566 thousand in the year ended 31 December 2023 to Euro 196,553 thousand in 2024, with a general decrease in all countries in which we operate.

"Sundry revenues" increased by Euro 424 thousand from Euro 2,591 thousand in the year ended 31 December 2023 to Euro 3,015 thousand in 2024, mainly due to higher revenues from re-invoicing of moulds to customers.

In the financial years ended 31 December 2024 and 2023, 96.6% and 96.5%, respectively, of the Group's revenues from sales were represented by "Revenues from product sales".

AUTOMOTIVE

We have been working for years together with leading international manufacturers of commercial vehicles. We are bound for future.

An analysis of "Revenues from product sales" is provided below, based on:

- reference market
- geographical area.

“Revenues from product sales” by reference market

The table below provides a breakdown of "Revenues from product sales" by reference market for the years ended 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	%	31/12/2023	%	Chg	% chg
Automotive	127,271	64.8%	145,310	66.5%	(18,039)	-12.4%
Hospitality	15,211	7.7%	15,892	7.3%	(681)	-4.3%
Leisure time	19,736	10.0%	25,743	11.8%	(6,007)	-23.3%
Cooling Appliances	9,383	4.8%	9,813	4.5%	(430)	-4.4%
Components and spare parts	24,953	12.7%	21,809	10.0%	3,144	14.4%
Revenues from product sales	196,553	100.0%	218,566	100.0%	(22,013)	-10.1%

As shown in the table above, 66.5% of the Group's "Revenues from product sales" in 2024 is achieved through sales on the Automotive market.

The decrease in "Revenues from product sales" recorded in 2024 is mainly due to the combined effect of the following factors:

1. the decrease of Euro 18,039 thousand (-12.4%) in "Revenues from product sales" recorded in the Automotive market, from Euro 145,310 thousand for the year ended 31 December 2023 to Euro 127,271 thousand for the year ended 31 December 2024;

2. the decrease of Euro 681 thousand (-4.3%) in "Revenues from product sales" recorded in the Hospitality market, from Euro 15,892 thousand for the year ended 31 December 2023 to Euro 15,211 thousand for the year ended 31 December 2024;

3. the decrease of Euro 6,007 thousand (-23.3%) in "Revenues from product sales" recorded in the Leisure time market, from Euro 25,743 thousand for the year ended 31 December 2023 to Euro 19,736 thousand for the year ended 31 December 2024;

4. the decrease of Euro 430 thousand (14.4%) in "Revenues from product sales" recorded in the Cooling Appliances market, from Euro 9,813 thousand for the year ended 31 December 2023 to Euro 9,383 thousand for the year ended 31 December 2024;

5. the increase of Euro 3,144 thousand (-6.9%) in "Revenues from product sales" recorded in the Components & spare parts market, from Euro 21,809 thousand for the year ended 31 December 2023 to Euro 24,953 thousand for the year ended 31 December 2024.

The decrease in "Revenues from product sales" in the Automotive sector in 2024 compared to the year ended 31 December 2023 is attributable to the negative market cycle in both Europe and North America after the growth recorded in the post-pandemic years.

The Hospitality market recorded a modest decline, which affected both Hotels (-2.4%) and Cruise products (-9.2%), particularly for the European market.

The decrease in "Revenues from product sales" in the Leisure sector in 2024 compared to 2023 is attributable to both a slowdown in the Marine market and a decline in the RV market, after the strong expansion experienced in the post-pandemic years.

A modest decrease was also recorded in 2024 in “Revenues from product sales” from Cooling Appliances, due to the negative cycle that affected the Professional market relating to sales of refrigerators for milk storage in Europe, while there was a positive performance in sales in the Home market for wine cellars (+12.5%).

The only market to record a positive performance compared to the same period of the previous year is the Components & Spare parts, thanks to the sales of spare parts in air conditioning, recorded by the Autoclima group.

indelB Group

LEISURE TIME

Travel anywhere and feel at home. Our outdoor solutions rewrite the boundaries of climatic comfort and the best solutions for mobile refrigeration.

“Revenues from product sales” by geographical area

The table below provides a breakdown of revenues from product sales by the main geographical areas in which the Group operates for the years ended 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	%	31/12/2023	%	Chg	% chg
Europe (excluding Italy)	106,035	53.9%	118,786	54.3%	(12,751)	-10.7%
Italy	55,331	28.2%	56,265	25.7%	(934)	-1.7%
The Americas	30,176	15.4%	37,759	17.3%	(7,583)	-20.1%
Rest of the world	5,011	2.5%	5,755	2.6%	(744)	-12.9%
Revenues from product sales	196,553	100.0%	218,566	100.0%	(22,013)	-10.1%

As shown in the table above, in 2024, approximately 72% of the Group's "Revenues from product sales" were achieved outside Italy, and approx. 18% outside Europe.

In 2024, the incidence of each area did not change significantly compared to the total. In particular, the percentage of Revenues from Italy increased from 25.7% in 2023 to 28.2% in 2024, mainly at the expense of North America.

The decrease in the absolute value of "Revenues from product sales" recorded in 2024 is mainly due:

1. for Euro 12,751 thousand to Europe (excluding Italy), whose revenues decreased from Euro 118,786 thousand for the year ended 31 December 2023 to Euro 106,035 thousand for the year ended 31 December 2024;

2. for Euro 934 thousand to Italy, whose revenues decreased from Euro 56,265 thousand for the year ended 31 December 2023 to Euro 55,331 thousand for the year ended 31 December 2024;

3. for Euro 7,583 thousand to the Americas, whose revenues increased from Euro 37,759 thousand for the year ended 31 December 2023 to Euro 30,176 thousand for the year ended 31 December 2024;

4. for Euro 744 thousand to the increase in sales recorded in the Rest of the World, whose revenues increased from Euro 5,755 thousand for the year ended 31 December 2023 to Euro 5,011 thousand for the year ended 31 December 2024;

The decrease of Euro 12,751 thousand in "Revenues from product sales" in Europe (excluding Italy) is almost exclusively concentrated in the Automotive market, to which a decrease in all other markets except Components & Spare parts is added, due to the good trend in sales of air-conditioning spare parts recorded by the Autoclima group.

The decrease of Euro 934 thousand in “Revenues from product sales” in Italy is exclusively concentrated on the Leisure market, basically due to sales to the associated company IWM, while there was a positive performance in sales of Cooling Appliances, particularly also in the Professional market, consequently to the contribution of new customers, and in Hospitality.

The decrease of Euro 7,583 thousand in “Revenues from product sales” recorded in the Americas is almost exclusively concentrated in a decline in sales of the Automotive market in North America; the performance of the Leisure market was also negative.

The decrease of Euro 744 thousand in "Revenues from product sales" in the Rest of the World is generalised across all markets in which the Group operates, with particular reference to Leisure.

Other revenues and income

The table below provides a breakdown of the item "Other revenues and income" for the financial years ended 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	%	31/12/2023	%	Chg	% chg
Government grants	76	0.0%	214	0.1%	(138)	-64.5%
Foreign currency gains	837	0.4%	1,275	0.6%	(438)	-34.4%
Compensation, damages and other income	3,032	1.5%	3,875	1.7%	(843)	-21.8%
Other revenues and income	3,945	1.9%	5,364	2.4%	(1,419)	-26.5%

In 2024, "Other revenues and income" decreased by Euro 1,419 thousand, from Euro 5,364 thousand in 2023 to Euro 3,945 thousand in 2024. This performance is mainly due to the fact that an extraordinary income received from the insurance company of Euro 1,685 thousand and related to the damage caused by the heavy snowfall in January 2023 was recognised in the previous year. Following checks and assessments, the damage caused by the bad weather was fully reimbursed by the insurance company. On the other hand, in the year 2024 income was recognised in respect of the insurance reimbursement related to the claim with the customer DAF, in the amount of Euro 650 thousand. Foreign currency gains from purchase and sale transactions in US dollars also played a role. This value is to be read with foreign exchange losses of Euro 929 thousand as at 31 December 2024 and Euro 1,585 thousand as at 31 December 2023.

Purchases and consumption of raw materials, semi-finished and finished products

The table below provides a breakdown of the item "Purchases and consumption of raw materials, semi-finished and finished products" for the financial years ended 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	%	31/12/2023	%	Chg	% chg
Purchases of raw materials, consumables and goods and change in inventories of raw materials	116,553	57.3%	129,358	57.1%	(12,805)	-9.9%
Change in inventories of finished and semi-finished products	(2,783)	-1.4%	3,895	1.7%	(6,678)	-171.5%
Total	113,770	55.9%	133,253	58.8%	(19,483)	-14.6%

During 2024, "Purchases and consumption of raw materials, semi-finished and finished products" decreased by Euro 19,483 thousand (-14.6%), from Euro 133,253 thousand in the year ended 31 December 2023 to Euro 113,770 thousand in the year ended 31 December 2024.

As a percentage of "Total Revenues", "Purchases and consumption of raw materials, semi-finished and finished products" (including change in inventories) decreased in 2024 from 58.8% for the year ended 31 December 2023 to 55.9% for the year ended 31 December 2024, due to both the different revenue mix compared to the previous year and the decline in revenues itself, as a result of both a slight decrease in the prices of raw materials and the different mix of turnover compared to the previous year as well as the decline in revenues itself, and the impact of the change in inventories resulting from a more efficient management of supplies, also aimed at managing the difficulties linked to the consequences of the current war conflicts.

Costs for services

The table below provides a breakdown of the item "Costs for services" for the financial years ended 31 December 2024 and 2023:

(In thousands of Euro)	31/12/2024	%	31/12/2023	%	Chg	% chg
Transport	12,001	5.9%	11,356	5.0%	645	5.7%
Consultancy	2,546	1.3%	2,484	1.1%	62	2.5%
Maintenance	1,839	0.9%	1,672	0.7%	167	10.0%
Fees to directors and statutory auditors	887	0.4%	932	0.4%	(45)	-4.8%

Exhibitions, trade fairs and advertising	1,230	0.6%	1,136	0.5%	94	8.3%
Insurance companies	1,541	0.8%	1,492	0.7%	49	3.3%
Utilities	1,124	0.6%	1,304	0.6%	(180)	-13.8%
Premiums and commissions	667	0.3%	605	0.3%	62	10.2%
Outsourced work	803	0.4%	843	0.4%	(40)	-4.7%
Travel expenses	793	0.4%	732	0.3%	61	8.3%
Customer service costs	890	0.4%	805	0.4%	85	10.6%
Quality certification costs	671	0.3%	416	0.2%	255	61.3%
Costs for leased assets	178	0.1%	201	0.1%	(23)	-11.4%
Other costs	2,830	1.4%	2,386	1.1%	444	18.6%
Total	28,000	13.8%	26,364	11.6%	1,636	6.2%

In 2024, "Costs for services" increased by Euro 1,636 thousand (6.2%), from Euro 26,364 thousand in the year ended 31 December 2023 to Euro 28,000 thousand in the year ended 31 December 2024. This increase was largely due to transport costs for imports from China and consultancy costs incurred for the voluntary public tender offer promoted by Indel B in June 2024 totalling Euro 220 thousand.
As a percentage of "Total revenues", "Costs for services" increased in 2024 from 11.6% for the year ended 31 December 2023 to 13.8% for the year ended 31 December 2024.

Personnel costs

The table below provides a breakdown of the item "Personnel costs" for the financial years ended 31 December 2024 and 2023:

(In thousands of Euro)	31/12/2024	%	31/12/2023	%	Chg	% chg
Wages and salaries	28,520	14.0%	26,357	11.6%	2,163	8.2%
Social security costs	8,411	4.1%	8,153	3.6%	258	3.2%
Temporary work	737	0.4%	2,243	1.0%	(1,506)	-67.1%
Provisions for personnel	1,732	0.9%	1,611	0.7%	121	7.5%
Other costs	748	0.4%	788	0.3%	(40)	-5.1%
Total	40,148	19.7%	39,152	17.3%	996	2.5%

The table below shows the average number of employees (FTE) of the Company, broken down by category, for the years ended 31 December 2024 and 2023.

(In units)	31/12/2024	31/12/2023
	Average	Average
Executives	18	16
Middle Managers	27	23
White-collar workers	185	183
Blue-collar workers	581	621
Temporary workers	22	55
Total	833	897

In 2024, "Personnel costs" increased by Euro 996 thousand (2.5%), from Euro 39,152 thousand in the year ended 31 December 2023 to Euro 40,148 thousand in the year ended 31 December 2024. Although the average number of employees decreased during 2024, particularly in the categories of internal workers and temporary workers, in relation to the decline in turnover, total costs remained virtually unchanged due to the wage increase for workers, applied in June 2023 and June 2024, in line with the national collective labour agreement for metalworkers, which was necessary to mitigate the effects of inflation on the purchasing power of the workforce.

As a percentage of "Total revenues", "Personnel costs" increased by 2.5 percentage points from 17.3% for the year ended 31 December 2023 to 19.7% for the year ended 31 December 2024.

Other operating costs

The table below provides a breakdown of the item "Other operating costs" for the financial years ended 31 December 2024 and 2023:

(In thousands of Euro)	31/12/2024	%	31/12/2023	%	Chg	% chg
Foreign exchange losses	929	0.5%	1,585	0.7%	(656)	-41.4%
Taxes	329	0.2%	338	0.1%	(9)	-2.7%
Losses on receivables	13	0.0%	40	0.0%	(27)	-67.5%
Other operating costs	624	0.3%	1,500	0.7%	(876)	-58.4%
Total	1,895	0.9%	3,463	1.5%	(1,568)	-45.3%

In 2024, "Other operating costs" decreased by Euro 1,568 thousand (-45.3%). This trend is basically due to the decrease of Euro 876 thousand in other operating costs, since in the previous years these included the costs incurred to cope with the state of emergency created following the heavy snowfall in January 2023. This is also affected by the decrease in foreign exchange losses, which amounted to Euro 929 thousand for 2024 and Euro 1,585 thousand for 2023, related to the trend of the US dollar against the Euro.

Portion of the result of equity investments measured using the equity method

The table below shows the breakdown of the item "Portion of the result of equity investments measured using the equity method" for the financial years ended 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	%	31/12/2023	%	Chg	% chg
Indel Webasto Marine	1,930	1.0%	2,761	1.2%	(831)	-30.1%
Elber Industria de Refrigeracao Ltda	79	0.0%	(2,518)	-1.1%	2,597	-103.1%
Total	2,009	1.0%	243	0.1%	1,766	726.7%

During 2024, the "Portion of results of consolidated equity investments using the equity method" increased by Euro 1,766 thousand from Euro 243 thousand in the year ended 31 December 2023 to Euro 2,009 thousand in the year ended 31 December 2024. Following the Impairment Test, the equity investment in the Brazilian company Elber Industria de Refrigeracao was written down by Euro 3.2 million as at 31 December 2023, and by Euro 0.3 million as at 31 December 2024.

HOSPITALITY

Iconic design and advanced comfort.
The perfect combination of timeless design and the most advanced technology to respect the environment.

EBITDA and Adjusted EBITDA

As a result of the above comments, EBITDA decreased by Euro 2,823 thousand (-11.5%) during the year, from Euro 24,532 thousand in the year ended 31 December 2023 to Euro 21,709 thousand in the year ended 31 December 2024. This effect is mainly due to the fact that in the year under review, the Group recorded a decrease in "Total revenues" of Euro 23,008 thousand (-10.2%), from Euro 226,521 thousand in 2023 to Euro 203,513 thousand in 2024, as well as a decrease in operating costs and, in particular, in the costs of purchasing and consuming raw materials, semi-finished and finished products Euro 19,483 thousand (-14.6%) from Euro 133,253 thousand in the financial year ended 31 December 2023 to Euro 113,770 thousand in the financial year ended 31 December 2024. The portion of the result of equity investments measured using the equity method had a positive impact, which increased by Euro 1,766 thousand. In percentage terms, the ratio of EBITDA to "Total revenues" remained essentially stable, from 10.8% for the year ended 31 December 2023 to 10.7% for the year ended 31 December 2024. EBITDA net of non-recurring items decreased by Euro 5,576 thousand (-19.7%), from Euro 28,292 thousand in the year ended 31 December 2023 to Euro 22,716 thousand in the year ended 31 December 2024. In percentage terms, the ratio of Adjusted EBITDA to Total Adjusted revenues was 11.2% for the year ended 31 December 2024 and 12.5% for the year ended 31 December 2023.

Amortisation, depreciation, provisions and write-downs

The table below provides a breakdown of the item "Amortisation, depreciation, provisions and write-downs" for the financial years ended 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	%	31/12/2023	%	Chg	% chg
Depreciation of property, plant and machinery	4,227	2.1%	3,811	1.7%	416	10.9%
Amortisation of intangible assets	909	0.4%	1,034	0.5%	(125)	-12.1%
Depreciation of right of use	747	0.4%	666	0.3%	81	12.2%
Write-down of receivables and other assets	147	0.1%	1,099	0.5%	(952)	-86.6%
Provisions for risks and charges	314	0.2%	1,887	0.8%	(1,573)	-83.4%
Total	6,344	3.1%	8,497	3.8%	(2,153)	-25.3%

During 2024, the costs for "Amortisation, depreciation, provisions and write-downs" decreased by Euro 2,153 thousand (-25.3%), from Euro 8,497 thousand in the year ended 31 December 2023 to Euro 6,344 thousand in the year ended 31 December 2024, partly due to the decrease in provisions for risks and charges, which included, as at 31 December 2023, both a provision of Euro 840 thousand as a result of a defect reported by the DAF customer in relation to an electronic component in some refrigerators and Euro 120 thousand for the recall campaign initiated by the customer Iveco in 2022, both concluded in 2024, and the decrease in the write-down of receivables and other assets, which as at 31 December 2023 included the write-down of the entire goodwill recorded against the elimination of the equity investment in Indel B North America of Euro 980 thousand. The increase of Euro 416 thousand in depreciation of property, plant and machinery is due to investments made during the year.

As a percentage of "Total revenues", "Amortisation, depreciation, provisions and write-downs" decreased from 3.8% to 3.1% as at 31 December 2024.

EBIT and Adjusted EBIT

In 2024, "EBIT" decreased by Euro 670 thousand (-4.2%), from Euro 16,035 thousand in the year ended 31 December 2023 to Euro 15,365 thousand in the year ended 31 December 2024. This trend is due to the decrease of Euro 2,823 thousand in EBITDA as well as the decrease of Euro 2,153 thousand in "Amortisation, depreciation, provisions and write-downs" commented above. It should be noted that, net of the non-recurring income and costs commented above, EBIT would amount to Euro 16,372 thousand in 2024, showing a decrease of Euro 4,404 thousand between the two financial years.

Net finance costs

The table below provides a breakdown of the item "Net finance costs" for the financial years ended 31 December 2024 and 2023:

(In thousands of Euro)	31/12/2024	%	31/12/2023	%	Chg	% chg
Interest income	362	0.2%	319	0.1%	43	13.5%
Other finance income	283	0.1%	495	0.2%	(212)	-42.8%
Total finance income	**645**	**0.3%**	**814**	**0.4%**	**(169)**	**-20.8%**
Interest expenses on current accounts, mortgages, loans and rights of use	(1,109)	-0.5%	(975)	-0.4%	(134)	13.7%
Bank charges and other finance costs	(149)	-0.1%	(954)	-0.4%	805	-84.4%
Total finance costs	**(1,258)**	**-0.6%**	**(1,929)**	**-0.9%**	**671**	**-34.8%**
Total	**(613)**	**-0.3%**	**(1,115)**	**-0.5%**	**502**	**-45.0%**

Financeincome decreased by Euro 169 thousand (-20.8%) from Euro 814 thousand in 2023 to Euro 645 thousand in 2024.

The item "Interest expenses on current accounts, mortgages and loans" increased due to new loans taken out in 2024. The interest rates on new loans obtained in 2023 and in the first half of 2024 increased significantly compared to those obtained in previous periods, when the rates on the markets were much lower. The group has chosen to take out fixed-rate loans in order to limit the risk generated by the sharp rise in interest rates.

The item “Bank charges and other finance costs” decreased due to the recognition in 2023 of a realised foreign exchange loss arising from the collection of the last tranche of the receivable generated by the sale of the investment in Guangdong.

Income from equity investments

The table below provides a breakdown of the item "Income from equity investments" for the financial years ended 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	31/12/2023
Income from equity investments	0	12
Total	0	12

During 2023, a positive difference of Euro 12 thousand was generated from the sale of a further 2% of the shareholding in Indel B Germany GMBH.

Income tax

The table below provides a breakdown of the item "Income tax" for the financial years ended 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	%	31/12/2023	%	Chg	% chg
Current taxes (IRES, IRAP)	3,846	1.9%	4,841	2.1%	(995)	-20.6%
Deferred tax assets/liabilities	2	0.0%	(439)	-0.2%	441	-100.5%
Taxes related to previous years	99	0.0%	(86)	0.0%	185	-215.1%
Total	3,947	1.9%	4,316	1.9%	(369)	-8.5%

The table below shows the reconciliation between theoretical and effective taxes for the years ended 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	%	31/12/2023	%
Pre-tax profit (loss)	14,752		14,932	
Theoretical income tax (IRES)	3,540	24.0%	3,584	24.0%
IRAP	646	4.4%	966	6.5%
Tax effect of permanent differences and other differences	(239)	(1.6%)	(234)	(1.6%)
Taxes	3,947		4,316	
Effective tax rate		26.8%		28.9%

"Income tax" decreased by Euro 369 thousand, from Euro 4,316 thousand in the year ended 31 December 2023 to Euro 3,947 thousand in the year ended 31 December 2024.

As a percentage of "Pre-tax profit (loss)", the ratio increased from 28.9% for the year ended 31 December 2023 to 26.8% for the year ended 31 December 2024.

Profit/(loss) for the year and Adjusted Profit/(loss) for the year

In 2024, Profit/(loss) for the year increased by Euro 189 thousand (1.8%), from Euro 10,616 thousand in the year ended 31 December 2023 to Euro 10,805 thousand in the year ended 31 December 2024. This change, compared to the change in EBIT commented on above, is due to a lower impact of income tax.

As a percentage of "Total revenues", there was an increase of 0.6 percentage points from 4.7% for the year ended 31 December 2023 to 5.3% for the year ended 31 December 2024.

Net of the non-recurring items discussed above, the "Profit/(loss) for the year" would have decreased by Euro 3,573 thousand, from Euro 15,200 thousand in the year ended 31 December 2023 to Euro 11,627 thousand in the year ended 31 December 2024. The ratio to Total Adjusted revenues would have decreased from 6.7% for the year ended 31 December 2023 to 5.7% for the year ended 31 December 2024.

COOLING APPLIANCES

Indel B's specialised team
and manufacturing excellence result
in products that strike the right balance
between quality and affordability for the home
and Restaurant & Catering market.

Analysis of the statement of financial position

The table below shows the reclassified statement of financial position of the Group by "Sources and Uses" as at 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	31/12/2023	Chg	% chg
Uses				
Net fixed assets (*)	75,112	71,090	4,022	5.7%
Net working capital (*)	59,661	63,462	(3,801)	-6.0%
Net invested capital (*)	**134,773**	**134,552**	**221**	**0.2%**
Sources				
Shareholders' equity	124,479	127,101	(2,622)	-2.1%
Net financial indebtedness (*)	10,294	7,451	2,843	38.2%
Total sources of funds	**134,773**	**134,552**	**221**	**0.2%**

(*) It should be noted that Net fixed assets, Net working capital, Net invested capital and Net financial indebtedness are not identified as accounting measures under IFRS and, therefore, should not be considered as alternative measures to those provided by the Company's consolidated financial statements for measuring the Group's economic performance and relative financial position.

A brief analysis of the main items included in the reclassified statement by "Sources and Uses" as at 31 December 2024 and 2023 is shown below.

Net fixed assets

The table below provides a breakdown of "Net fixed assets" as at 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	31/12/2023	Chg	% chg
Goodwill	7,146	7,146	-	0.0%
Intangible assets	9,874	10,593	(719)	-6.8%
Property, plant and machinery	48,437	44,100	4,337	9.8%
Right of use	2,902	2,965	(63)	-2.1%
Equity investments measured using the equity method	12,795	13,505	(710)	-5.3%
Non-current financial assets	13	13	-	0.0%
Provisions for risks and charges	(3,009)	(4,191)	1,182	-28.2%
Employee benefits	(1,456)	(1,506)	50	-3.3%
Other non-current assets and liabilities (*)	(1,590)	(1,535)	(55)	3.6%
Total net fixed assets	75,112	71,090	4,022	5.7%

(*) Includes the following items drawn from the consolidated statement of financial position: (I) Other equity investments; (II) Other receivables and other non-current assets; and (III) Deferred tax assets and liabilities.

The item "Goodwill" of Euro 7,146 thousand as at 31 December 2024, relates to the acquisitions of Clima Motive and Autoclima during the 2017 financial year. As at 31 December 2023, the goodwill generated by the acquisition of Indel B North America, which took place at the beginning of 2019, was fully written down (original goodwill amounting to Euro 1,380 thousand). The Directors, following an impairment test performed by an independent third-party expert and the respective sensitivity analyses, had decided to write down the remaining goodwill relating to Indel B North America, for Euro 980 thousand.

The item "Intangible Assets", amounting to Euro 9,874 thousand as at 31 December 2024 (Euro 10,593 thousand as at 31 December 2023), mainly includes: *(I)* brand, whose value mainly resulted from the Purchase Price Allocation process related to the acquisitions of Clima Motive and Autoclima during 2018 amounting to Euro 2,912 thousand; (*II*) customer list, the value of which resulted from the Purchase Price Allocation process related to the acquisitions of Clima Motive and Autoclima during 2018, for a residual Euro 562 thousand and to the acquisition of SEA during 2021 for a residual Euro 5,705; (*III*) development costs related to specific projects, in particular: (i) the development of milk storage refrigerators for specific manufacturers of automatic espresso machines, (ii) the development of refrigerators (with compressor or thermoelectric refrigeration system) and different locking systems for the "Hospitality" market, (III) the development of refrigerators for the ambulance and van markets, *(IV)* the development of refrigerators and freezers for the Leisure Time market with a focus on the Marine segment, and *(V)* development of new types of parking air conditioning for trucks.

The item “Property, plant and machinery” of Euro 48,437 thousand as at 31 December 2024 (Euro 44,100 thousand as at 31 December 2023) mainly refers to land, buildings, plant and machinery that are functional to the Group's activities. In particular, this item mainly includes the value of: (*I*) buildings owned by the Group and leasehold improvements of Euro 25,735 thousand as at 31 December 2024 (Euro 22,517 thousand as at 31 December 2023); (*II*) plant and machinery of Euro 12,510 thousand as at 31 December 2024 (Euro 8,923 thousand as at 31 December 2023); and (*III*) land of Euro 4,657 thousand as at 31 December 2024 (Euro 4,305 thousand as at 31 December 2023).

The item "Right of Use" as at 31 December 2024 amounts to Euro 2,902 thousand and refers to the adoption of IFRS 16.

The item "Equity investments measured using the equity method" of Euro 12,795 thousand as at 31 December 2024 (Euro 13,505 thousand as at 31 December 2023), includes the investments: (*I*) in the company Indel Webasto Marine, jointly controlled with the company Webasto Thermo & Comfort SE of Euro 9,004 thousand; and (*II*) in the associate Elber Industria de Refrigeracao of Euro 3,791 thousand, the equity investment of which was acquired during 2017.

The item “Provisions for risks and charges,” of Euro 3,009 thousand as at 31 December 2024 (Euro 4,191 thousand as at 31 December 2023), includes: (i) the provision for agents’ leaving indemnities of Euro 53 thousand as at 31 December 2024 (Euro 247 thousand as at 31 December 2023), the reduction of which derives from the fact that during 2024, one of the Company's main agents terminated his mandate with Indel B, which requested the intervention of an expert to assess the amount of severance pay due; since the amount to be paid is not yet certain, the Company has decided to transfer the provision accumulated over the years, amounting to Euro 228 thousand, from the supplementary customer indemnity provision to other provisions, pending the resolution of the matter; (ii) the product guarantee fund of Euro 1,138 thousand as at 31 December 2024 (Euro 2,065 thousand as at 31 December 2023), determined on the basis of historical information relating to the nature, frequency, and average cost of repairs under guarantee on the Group's products, the decrease of which mainly derives from the closure of the defect report concerning the customer DAF and the conclusion of the recall campaign of the customer IVECO; and (iii) other provisions for risks and charges of Euro 1,818 thousand as at 31 December 2024 (Euro 1,879 thousand as at 31 December 2023), whose changes in the period mainly refer to: (*i*) the allocation of Euro 192 thousand to the provision for charges related to the three-year LTIP concerning strategic executives; (*ii*) the reclassification of the provision for agents’ leaving indemnities of Euro 228 thousand relating to the provision accumulated for the agent who left during 2024, as described above. The provision set aside as at 31 December 2022 of Euro 150 thousand for legal costs related to a dispute already existing at the end of the reporting period relating to the company ESC remains unchanged, which, on 21 March 2023, was served with proceedings brought before the commercial chamber of the Court of Strasbourg by the customer Soframe - Société Francaise de Materiél ("Soframe") and Lohr Industries ("Lohr"), concerning the complaint by the latter of alleged defects and malfunctions found in air-conditioning systems designed, manufactured, installed and sold by Electric Station Climatisation S.A.S. under a contract for the supply of military vehicles to the Saudi National Guard and the provision set aside always as at 31 December 2022, out of an abundance of caution and prudence, of Euro 1 million on the subsidiary Autoclima S.p.A. due to the restrictive measures introduced by European regulations on transactions with Russian counterparties.

The item "Employee benefits" of Euro 1,456 thousand as at 31 December 2024 (Euro 1,506 thousand as at 31 December 2023) includes the provision for post employment benefits that includes the estimate of the obligation, determined on the basis of actuarial techniques, related to the amount to be paid to employees of Indel B, Condor B, Autoclima and SEA upon termination of employment.

The item "Other non-current assets and liabilities" amounting to liabilities of Euro 1,590 thousand as at 31 December 2024 (assets Euro 1,535 thousand as at 31 December 2023), includes Deferred tax liabilities deriving from the Purchase Price Allocation process related to the acquisitions of Clima Motive and Autoclima during 2018 and to the acquisition of SEA during 2021.

Net working capital

The table below provides a breakdown of "Net working capital" as at 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	31/12/2023	Chg	% chg
Inventories	64,834	61,250	3,584	5.9%
Trade receivables	35,043	39,173	(4,130)	-10.5%
Income tax receivables	1,268	1,643	(375)	-22.8%
Trade payables	(35,018)	(33,018)	(2,000)	6.1%
Income tax payables	(40)	(469)	429	-91.5%
Other current assets and liabilities (*)	(6,426)	(5,117)	(1,309)	25.6%
Total net working capital	**59,661**	**63,462**	**(3,801)**	**-6.0%**

(*) Includes the following items drawn from the consolidated statement of financial position: (i) Other receivables and other current assets and (ii) Other current liabilities.

During 2024, net working capital decreased by Euro 3,801 thousand, mainly due to the combined effect of: (*i*) an increase in the item Inventories of Euro 3,584 thousand; (*ii*) a decrease in the item Trade receivables of Euro 4,130 thousand; (*iii*) a drop in the item Trade payables of Euro 2,000; (*iv*) a decrease in assets of the item Other current assets and liabilities of Euro 1,309, mainly with reference to a decrease in the VAT credit.

The main items included in Net working capital for the years under review are briefly commented on below.

The item "Inventories" of Euro 64,834 thousand as at 31 December 2024 (Euro 61,250 thousand as at 31 December 2023) mainly includes the value at the end of the reporting period of stock of: (*i*) finished products and goods for resale of Euro 29,980 thousand as at 31 December 2024 (Euro 26,939 thousand as at 31 December 2023); and (*ii*) raw materials and consumables used by the Group to carry out its production activities of Euro 35,366 thousand as at 31 December 2024 (Euro 33,920 thousand as at 31 December 2023) and (*iii*) work in progress and semi-finished goods of Euro 2,506 thousand as at 31 December 2024 (Euro 2,980 thousand as at 31 December 2023). The increase in inventories is the combined result of higher procurement in recent years, given the longer delivery times due to the conflict in Palestine and the Houthi issue, and the reduction in turnover recorded in 2024.

The table below shows the inventory turnover ratio and average inventory days for the years ended 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	31/12/2023
Annual turnover ratio (1)	1.8	2.0
Days Inventory Outstanding (DIO) (2)	185.6	153.0

(1) The inventory turnover ratio is calculated as the ratio of Purchases of raw materials, consumables and goods over 12 months to Inventories.
(2) The DIO are calculated as the ratio of Inventories to (Purchases of raw materials, consumables and goods over 12 months x 365).

The item "Trade receivables" of Euro 35,043 thousand as at 31 December 2024 (Euro 39,173 thousand as at 31 December 2023) includes the value at the end of the reporting period of the Group's receivables from: (*i*) customers of Euro 33,810 thousand as at 31 December 2024 (Euro 37,782 thousand as at 31 December 2023); and (*ii*) related parties of Euro 1,233 thousand as at 31 December 2024 (Euro 1,391 thousand as at 31 December 2023).

The table below summarises the breakdown of trade receivables by maturity as at 31 December 2024 and 2023, showing the coverage of the bad debt provision.

(In thousands of Euro)	Breakdown of trade receivables by maturity				
	31/12/2024	Falling due	Past due within 90 days	Past due between 90 and 180 days	Past due for more than 180 days
Trade receivables before provision	35,785	33,802	1,760	111	112
Bad debt provision	(742)	(117)	(439)	(109)	(77)
Total trade receivables	35,043	33,685	1,321	2	35

(In thousands of Euro)	Breakdown of trade receivables by maturity				
	31/12/2023	Falling due	Past due within 90 days	Past due between 90 and 180 days	Past due for more than 180 days
Trade receivables before provision	39,961	37,079	2,589	74	219
Bad debt provision	(788)	(84)	(544)	(47)	(113)
Total trade receivables	39,173	36,995	2,045	27	106

Trade receivables past due and/or in litigation not covered by the provision amounted to Euro 1,265 thousand as at 31 December 2024 (3.6% of total trade receivables) and Euro 2,178 thousand as at 31 December 2023 (5.6% of total trade receivables) and mainly referred to those past due within 90 days. The Group believes that most of past due receivables, not covered by the provision, refer to physiological situations related to the business activity carried on and for which no critical issues are identified.

The table below summarises the Average number of days to collect trade receivables as at 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	31/12/2023
Average number of days to collect trade receivables (1)	64	65

(1) The average number of days to collect trade receivables is calculated as the ratio of (Trade receivables X 365 to Revenues from sales over 12 months) before VAT.

The table below shows the concentration of trade receivables as at 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	31/12/2023
Receivables from the first customer as a percentage of total trade receivables	9%	7%
Receivables from the top five customers as a percentage of total trade receivables	29%	28%
Receivables from the top ten customers as a percentage of total trade receivables	46%	41%

The concentration of "Trade receivables" in all years under review is influenced by the limited number of customers that characterises the sector in which the Group operates and, in particular, the Automotive and Leisure Time markets.

The item "Trade payables" of Euro 35,018 thousand as at 31 December 2024 (Euro 33,018 thousand as at 31 December 2023) mainly includes the value of payables related to the supply of raw materials, components, equipment, machinery and the provision of services.

The table below summarises the breakdown of trade payables by maturity as at 31 December 2024 and 2023.

(In thousands of Euro)	Breakdown of trade payables by maturity				
	31/12/2024	Falling due	Past due within 90 days	Past due between 90 and 180 days	Past due for more than 180 days
Trade payables	35,018	34,678	213	30	97
Total	35,018	34,678	213	30	97

(In thousands of Euro)	Breakdown of trade payables by maturity				
	31/12/2023	Falling due	Past due within 90 days	Past due between 90 and 180 days	Past due for more than 180 days
Trade payables	33,018	32,767	221	7	23
Total	33,018	32,767	221	7	23

The table below summarises the Days Payable Outstanding (DPO) as at 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	31/12/2023
Days Payable Outstanding (DPO) (1)	89	74

(2) Days Payable Outstanding (DPO) are calculated as the ratio of (trade payables x 365) to the sum of Cost of raw materials, consumables and goods, Cost for services, Costs for leased assets and Other operating costs over 12 months before VAT.

The table below shows the concentration of trade payables as at 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	31/12/2023
Payables to the first supplier as a percentage of total trade payables	13%	10%
Payables to the top five suppliers as a percentage of total trade payables	32%	31%
Payables to the top ten suppliers as a percentage of total trade payables	42%	40%

The concentration of "Trade payables" in all the years under review is influenced by the small number of suppliers. However, with the exception of purchases from Secop GmbH (now Nidec), the main supplier of compressors used in the production of refrigerators, and from Guangdong Iceco Enterprise Co. Ltd, supplier of semi-finished and finished products, the Group is not significantly dependent on any supplier of raw materials and semi-finished products used in its production process.

The item "Other current assets and liabilities", amounting to liabilities of Euro 6,426 thousand as at 31 December 2024 (Euro 5,117 thousand as at 31 December 2023) mainly includes: (*i*) tax receivables, relating to receivables from the tax authorities for VAT; (*ii*) payables to employees for wages and salaries to be paid, for holidays accrued but not taken at the end of the reporting period, and for production bonuses, amounting to Euro 5,404 thousand as at 31 December 2024 (Euro 5,201 thousand as at 31 December 2023). The change is mainly due to the reduction in the VAT credit, which was refunded by the Inland Revenue Agency in the second half of 2024.

Net financial indebtedness

The table below shows the breakdown of net financial indebtedness of the Group as at 31 December 2024 and 2023, determined in accordance with CONSOB Communication of 28 July 2006 and in compliance with ESMA Recommendations/2013/319.

(In thousands of Euro)	31/12/2024	31/12/2023
A. Cash and cash equivalents	16,234	18,379
B. Cash equivalents	-	16,000
C. Other current financial assets	34	124

D. Liquidity (A)+(B)+(C)	16,268	34,503
E. Current financial payable (including debt instruments, but excluding the current portion of non-current financial payable)	(1,464)	(2,161)
F. Current portion of the non-current financial payable	(14,784)	(24,342)
G. Current financial indebtedness (E)+(F)	(16,248)	(26,503)
H. Net current financial indebtedness (G)+(D)	20	8,000
I. Non-current financial payable (excluding the current portion and debt instruments)	(10,314)	(15,451)
J. Debt instruments	-	-
K. Other trade payables and other non-current payables	-	-
L. Non-current financial indebtedness (I)+(J)+(K)	(10,314)	(15,451)
M. Total financial indebtedness (H)+(L)	(10,294)	(7,451)

As at 31 December 2024, the Group's financial indebtedness is mainly expressed in fixed interest rates. Consequently, the Group is not exposed to the risks related to interest rate fluctuations.

The group took out new loans of approximately Euro 15.0 million in 2024. This was necessary to finance the expansion of the production plant of Indel B in Novafeltria (RN) and of Autoclima in Cambiano (TO) and Russi (RA), to build the new company Lindel and to pay a dividend amount of Euro 0.80 per share.

The items "Current financial payable" and "Non-current financial payable" include the payable for finance and operating lease payables related to the recognition of the right of use following the introduction of IFRS 16 of Euro 3,031 thousand, the payable to the Ministry of Euro 493 thousand and the payable for SIMEST loans of Euro 358 thousand.

It should be noted that as at 31 December 2024, the Group's gross financial indebtedness is represented by loans denominated in Euro, the Group's functional currency.

At the same date, a portion of Euro 4,506 thousand of the Group's cash and cash equivalents was denominated in currencies other than the euro.

The Group's net financial indebtedness as at 31 December 2024 includes positions with related parties; for further details, please refer to paragraph 2.13 of the Notes to the Consolidated Financial Statements.

5. Economic and financial summary of Indel B S.p.A.

As is the case for the group, the tables below show the main economic and financial indicators, which are not identified as accounting measures under IFRS, used by management to monitor the economic and financial performance of Indel B SpA.

(In thousands of Euro)	31/12/2024	%	31/12/2023	%	Chg	% chg
Revenues	121,458	97.2%	143,921	96.6%	(22,463)	-15.6%
Other Revenues and income	3,454	2.8%	4,995	3.4%	(1,541)	-30.9%
Total revenues	**124,912**	**100.0%**	**148,916**	**100.0%**	**(24,004)**	**-16.1%**
Purchases and consumption of raw materials, semi-finished and finished products	(70,554)	-56.5%	(91,076)	-61.2%	20,522	-22.5%
Costs for services	(18,890)	-15.1%	(17,540)	-11.8%	(1,350)	7.7%
Personnel costs	(23,226)	-18.6%	(22,913)	-15.4%	(313)	1.4%
Other operating costs	(753)	-0.6%	(2,473)	-1.7%	1,720	-69.6%
Amortisation, depreciation, provisions and write-downs	(4,747)	-3.8%	(8,821)	-5.9%	4,074	-46.2%
EBIT	**6,743**	**5.4%**	**6,093**	**4.1%**	**650**	**10.7%**
Finance income	716	0.6%	921	0.6%	(206)	-22.3%
Finance costs	(991)	-0.8%	(1,698)	-1.1%	707	-41.6%
Income (costs) from equity investments	3,040	2.4%	1,986	1.3%	1,054	53.1%
Pre-tax profit (loss)	**9,508**	**7.6%**	**7,302**	**4.9%**	**2,206**	**30.2%**
Income tax	(2,290)	-1.8%	(2,387)	-1.6%	97	-4.1%
Profit/(loss) for the year	**7,218**	**5.8%**	**4,915**	**3.3%**	**2,303**	**46.9%**

(In thousands of Euro)	31/12/2024	31/12/2023	Chg	% chg
Group profit/(loss) for the year	7,218	4,915	2,303	46.9%
Income tax	2,290	2,387	(97)	-4.1%
Net finance (income)/costs	275	777	(502)	-64.6%
(Income)/costs from equity investments	(3,040)	(1,986)	(1,054)	53.1%
Amortisation, depreciation, provisions and write-downs	4,747	8,821	(4,074)	-46.2%
EBITDA (A)	11,490	14,914	(3,424)	-23.0%
Total revenues (B)	124,912	148,916	(24,004)	-16.1%
EBITDA margin (A)/(B)	9%	10.0%		
Non-recurring (income)/costs	454	55	399	725.5%
Adjusted EBITDA	11,944	14,969	(3,025)	-20.2%

(In thousands of Euro)	31/12/2024	%	31/12/2023	%	Chg	% chg
EBIT	6,743	5.4%	6,093	9.6%	650	10.7%
Non-recurring (income)/costs	1,529	1.2%	3,885	0.0%	(2,356)	-60.6%
Adjusted EBIT	8,272	6.6%	9,978	9.6%	(1,706)	-17.1%

Profit/(loss) for the year and Adjusted Profit/(loss) for the year

In 2024, Profit/(loss) for the year increased by Euro 2,303 thousand (+46.9%), from Euro 4,915 thousand in the year ended 31 December 2023 to Euro 7,218 thousand in the year ended 31 December 2024.
Net of the non-recurring items, the Profit/(loss) for the year would have decreased by Euro 165 thousand, from Euro 8,785 thousand in the year ended 31 December 2023 to Euro 8,620 thousand in the year ended 31 December 2024 (see details included in the notes to the financial statements in paragraph 2.9 "Significant non-recurring events and transactions").

The table below shows the reclassified statement of financial position of the Company by "Sources and Uses" as at 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	31/12/2023
Uses		
Net fixed assets	71,363	68,657
Net working capital	36,879	38,588
Net invested capital	108,242	107,245
Sources		
Shareholders' equity	95,159	101,035
Net financial indebtedness	13,083	6,210
Total sources of funds	108,242	107,245

The breakdown and changes in net invested capital, net working capital and net financial indebtedness are also shown below:

(In thousands of Euro)	31/12/2024	31/12/2023	Chg	% chg
Goodwill	-	-		
Intangible assets	263	375	(112)	-29.9%
Property, plant and machinery	27,070	26,911	159	0.6%
Right of use	2,217	2,400	(183)	-7.6%
Equity investments measured using the equity method	38,505	38,815	(310)	-0.8%
Non-current financial assets	4,385	2,043	2,342	114.6%
Provisions for risks and charges	(1,511)	(2,591)	1,080	-41.7%
Employee benefits	(626)	(634)	8	-1.3%
Other non-current assets and liabilities (*)	1,060	1,338	(278)	-20.8%
Total net fixed assets	71,363	68,657	2,706	3.9%

(In thousands of Euro)	31/12/2024	31/12/2023	Chg	% chg
Inventories	43,234	39,417	3,817	9.7%
Trade receivables	23,009	25,126	(2,117)	-8.4%
Income tax receivables	704	1,336	(632)	-47.3%
Trade payables	(25,901)	(24,868)	(1,033)	4.2%
Income tax payables	-	-	-	-
Other current assets and liabilities (*)	(4,167)	(2,423)	(1,744)	72.0%
Total net working capital	36,879	38,588	(1,709)	-4.4%

(In thousands of Euro)	31/12/2024	31/12/2023
A. Cash and cash equivalents	8,587	15,534
B. Cash equivalents	-	16,000
C. Other current financial assets	1,082	1,549
D. Liquidity (A)+(B)+(C)	9,669	33,083
E. Current financial payable (including debt instruments, but excluding the current portion of non-current financial payable)	(686)	(968)
F. Current portion of the non-current financial payable	(13,762)	(23,868)
G. Current financial indebtedness (E)+(F)	(14,448)	(24,836)
H. Net current financial indebtedness (G)+(D)	(4,779)	8,247
I. Non-current financial payable (excluding the current portion and debt instruments)	(8,304)	(14,457)
J. Debt instruments	-	-
K. Other trade payables and other non-current payables	-	-
L. Non-current financial indebtedness (I)+(J)+(K)	(8,304)	(14,457)
M. Total financial indebtedness (H)+(L)	(13,083)	(6,210)

6. Significant events after the reporting period

After 31 December 2024, on 2 April 2025, the US administration introduced heavy import duties, which were then partially suspended on 9 April for EU countries and increased for China. For the purposes of the valuations of these financial statements, this event has been considered, in accordance with IAS 10, as a non-adjusting event, as this condition did not exist prior to 31 December 2024. To date, due to the uncertainty as to whether or not they will be applied and the actual amount, we are not yet able to quantify exactly the impact of these duties on our Group. However, it should be noted that given the Group's financial and capital strength and cash generation capacity, no further critical issues are foreseen.

In addition, on 21 March 2025, the Company took out a new loan with Banco Desio for the amount of Euro 3,000 thousand. The Banco Desio 2 loan has a duration of 24 months, with repayment of 1 interest-only instalment, the first of which will expire on 30 June 2025, and 4 six-monthly instalments, the first of which will expire on 31 December 2025.

7. Related party transactions

The Group's transactions with related parties are mainly of commercial and financial and are carried out on an arm's length basis.

The Group has transactions with the following related parties:

- the company Amp. Fin. Srl;
- the company Indel Webasto Marine Srl and the company Elber Industria de Refrigeracao Ltda;
- key management personnel;
- other parties in which the Group has an interest through the Parent company and/or members of Top Management.

We can state that the terms of contractual applied in the transactions listed below do not differ from those that could theoretically be obtained in negotiations with third parties.

With reference to the transactions of the parent company and investee companies with related parties, and in particular with associates, parent companies and companies subject to the control of the latter, reference is made to the Notes to the Consolidated Financial Statements.

8. Hedging policies for currency, commodity price and interest rate risks

Effective risk management is a key factor in protecting the value of the Group in a historical period characterised by high volatility and uncertainty at a global level. In particular, as part of the Corporate Governance system, Indel B has defined an Internal Control and Risk Management System (SCIR) consistent and compatible with the provisions of the Corporate Governance Code.

Currency risk

The Group's operations in currencies other than the euro (the Group's functional currency) expose the Group to currency risk. Revenues and costs denominated in foreign currencies can be affected by exchange rate fluctuations with an impact on trade margins (economic risk), just as trade payables and receivables in foreign currencies can be affected by the conversion rates used, with an impact on the economic result (transaction risk). Finally, exchange rate fluctuations are also reflected in the consolidated results and on shareholders' equity since the financial statements of some companies included in the consolidation area are prepared in currencies other than the Euro and subsequently translated (translation risk). The main exchange ratio to which the Group is exposed in the period under review is the Euro/US Dollar (USD) ratio, with reference mainly to cash held in USD and purchases and sales made in USD.

The Group hedges currency risk based on systematic assessments of market conditions and the level of net exposure to risk, implementing, where possible, a natural hedging policy, i.e. a risk management strategy that aims to match both economic and financial flows (revenues-costs, collections-payments, known as economic currency risk) and statement of financial position asset and liability items that are denominated in the same foreign currency and have a consistent time frame (known as transaction currency risk) so as to minimise net exposures to currency risk. Moreover, the Group does not usually use derivative financial instruments to hedge currency risk.

It should be noted that for the Brazilian investee company Elber Industria de Refrigeracao, part of the purchases of raw materials and components are carried out in USD and EUR, while sales are almost entirely in local currency. This may result in temporary margin losses if the local currency depreciates against the Euro and USD. However, local management is very careful to adjust sales prices quickly to changes in raw material and component costs. However, this has a limited impact on the consolidated financial statements of the Indel Group as Elber Industria de Refrigeracao is measured at equity in the consolidated financial statements (and at cost in the separate financial statements).

With reference to the currency risk, a sensitivity analysis was carried out to determine the effect on the income statement and shareholders' equity that would result from a 10% appreciation/depreciation of the Euro against the US dollar, while keeping other variables unchanged. The analysis was carried out considering cash and cash equivalents as well as trade receivables and trade payables.

The table below shows the results of the analysis carried out:

(In thousands of Euro)	Impact on profit and shareholders' equity, net of tax effect	
	USD	
Sensitivity analysis	-10%	+10%
Financial year ended 31/12/2024	332	(272)
Financial year ended 31/12/2023	150	(123)

Note: the positive sign indicates a higher profit and an increase in shareholders' equity; the negative sign indicates a lower profit and a decrease in shareholders' equity; the negative percentage sign an appreciation, the positive percentage sign a depreciation of the dollar.

Commodity price risk

The production costs of the Company and the Group are affected by the price trends of the main raw materials used such as, in particular, metals, plastics and electronic components. The price of such materials varies depending on a number of factors, many of which are beyond the Company's control and difficult to predict.

With reference to the purchases made by the Group on the Chinese market and denominated in USD or Euro, it is also exposed to a price risk due to the development of the exchange rate with the local currency; the price of products purchased in USD or Euro can vary based on the exchange rate of the local currency (Renminbi) against the US dollar and the Euro, respectively, in accordance with customary commercial practices in the Chinese market.

The Group's strategy is to reduce the risk of price increases of goods or raw materials by entering into fixed-price supply contracts on the one hand and by contractually renegotiating the prices charged to After Market customers (Automotive dealers and installers and Hospitality and Leisure time customers) on the other hand, while the OEM component of revenues shows a lower flexibility of contractual price conditions.

The Group Companies are and were able, albeit with some difficulty due to the effects of the Ukrainian conflict, to source and purchase raw materials and semi-finished products in sufficient quantities to meet its requirements and maintain its quality standards. With respect to the year ended 31 December 2024, no forms of volatility risk hedging for raw material costs were adopted.

Liquidity risk

This risk may manifest itself in the inability to raise the financial resources required to guarantee Indel B's operations. In order to minimise this risk, the Treasury area carries out the following main activities:

- constant monitoring of forecast financial requirements in order to implement any corrective measures in good time;
- obtaining adequate credit lines;
- correct balance between net financial indebtedness and investments made;
- proper allocation between short-term and medium- to long-term indebtedness in order to adequately monitor liquidity.

Interest rate risk

The interest rate risk derives mainly from the possible increase in net finance costs as a result of unfavourable changes in market rates on floating-rate financial positions, which expose the Group to a "cash flow" risk arising from interest rate volatility.
Almost all of the Group's financial indebtedness is expressed at a fixed interest rate.

Fixed-rate payables expose the contracting parties to fair value risk in relation to changes in the fair value of the payable related to market changes in reference rates.
In this regard, the Group does not use interest rate financial derivatives ("Interest Rate Swaps") to hedge interest rate risk.

The table below shows the results of the sensitivity analysis carried out considering a change of 50 bps:

(In thousands of Euro)	Impact on profit, net of tax effect		Impact on shareholders' equity, net of tax effect	
Sensitivity analysis	-50 bps	+50 bps	-50 bps	+50 bps
Financial year ended 31/12/2024	(93)	93	(93)	93
Financial year ended 31/12/2023	(94)	94	(94)	94

Note: the positive sign indicates a higher profit and an increase in shareholders' equity; the negative sign indicates a lower profit and a decrease in shareholders' equity.

Climate Change

The Indel B Group conducted a thorough assessment of the impacts, risks and opportunities arising from climate change, using up-to-date climate scenarios and following the regulatory requirements of the European Union taxonomy and international standards.

The group analysed adaptation, mitigation and energy issues related to climate change. The production of greenhouse gases (GHG) within the Group's production activities contributes to climate change, with negative impacts reflected in the GHG emissions generated. This represents a current criticality to be monitored and reduced over time. In addition, the Group examined emissions along the entire value chain, including indirect activities related to the supply of raw materials, logistics and distribution of its products. Indirect emissions also contribute to climate change, creating a negative global impact. Primary energy consumption is a significant component of business operations, with energy supply, mainly from non-renewable sources, contributing to GHG emissions.

Indel B identified potential damage to company infrastructure and disruption to production activities as direct consequences of extreme weather events. In particular, the vulnerability of operating offices to phenomena such as floods, storms, exceptional snowfall and heat waves could compromise efficiency and business continuity. The increasing intensification of climate regulations could lead to risks for the Group, including increased costs of compliance with new environmental regulations. Moreover, evolving climate policies could lead to an increase in operating costs related to the transition to more sustainable practices, such as the adoption of low-carbon technologies.

The Group considered the main climate-related hazards, including extreme events and long-term changes, using high-emission climate scenarios, such as those envisaged by the IPCC. Potential impacts have been assessed in relation to probability of occurrence, severity and duration, taking into account the geographic specificities of its operational offices.

The most vulnerable areas were identified through a geographical analysis, and company assets, including buildings, machinery and critical infrastructure, were assessed to determine the degree of exposure to climate hazards. The impact on day-to-day activities, such as production processes and logistics, was also analysed. The Group also assessed transition events related to the growing demand for sustainability and emission reduction policies. The introduction of stricter regulations and the adoption of low-emission technologies represent opportunities for compliance, but also potential economic risks, such as increased compliance costs and the need for investment to adopt new technologies.

Summary and future prospects

To date, the Group has not identified significant opportunities arising from transition scenarios, focusing mainly on managing physical and operational risks related to climate change. Risk assessment has been integrated into

strategic plans, with the aim of ensuring the resilience and sustainability of business operations in the short, medium and long term.
The Group will continue to monitor and update its assessments as climate and international policies evolve, taking the necessary measures to reduce environmental impacts and improve its ability to adapt to climate change.

Cybersecurity

With the ever-increasing use of laptops and smartphones in the workplace, also encouraged by the massive use of smart working during the pandemic, has led to a rise in hacking incidents. These incidents are affecting even the most structured companies, with the aim of obtaining undue profits or stealing confidential information. Indel B addressed the issue of IT security, strengthened its infrastructure and implemented a number of new policies, including Access Management, with the support of external consultants. However, many risks arise from the way portable devices are used and, more generally, from the attitude and attention paid by users. Employees were made aware of this and certain operational practices were put in place to verify the counterparty when exchanging sensitive information. Moreover, an independent third party assessed the condition of the system and no major issues were identified. An insurance policy was also taken out to cover possible claims.

Business interruption

Natural or accidental events (such as earthquakes or fires, bad weather), fraudulent behaviour (vandalism) or plant malfunctioning can cause damage to assets, unavailability of production sites and interruption of operations. Therefore, Indel B strengthened the mitigation process with the planning of engineering activities aimed at eliminating predisposing risk factors in terms of probability of occurrence as well as implementing protections to limit their impact, with the ongoing consolidation of the current business continuity at the Group's production sites.

9. Research and development activities

Research and development activities are carried out through the Group's Technical Office and Laboratory. The Group also relies on external collaborations, mainly with engineering companies and independent third-party laboratories, for the development and validation of specific projects, and on architectural studies for the design of new products.

While the Group capitalised development costs of Euro 100 thousand as at 31 December 2023, Euro 18 thousand were capitalised as at 31 December 2024.

The Group believes in and is committed to research and development to support future growth.

10. Investments

The table below shows the amount of investments in intangible assets and property, plant and machinery made by the Group during the years ended 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	%	31/12/2023	%
Intangible assets	189	2.2%	361	4.1%
Property, plant and machinery	8,583	97.8%	8,346	95.9%
Total	8,772	100.0%	8,707	100.0%

During 2024, the Group invested a total of Euro 8,853 thousand in intangible assets and property, plant and machinery, of which Euro 189 thousand related to investments in intangible assets and Euro 8,583 thousand related to property, plant and machinery.

Investments in intangible assets

The table below shows the amount of investments in intangible assets broken down by category, made by the Group during the years ended 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	%	31/12/2023	%
Development costs	18	9.5%	100	27.7%
Concessions, licences, trademarks and similar rights	10	5.3%	163	45.2%
Patents and know-how	-	0.0%	-	-
Other intangible assets	5	2.6%	-	-
Intangible assets in progress and payments on account	156	82.5%	98	27.1%
Total	189	100.0%	361	100.0%

A brief analysis of the Group's investments in intangible assets in each of the years under review is shown below.

- **Financial year ended 31 December 2024**

The Group's investments in intangible assets during the year ended 31 December 2024 amounted to a total of Euro 189 thousand and are mainly related to: *(i)* development costs of Euro 18 thousand; *(ii)* concessions, licences, trademarks and similar rights of Euro 10 thousand; *(iii)* intangible assets in progress and payments on account of Euro 156 thousand.

Investments of Euro 156 thousand in intangible assets in progress and payments on account concern the technical design and experimental study of new product solutions not yet completed in 2024.

- **Financial year ended 31 December 2023**

The Group's investments in intangible assets during the year ended 31 December 2023 amounted to a total of Euro 361 thousand and are mainly related to: (i) development costs of Euro 100 thousand; (ii) concessions, licences, trademarks and similar rights of Euro 163 thousand; (iii) intangible assets in progress and payments on account of Euro 98 thousand.

Investments of Euro 100 thousand in development costs concern the technical design and experimental study of new product solutions aimed at expanding the company's offer potential, in terms of installation and applicability.

Investments of Euro 98 thousand in intangible assets in progress and payments on account concern the technical design and experimental study of new product solutions not yet completed in 2023.

Investments in property, plant and machinery

The table below shows the amount of investments in property, plant and machinery broken down by category, made by the Group during the years ended 31 December 2024 and 2023.

(In thousands of Euro)	31/12/2024	%	31/12/2023	%
Land	337	3.9%	234	2.8%
Buildings and leasehold improvements	411	4.8%	82	1.0%
Plant and machinery	4,242	49.4%	1,491	17.9%
Fixtures and fittings, tools and equipment	797	9.3%	414	5.0%
Other assets	664	7.7%	494	5.9%
Property, plant and machinery in progress and payments on account	2,132	24.8%	5,631	67.5%
Total	8,583	100%	8,346	100.0%

A brief analysis of the Group's investments in property, plant and machinery in each of the years under review is shown below.

- Financial year ended 31 December 2024

Investments in property, plant and machinery made by the Group during the year ended 31 December 2024 totalled Euro 8,583 thousand and are related to: *(i)* land of Euro 337 thousand; *(ii)* buildings and leasehold improvements of Euro 411 thousand; *(iii)* plant and machinery of Euro 4,242 thousand; *(iv)* fixtures and fittings, tools and equipment of Euro 797 thousand; *(v)* other assets of Euro 664 thousand; and *(vi)* property, plant and machinery in progress and payments on account of Euro 2,132 thousand.

In particular, investments in property, plant and machinery are determined by:

- land of Euro 337 thousand with reference to the purchase of new building land by Autoclima SpA;

- buildings and leasehold improvements, for an amount of Euro 411 thousand, mainly related to the expansion of the already operational production area located in Via Montefeltro 118/C, in the hamlet of Secchiano, municipality of Novafeltria, and to the construction, within the same area, of the building intended for the new company Lindel S.r.l., incorporated on 11 June 2024 but not yet operative as at 31 December 2024, and the purchase of the new non-industrial building by Autoclima SpA;

- plant and machinery for Euro 4,242 thousand, mainly referring to *i*) new plants relating to the new buildings at Secchiano, including those intended for the new company Lindel S.r.l.; *ii*) a new production line; *iii*) purchase of new moulds for production; *iv*) the purchase of a photovoltaic plant; *v*) improvements to production lines; *vi*) improvements to generic plants;

- fixtures and fittings, tools and equipment of Euro 797 thousand, mainly referring to the purchase of moulds for production and of various equipment for assembly lines and laboratory and workshop tests and trials;

- other assets of Euro 664 thousand, mainly referring to *i)* the purchase of new forklifts; *ii)* the purchase of internal means of transport; *iii)* the purchase of PCs and printers; *iv)* the purchase of IT services; *v)* the purchase of terminals for production;

- fixed assets in progress for Euro 2,132 thousand, mainly referring to the purchase of an automatic warehouse in the already operational production area located in via Montefeltro 118, Secchiano (RN), extraordinary maintenance measures at the main factory located in Sant'Agata Feltria (RN), the construction of the new production buildings in the municipality of Russi, by the subsidiary Autoclima, the construction of the new warehouse in the municipality of Russi (RA) and plant and machinery for the new company Lindel S.r.l., not yet operational as at 31 December 2024.

- Financial year ended 31 December 2023

Investments in property, plant and machinery made by the Group during the year ended 31 December 2023 totalled Euro 8,346 thousand and are related to: *(i)* land of Euro 234 thousand; *(ii)* buildings and leasehold improvements of Euro 82 thousand; *(iii)* plant and machinery of Euro 1,491 thousand; *(iv)* fixtures and fittings, tools and equipment of Euro 414 thousand; *(v)* other assets of Euro 494 thousand; and *(vi)* property, plant and machinery in progress and payments on account of Euro 5,631 thousand.

In particular, investments in property, plant and machinery are determined by:

- land of Euro 234 thousand with reference to the purchase of new building land by Autoclima SpA;

- buildings and leasehold improvements of Euro 82 thousand mainly relating to the expansion of the already operational production area located in Via Montefeltro 118/C, in the hamlet of Secchiano, municipality of Novafeltria, and the construction of a new mobile tunnel also in this area;

- plant and machinery of Euro 1,491 thousand, mainly referring to *i)* new plants relating to the new buildings at Secchiano; *ii)* purchase of vertical warehouses; *iii)* purchase of new moulds for production; *iv)* compact evaporator processing machine; *v)* pipe cutting and bending machines; *vi)* improvements to production lines; *vii)* improvements to generic plants;

- fixtures and fittings, tools and equipment of Euro 414 thousand, mainly referring to the purchase of moulds for production and of various equipment for assembly lines and laboratory and workshop tests and trials;

- other assets of Euro 494 thousand, mainly referring to *i)* the purchase of new forklifts; *ii)* the purchase of internal means of transport; *iii)* the purchase of PCs and printers; *iv)* the purchase of IT services; *v)* the purchase of terminals for production; *vi)* the purchase of a fixing station;

- property, plant and machinery in progress of Euro 5,631 thousand, mainly referring to the expansion of new areas adjacent to the already operational production area located in via Montefeltro, 118 Secchiano (RN), a new line, also in this production area, and the construction of new production moulds.

11. Number and nominal value of treasury shares and parent company shares purchased or sold

In 2024, the Company purchased 348,958 treasury shares, of which 314,944 purchased during the partial voluntary public tender Offer promoted by the company in June 2024, for a total value of Euro 8,634 thousand. It should also be noted that the Company has not sold any treasury shares or shares in parent companies.

12. Business outlook

Despite the war in Ukraine, the conflict in Palestine and other various geopolitical tensions, inflation in Western countries has stabilised and interest rates are expected to fall in the coming months. However, this scenario will have to reckon with the tensions unleashed in world markets by the tariff policy introduced by the new US administration; after 31 December 2024, on 2 April 2025, the US administration introduced heavy import duties, which were then partially suspended on 9 April for EU countries and increased for China. For the purposes of the valuations of these financial statements, this event has been considered, in accordance with IAS 10, as a non-adjusting event, as this condition did not exist prior to 31 December 2024. To date, due to the uncertainty as to whether or not they will be applied and the actual amount, we are not yet able to quantify exactly the impact of these duties on our Group. However, it should be noted that given the Group's financial and capital strength and cash generation capacity, no further critical issues are foreseen.

Although 2025 will undoubtedly be a year of global tension and uncertainty, and therefore also for the Group, expectations for the medium to long term remain positive, both in terms of foreseeable market trends and the specific actions the Group is taking to develop the Automotive, Hospitality and Cooling Appliances markets, in particular.

It will therefore be important to continue to monitor the situation throughout 2025 in order to adjust, if necessary, the measures already taken to maintain the company's financial health, turnover and margins.

The starting position of the Group's companies, with low debt and good cash flows is crucial in this respect.

13. Consolidated Sustainability Reporting

Pursuant to Italian Legislative Decree no. 125 of 6 September 2024 implementing the Sustainability Reporting Directive 2022/2464 (CSRD)

General information

ESRS	Location	Notes
Basis for preparation		
BP-1 – General basis for preparation of sustainability statements	Methodology	
BP-2 – Disclosures in relation to specific circumstances	Methodology	
Governance		
GOV-1 – The role of the administrative, management and supervisory bodies	Administrative, management and supervisory bodies	
GOV-2 – Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies;	Administrative, management and supervisory bodies	
GOV-3 – Integration of sustainability-related performance in incentive schemes	Incentive Schemes	
GOV–4 – Statement on due diligence	Statement on due diligence	
GOV–5 – Risk management and internal controls over sustainability reporting	Risk management and internal controls over sustainability reporting	
Strategy		
SBM-1 – Strategy, business model and value chain	Strategy, business model and value chain	
SBM-2 – Interests and views of stakeholders	Stakeholder engagement activities	
SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model		The disclosure shall be presented together with the information provided under the corresponding thematic ESRS, in accordance with this Chapter of ESRS 2, as provided for in paragraph 49.
Impact, risk and opportunity management		
IRO-1 – Description of the process to identify and assess material impacts, risks and opportunities	Double materiality analysis	
IRO-2 – Disclosure Requirements in ESRS covered by the undertaking's Consolidated Sustainability Statement	Disclosure Requirements	

Methodology

Basis for preparation

BP-1, 5a

This chapter of the Report on operations of the Board of Directors constitutes the Consolidated Sustainability Reporting of the Indel B Group (hereinafter also the "Group") for the year ended 31 December 2024, prepared pursuant to Article 4 of Italian Legislative Decree no. 125 of 6 September 2024 implementing EU Directive 2022/2464/EU (Corporate Sustainability Reporting Directive, or "CSRD") and in accordance with the reporting standards adopted by the European Commission pursuant to Directive 2013/34/EU (European Sustainability Reporting Standards, hereinafter also "ESRS").

Reporting scope

BP-1, 5b

The scope of the economic and financial information included in the Consolidated Sustainability Reporting coincides with the scope of the consolidated financial statements as at 31 December 2024 of the Indel B Group. With regard to the other information included in the Consolidated Sustainability Reporting, the scope includes all companies consolidated on a line-by-line basis in the Group's consolidated financial statements with the exception of Lindel S.r.l.

Company	Registered Office	% held
Indel B S.p.a.	Italy	Parent Company
Condor B S.r.l.	Italy	100.0%
Indel B North America	USA	100.0%
Autoclima S.p.A.	Italy	100.0%
Indel B Germany Gmbh	Germany	94.0%
Autoclima Russ	Russia	70.0%
Indel B Group Iberica S.L.	Spain	90.0%
Indel B Poland SP. ZOO	Poland	85.0%
Electric Station Climatisation	France	100.0%
SEA S.r.l.	Italy	100.0%
Lindel S.r.l.	Italy	51.0%

On 11 June 2024, the parent company Indel B S.p.A. (hereinafter Indel B) established a new company, named “Lindel”, in partnership with the company Linea 3 S.r.l., with registered office in Castelfidardo, in the province of

Ancona. The company, not yet operational as at 31 December 2024, was established with the aim of internalising the moulding of plastic components.

Apart from the subsidiaries, the Indel B Group has determined that there are no companies for which the concept of operational control, as defined by the ESRS Reporting Standards, is applicable.

Value Chain Coverage

BP-1, 5c

In line with the results of the double materiality analysis, this Consolidated Sustainability Reporting includes information on the Indel B Group's value chain regarding:

- IRO: The double materiality analysis and identification of impacts, risks and opportunities (IRO) covers the upstream and downstream value chain. The Group conducted this analysis together with the players it has a direct relationship with, identifying potential significant impacts both upstream and downstream of these players.
- Policies: Company policies cover the value chain where necessary. In particular, policies concerning workers in the value chain relate directly to the value chain, with attention paid to the conditions and rights of the workers involved.
- Metrics: The only value chain metrics reported in this statement are those related to indirect greenhouse gas (GHG) emissions. These emissions are defined as Scope 3 according to the GHG Protocol and are accounted for under the reporting obligation E1-6.

Value chain estimation

BP-2, 10

In this Consolidated Sustainability Report, metrics that include value chain data may be based on indirect sources, such as industry averages or proxy variables. These metrics are clearly identified and accompanied by a description of the methodology used to develop them. An indication of the level of accuracy of the resulting data is also provided and, where appropriate, planned actions to improve accuracy in the future are outlined.

Sources of estimation and outcome uncertainty

BP-2 11

In line with ESRS 1, Section 7.2, quantitative metrics and monetary amounts with a high level of measurement uncertainty are identified, where present. For each of these metrics, the Indel B Group provides information on the causes of uncertainty, such as dependence on future events, the measurement techniques adopted or the availability and quality of data from the value chain. The assumptions, approximations and judgments made in evaluating these metrics are clearly stated, ensuring transparency and clarity in the reporting process.

Use of transitional provisions

BP-2, 17

In accordance with paragraph 136 of ESRS 1 and in line with Appendix C of the same Standard, the Indel B Group will not provide comparative information in the first year of preparation of Consolidated Sustainability Reporting and will not include the following information:

- E1-9 Anticipated financial effects from material physical and transition risks and potential climate-related opportunities;
- E5-6 Anticipated financial effects from resource use and circular economy-related impacts, risks and opportunities
- S1-7 Characteristics of non-employees in the undertaking's own workforce
- S1-11 Social protection;
- S1-12 Persons with disabilities;
- S1-13 Training and skills development metrics (only for the percentage of employees that participated in regular performance and career development reviews);
- S1-14 Health and safety metrics (only for reporting of information on non-employees and datapoints on the number of days lost);
- S1-15 Work-life balance metrics.

Strategy, business model and value chain

SBM-1, 38, 39, 40, 42

The Indel B Group operates in a single operating segment and offers a diverse range of products and services, reflecting its business model and development strategies, formalised in the Strategic Plan. The main product and service groups include refrigeration and air conditioning systems for the automotive and leisure sectors as well as refrigerators for the hospitality industry and other special applications. During the reporting period, there were no significant changes to the range of products offered, with the company continuing to invest in innovation to meet emerging market needs and sustainability challenges.

Significant customers and markets

The Indel B Group is positioned as one of the leading global players in the mobile refrigeration and air conditioning market. Its activities take the form of designing, manufacturing and marketing a wide range of products and solutions designed to meet the specific needs of the Automotive, Hospitality, Leisure Time and Cooling Appliances markets.

In the automotive sector, the Group offers solutions including mobile refrigerators, air conditioning systems for special vehicles such as ambulances and mobile clinics, temperature-controlled pharmaceutical and food transport vehicles, as well as systems for minibuses, industrial vehicles, agricultural and construction machinery and material handling. These products are intended for large manufacturers, processing companies and multi-sector distributors.

For the Hospitality market, which also includes the Cruise Ship market, Indel B offers minibars equipped with state-of-the-art technology, electronic safes and LED televisions, mainly for hotels and cruise ships. The focus on quality and innovation characterises the offer of technological accessories and customised solutions, in line with the needs of customers in this sector.

In the Leisure Time segment, the Group develops portable built-in refrigerators, refrigeration units and boilers for recreational boats and recreational vehicles. These products are designed to guarantee energy efficiency, refined design and functionality, meeting market demands.

For the Cooling Appliances segment, Indel B offers OEM (Original Equipment Manufacturing) and ODM (Original Design Manufacturing) solutions for both the professional and retail markets. These products are sold to B2B customers operating in the Home Appliances and Ho.Re.Ca. sector.

The Group is also active in the production and marketing of components mainly through Condor B, which produces refrigeration piping, and the Autoclima company, which markets air conditioning spare parts.

Business model and value chain

The Group's business model is based on an integrated approach that embraces the entire product life cycle, from research and development to production, distribution and after-sales service. The design process pays particular attention to quality and sustainability, with a focus on technological innovation and resource optimisation.

The enterprise value chain features several main stages. The first phase is the conception and design of products, which is done through the use of advanced technologies and innovative materials. Production consists mainly of the assembly of individual components and is carried out in plants that ensure high quality standards and compliance with environmental regulations.

Global distribution is supported by a network of business partners and distributors, enabling the Group to operate in diversified markets and to respond promptly to customer demands. Finally, after-sales service ensures continuous support for customers, helping to strengthen loyalty and promote the brand image.

In addition, as part of the double materiality analysis, the Group has started to map its value chain, with the aim of identifying the main impacts and opportunities along the operational stages. Such mapping enables the identification of critical areas in terms of sustainability and the development of targeted strategies to improve environmental, social and economic performance. This proactive approach enables the Group to strengthen its resilience, optimise operational efficiency and respond more effectively to stakeholder needs.

This integrated approach makes it possible for Indel B to offer increasingly innovative and sustainable solutions, strengthening its leadership position in its target markets and ensuring a positive contribution to the achievement of economic and environmental goals.

Sustainability Targets

Although the Indel B Group has not formalised specific sustainability targets, it remains committed to monitoring the impact of its activities and promoting initiatives to improve operational efficiency and reduce negative environmental effects. The constant focus on the principles of quality, innovation and energy saving remains a central element of the company's strategy, integrated in its daily activities and in its relationship with stakeholders.

Geographical distribution of the workforce

The Group operates on a global scale, with a significant presence in several regions. The following table shows the distribution of own workforce by geographical area:

Geographical area.	Number of employees
Italy	737
Europe (excluding Italy)	81
The Americas	8
Total	826

The main geographical areas in which the company operates include Europe and North America, supported by an extensive network of business partners and distributors and a limited number of component manufacturers located in Europe and China.

Revenues by operating segment

The Group has identified a single operating segment. The reports on operations of the Board of Directors prepared are made available to the Chief Executive Officer, for the purposes mentioned above, and consider the activities carried out by the Group as a single integrated entity. Consequently, the financial statements do not include information broken down by operating segment.

Operating segment	Revenues (€/000)
Indel B Group	196,553

Governance

Administrative, management and supervisory bodies

The administrative, management and supervisory bodies that form the governance system of the parent company Indel B are the Board of Directors, the Board of Statutory Auditors and the board committees.

Board of Directors

GOV-1, 20, 21, 22, 23

GOV-2, 26

G1 GOV-1, 5

The Board of Directors of Indel B S.p.A., appointed by the Ordinary Shareholders' Meeting on 31 May 2023, will remain in office until the approval of the financial statements as at 31 December 2025. It consists of ten members:

- Antonio Berloni - Chairman
- Luca Bora - Chief Executive Officer
- Paolo Berloni - Deputy Chairman
- Annalisa Berloni - Director
- Claudia Amadori - Director
- Mirco Manganello - Director
- Monique Camilli - Director
- Francesco Pedini Amati - Director
- Giovanni Diana - Director

- Fernanda Pelati - Director

Composition	No.	%
Executive members	8	80%
Non-executive members	2	20%
Independent members	2	20%

Gender composition	No.	%
Women	4	40%
Men	6	60%

Male/female ratio	1.5

The Board of Directors is responsible for the strategic and operating management of the company, including the supervision of procedures for managing material risks, impacts and opportunities. The management, led by the Chief Executive Officer, implements the strategies approved by the Board, ensuring the effective functioning of company procedures.

The members of the Board bring diversified expertise, with experience in areas such as economics, business management, corporate law, and workplace and environmental safety, which support the company in addressing sustainability challenges. In addition, the company promotes access to specific skills through training and continuing education programmes.

Board of Statutory Auditors

GOV-1, 20, 21, 22, 23

GOV-2, 26

G1 GOV-1, 5

The Board of Statutory Auditors, appointed by the Shareholders' Meeting on 31 May 2023, will remain in office until the approval of the financial statements as at 31 December 2025. It consists of:

- Sergio Marchese - Chairman
- Emmanuil Perakis - Acting Statutory Auditor
- Nicole Magnifico - Acting Statutory Auditor
- Matteo Fosca - Alternate Statutory Auditor
- Gian Luca Succi - Alternate Statutory Auditor

Gender composition	No.	%
Women	1	20%
Men	4	80%
Male/female ratio		4.0

The Board of Statutory Auditors is responsible for supervising compliance with the law and the articles of association, compliance with the principles of proper administration and the adequacy of the internal control system. Within the framework of risk and opportunity management procedures, the Board plays a crucial role in monitoring the effectiveness of internal controls and ensuring the transparency of business operations.

The members of the Board of Statutory Auditors hold professional qualifications in economics and law, with particular experience in auditing and corporate law, thus ensuring adequate skills to deal with sustainability issues. The company encourages continuous professional development to maintain a high level of expertise in the field.

Control and Risk Committee

GOV-1, 20, 21, 22, 23

GOV-2, 26

G1 GOV-1, 5

This committee supports the Board in evaluating the internal control system and risk management, and contributes to the approval of periodic financial reports.

- Chairman: Giovanni Diana
- Members: Fernanda Pelati, Claudia Amadori

Gender composition	No.	%
Women	2	67%
Men	1	33%
Male/female ratio		0.5

Related Parties Committee

GOV-1, 20, 21, 22, 23

GOV-2, 26

G1 GOV-1, 5

This committee expresses opinions on the appropriateness and convenience of transactions with related parties, ensuring transparency and fairness in corporate transactions.

- Chairman: Fernanda Pelati
- Member: Giovanni Diana

Gender composition	No.	%
Women	1	50%
Men	1	50%
Male/female ratio		1.0

Remuneration Committee

GOV-1, 20, 21, 22, 23 GOV-2, 26 G1 GOV-1, 5

This committee formulates proposals to the Board concerning the remuneration policy for directors and key management personnel, ensuring that remuneration policies are aligned with corporate objectives and applicable regulations.

- Chairman: Fernanda Pelati
- Members: Giovanni Diana, Claudia Amadori

Gender composition	No.	%
Women	2	67%
Men	1	33%
Male/female ratio		0.5

Incentive Schemes

GOV-3, 29

The Group's remuneration policy is structured into variable incentive schemes for executive Directors and Key management personnel These systems include a short-term component (Management by Objectives, MBO) and a medium- to long-term component (Long-Term Incentive Plan, LTIP). The MBO focuses on the achievement of pre-defined annual targets, mainly based on economic and financial parameters, such as EBITDA, EBIT, net profit and cash flow, defined and monitored annually by the Remuneration Committee, with final approval by the Board of Directors. The LTIP, on the other hand, aims to align the interests of management with those of shareholders over a three-year period, including performance indicators such as Total Shareholder Return (TSR) and Return on Sales (ROS).

E1 GOV-3, 13

The performance targets defined for both the short and medium to long term focus on financial and operational metrics, and do not include metrics related to environmental, social or governance (ESG) impacts. Consequently, the information disclosed in this document does not indicate a correlation between incentive schemes and the pursuit of sustainability goals.

The conditions and updates of the incentive schemes are approved by the Board of Directors on the proposal of the Remuneration Committee, which is responsible for ascertaining these are consistent with corporate strategies and market best practices.

Statement on due diligence

GOV-4, 30, 31, 32, 33

The following table maps the key elements of due diligence and the corresponding disclosures in the Consolidated Sustainability Reporting.

		Key elements of due diligence	Disclosures in Consolidated Sustainability Reporting
GOV-5, 34	a)	Embedding due diligence in governance, strategy and business model	GOV-2, GOV-3, SBM-1, SBM-3
	b)	Engaging stakeholders at all fundamental stages of due diligence	SBM-2, IRO-1
	c)	Identifying and assessing adverse impacts	SBM-3, IRO-1
	d)	Taking action to address adverse impacts	E1-2, E1-3, E5-1, E5-2, S1-1, S1-4, S2-1, S2-4, S4-1, S4-4, G1-1
	e)	Monitoring intervention effectiveness and communicating	E1-4, E5-3, S1-5, S2-5, S4-5

Risk management and internal controls over sustainability reporting

The Indel B Group's "Sustainability Reporting Procedure" defines the principles and methods to ensure transparency and completeness in the compilation of reports, in accordance with European CSRD regulations and ESRS.

GOV-5, 35 The Indel B Group's internal control and risk management system for sustainability reporting is based on a structured and documented process. The scope covers the entire Group, as defined within the same procedure. The sustainability function, coordinated by an inter-company unit of three people, including the Financial Reporting Officer, is in charge of managing the double materiality analysis process, monitoring significant impacts, risks and opportunities for the Group. In addition, ESG KPIs are defined, and validated data are collected from each process owner, ensuring the quality and integrity of the information.

GOV-5, 36 The Indel B Group adopts a risk assessment approach that takes into account the completeness and integrity of data, the accuracy of estimates, the availability of data along the value chain, and the timing of information availability. The sustainability unit coordinates the collection and validation of this data, using detailed information sheets that are sent to the heads of business functions. The risk prioritisation approach is defined through the double materiality analysis, which identifies material issues on the basis of significant impacts, risks and opportunities.

The main risks identified in the reporting process include the completeness and integrity of data, the availability of timely and accurate information, and the management of data from external sources along the value chain.

Mitigation strategies consist of a rigorous internal data verification process, in which each owner is responsible for verifying the accuracy of the data attributed to him/her. Once the sustainability report has been drafted and validated by the sustainability unit, it is audited by an accredited external body, which guarantees the integrity and completeness of the information.

With regard to the integration of risk assessment results into internal processes, the Indel B Group adopts a structure in which internal controls are integrated into business functions through a communication flow involving the sustainability unit and those responsible for individual processes.

Each year, the sustainability unit coordinates the double materiality analysis and the definition of material topics, and collects the data through a structured process that ensures the validity of the information.

Finally, periodic reporting of results is ensured through annual internal meetings between the various corporate functions and managers, who review progress and risks related to sustainability issues, and through continuous training of people involved in reporting. Internal communication is crucial to ensure that information is up-to-date and timely, with a training plan to fill any identifiable gaps in the reporting process.

IRO-1, 51, 52, 53

Double materiality analysis

The double materiality analysis is a key pillar in the Indel B Group's sustainability reporting process, aligning with the requirements of the EU Directive 2022/2464 (Corporate Sustainability Reporting Directive - CSRD). This approach aims to ensure that the information disclosed is accurate, complete and meaningful, reflecting in an integrated manner the impacts, risks and opportunities arising from the Group's activities. The analysis combines two perspectives: impact materiality ("inside-out"), which assesses the effects generated by the Group on the environment, society and stakeholders, and financial materiality ("outside-in"), which considers the influence of environmental, social and governance factors on economic and financial performance.

The process adopted by the Group consists of three main phases, each supported by a methodological basis in accordance with the European Sustainability Reporting Standards (ESRS) and inspired by the EFRAG IG 1 Materiality Assessment Implementation Guidance.

The first phase focuses on understanding the operating environment, company activities and business relationships along the value chain. The Group has carried out a comprehensive mapping of operations, including the entire product life cycle, with a focus on upstream (suppliers, raw material procurement) and downstream (customers and end-use) phases. This analysis extended to the identification of key internal and external stakeholders, including employees, customers, suppliers, local communities and banks.

The second phase focuses on the identification of material impacts, risks and opportunities, following a structured approach that integrates qualitative and quantitative data. At this stage, the Group used the sustainability issues listed in ESRS 1 as a reference framework, combining them with sector benchmarks, ESG assessments, scenario analyses and comparisons with the practices of major competitors. Current and potential, positive and negative, direct and indirect impacts arising from the Group's operations and business relationships were examined. The process also included an analysis of the materiality of issues to stakeholders through engagement activities such as surveys and interviews. This approach ensured an inclusive and transparent evaluation, in line with the guiding principles of multi-stakeholder engagement recommended by EFRAG.

The third step concerns the assessment of materiality, broken down into the dimensions of impacts on people and the environment and financial risks and opportunities, as required by the dual materiality approach. The assessment of the materiality of impacts considered criteria such as magnitude, scope and irretrievable nature of the impact, including parameters such as the temporal duration and geographical scale of the effects. A formula integrating the probability of occurrence with the magnitude of impacts was applied to quantify their materiality. In parallel, the financial assessment explored the potential effect of ESG factors on economic performance, identifying risks and opportunities in terms of financial performance, access to capital, operational resilience and cost of financing.

ESRS 1, 29 During the double materiality analysis process, the Group also examined the impacts, risks and opportunities related to sustainability issues that, while not emerging as material according to the adopted materiality criteria, were nevertheless assessed in accordance with the requirements of ESRS 2. In particular, issues related to pollution, water management and biodiversity were considered, analysing the location of company sites and the activities carried out along the entire value chain, both upstream and downstream. The process included an assessment of the actual and potential impacts, risks and opportunities associated with these issues, using specific methodologies and tools for environmental analysis. In the course of the assessment, no specific consultation processes with affected communities were conducted, but the analysis was based on environmental, social and other available information to ensure a complete and consistent picture. Based on the results of this analysis, these issues were assessed as not relevant to the sustainability reporting process at this time.

The process has evolved significantly from the previous period, for which the Consolidated Non-Financial Statement 2023 was prepared pursuant to Italian Legislative Decree no. 254/2016. While the Group previously relied on an approach focused exclusively on impacts (inside-out materiality), this report marks an important methodological innovation with the integration of the financial dimension (outside-in), which is necessary to comply with the principles introduced by the CSRD. This new approach allows the Group to also identify risks and opportunities arising from ESG factors, providing a more comprehensive view of the interconnections between sustainability and business performance.

The double materiality analysis was approved by the Board of Directors at the end of 2024 and forms the basis of the sustainability reporting process.

The review of the double materiality analysis process will take place on an annual basis, in order to ensure continuous updating with respect to regulatory changes, market developments and stakeholder priorities. This commitment enables the Group to maintain a proactive and dynamic approach to sustainability management, constantly improving the effectiveness and transparency of its reporting system.

Stakeholder engagement activities

SBM-2, 43, 44, 45

The Indel B Group attaches great importance to stakeholder engagement to ensure that the corporate strategy and business model are aligned with the interests, opinions and rights of stakeholders. In 2024, the Group conducted a structured stakeholder engagement campaign, involving employees, customers, suppliers and local community representatives. Workers in the value chain and consumers/end-users were not directly involved in the campaign, although their opinions and expectations were indirectly taken into account through market analyses, supplier relationships and industry research.

The main stakeholder categories involved were identified through a structured process aimed at understanding their role and expectations with respect to the Group's activities. Among them, employees represent a key group of stakeholders, directly involved through an online survey. A total of 864 stakeholders participated in the consultation, with a valid response rate of 64%.

S1 SBM-2, 12

S2 SBM-2, 9

S4 SBM-2, 8

The involvement of employees was aimed at gathering meaningful opinions on how the strategy and business model could address their interests, with a focus on respect for human rights and improving working conditions. The results confirmed the importance of already identified themes, including well-being and workforce development. Although no new material themes emerged, the indications received provided essential input for defining more targeted ESG actions, objectives and strategies.

The Group also analysed whether and how its strategy and business model could create, exacerbate or mitigate significant impacts on its own workforce. By listening to the views of employees and, where applicable, their representatives, the Group assesses the ability of its business model to address these impacts and promotes initiatives to mitigate them.

The results of involvement activities are considered in decision-making processes and in the definition of corporate strategy. The analysis of the opinions gathered allows for continuous monitoring and improvement of sustainability practices, helping to mitigate significant impacts and strengthen respect for human rights along the value chain.

The Group's administrative, management and supervisory bodies are, at least annually, informed about the results of engagement activities and impact analysis, ensuring that corporate governance remains aligned with stakeholder expectations. This approach allows Indel B to align its strategy and business model with the interests of its main stakeholders, promoting responsible and sustainable management.

Disclosure Requirements

Determining the material information to be disclosed

IRO-2, 59

The Indel B Group determined the material information to be disclosed in relation to impacts, risks and opportunities through a structured process based on a double materiality analysis. This analysis was conducted using EFRAG guidelines, including the mapping tables provided by EFRAG's Q&A ID 177, which link sustainability issues to the thematic disclosure requirements specified in the ESRS. Thresholds and criteria defined in accordance with ESRS 1, section 3.2 were applied to ensure consistency and implementation of the materiality principle. This approach makes it possible to identify and disclose information that meets regulatory expectations and stakeholder needs, ensuring high transparency and direct communication.

Presentation of disclosure requirements

IRO-2, 54, 55, 56

This statement includes a list structured in the form of indexes, based on the results of the materiality assessment, indicating the relevant paragraphs for each topic covered. The indices are divided by chapter, each corresponding to a relevant ESRS sustainability theme, and placed at the beginning of each section of the statement. The disclosure is presented together with the information provided under the corresponding thematic ESRS. In doing so, the company provides a statement of its material impacts, risks and opportunities, together with information prepared in accordance with ESRS 2, paragraph 49. In addition, a summary table lists the disclosures arising from EU legislation stated in Appendix B of ESRS 1, specifying whether the company has assessed them as not material; in such cases, the term "Not Material" is indicated in accordance with paragraph 35 of ESRS 1.

Disclosure requirement and corresponding datapoint	SFDR Reference(1)	Third Pillar Reference(2)	Reference Index Regulation Reference(3)	EU climate law reference(4)	Reference
ESRS 2 GOV-1 Board's gender diversity, paragraph 21(d)	Annex I, Table 1, indicator no. 13		Commission Delegated Regulation (EU) 2020/1816(5), annex II		Board of Directors pages 64-65
Disclosure requirement and corresponding datapoint	SFDR Reference(1)	Third Pillar Reference(2)	Reference Index Regulation Reference(3)	EU climate law reference(4)	Reference
ESRS 2 GOV-1 Percentage of board members who are independent, paragraph 21(e)			Commission Delegated Regulation (EU) 2020/1816, annex II		Board of Directors pages 64-65
ESRS 2 GOV-4 Statement on due diligence, paragraph 30	Annex I, Table 3, indicator no. 10				Statement on due diligence p. 68
ESRS 2 SBM-1 Involvement in activities related to fossil fuel activities, paragraph 40(d)(i)	Annex I, Table 1, indicator no. 4	Article 449 bis of Regulation (EU) 575/2013; commission Implementing Regulation (EU) 2022/2453 (6), Table 1 - Qualitative Information on Environmental Risk and Table 2 - Qualitative Information on Social Risk	Commission Delegated Regulation (EU) 2020/1816, annex II		Not applicable

1 Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector (Sustainable Finance Disclosures Regulation) (OJ L 317, 9.12.2019, p. 1).

2 Regulation (EU) 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) 648/2012 (Capital Requirements Regulation "CRR") (OJ L 176, 27.6.2013, p. 1).

3 Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending Directives 2008/48/EC and 2014/17/EU and Regulation (EU) 596/2014 (OJ L 171, 29.6.2016, p. 1).

4 Regulation (EU) 2021/1119 of the European Parliament and of the Council of 30 June 2021 establishing the framework for achieving climate neutrality and amending Regulation (EC) 401/2009 and Regulation (EU) 2018/1999 ("European Climate Law") (OJ L 243, 9.7.2021, p. 1).

5 Commission Delegated Regulation (EU) 2020/1816 of 17 July 2020 supplementing Regulation (EU) 2016/1011 of the European Parliament and of the Council as regards the explanation in the benchmark statement of how environmental, social and governance factors are reflected in each benchmark provided and published (OJ L 406, 3.12.2020, p. 1).

6 Commission Implementing Regulation (EU) 2022/2453 of 30 November 2022 amending the implementing technical standards laid down in Implementing Regulation (EU) 2021/637 as regards the disclosure of environmental, social and governance risks (OJ L 324 of 19.12.2022, p.1).

ESRS 2 SBM-1 Involvement in activities related to chemical production, paragraph 40(d)(ii)	Annex I, Table 2, indicator no. 9		Commission Delegated Regulation (EU) 2020/1816, annex II		Not applicable
ESRS 2 SBM-1 Involvement in activities related to controversial weapons, paragraph 40(d)(iii)	Annex I, Table 1, indicator no. 14		Article 12, paragraph 1 of Delegated Regulation (EU) 2020/1818 ([7]) and Annex II of Delegated Regulation (EU) 2020/1816		Not applicable

Disclosure requirement and corresponding datapoint	SFDR Reference(1)	Third Pillar Reference(2)	Reference Index Regulation Reference(3)	EU climate law reference(4)	Reference
ESRS 2 SBM-1 Involvement in activities related to cultivation and production of tobacco, paragraph 40(d)(iv)			Article 12, paragraph 1 of Delegated Regulation (EU) 2020/1818 and Annex II of Delegated Regulation (EU) 2020/1816		Not applicable
ESRS E1-1 Transition Plan to reach climate neutrality by 2050, paragraph 14				Article 2, paragraph 1, of Regulation (EU) 2021/1119	Not present in the Consolidated Sustainability Reporting because Indel B has not implemented, nor plans to implement in the short term, a transition plan for climate change mitigation

[7] Commission Delegated Regulation (EU) 2020/1818 of 17 July 2020 supplementing Regulation (EU) 2016/1011 of the European Parliament and of the Council as regards minimum standards for EU Climate Transition Benchmarks and EU Paris-aligned Benchmarks (OJ L 406, 3.12.2020, p. 17).

Disclosure requirement and corresponding datapoint	SFDR Reference[(1)]	Third Pillar Reference[(2)]	Reference Index Regulation Reference[(3)]	EU climate law reference[(4)]	Reference
ESRS E1-1 Undertakings excluded from Paris-aligned Benchmarks, paragraph 16(g)		Article 449 bis of Regulation (EU) 575/2013; Commission Implementing Regulation (EU) 2022/2453, model 1: Banking portfolio - Indicators of potential transition risk related to climate change: Credit quality of exposures by sector, emissions and residual maturity	Article 12, paragraph 1(d) to (g) and paragraph 2 of Delegated Regulation (EU) 2020/1818		Not applicable
ESRS E1-4 GHG emission reduction targets, paragraph 34	Annex I, Table 2, indicator no. 4	Article 449 bis of Regulation (EU) 575/2013; Commission Implementing Regulation (EU) 2022/2453, Model 3: Banking portfolio - Indicators of potential climate change transition risk: alignment metrics	Article 6 of Delegated Regulation (EU) 2020/1818		IRO policies and monitoring p. 86
ESRS E1-5 Energy consumption from fossil sources disaggregated by source (only high climate impact sectors), paragraph 38	Annex I, Table 1, indicator no. 5 and Annex I, Table 2, indicator no. 5				Energy consumption and mix pages 87-88
ESRS E1-5 Energy consumption and mix, paragraph 37	Annex I, Table 1, indicator no. 5				Energy consumption and mix pages 87-88
ESRS E1-5 Energy intensity associated with activities in high climate impact sectors, paragraphs 40 to 43	Annex I, Table 1, indicator no. 6				Energy intensity p. 88

ESRS E1-6 Gross Scope 1, 2, 3 and Total GHG emissions, paragraph 44	Annex I, Table 1, indicators no. 1 and 2	Article 449 bis of Regulation (EU) 575/2013; Commission Implementing Regulation (EU) 2022/2453, model 1: Banking portfolio - Indicators of potential transition risk related to climate change: Credit quality of exposures by sector, emissions and residual maturity	Articles 5, paragraph 1, 6 and 8, paragraph 1, of Delegated Regulation (EU) 2020/1818		Greenhouse Gas Emissions pages 88-89
ESRS E1-6 Gross GHG emissions intensity, paragraphs 53 to 55	Annex I, Table 1, indicator no. 3	Article 449 bis of Regulation (EU) 575/2013; Commission Implementing Regulation (EU) 2022/2453, model 3: Banking portfolio - Indicators of potential climate change transition risk: alignment metrics	Article 8, paragraph 1, of Delegated Regulation (EU) 2020/1818		Emission intensity p. 95

Disclosure requirement and corresponding datapoint	SFDR Reference[(1)]	Third Pillar Reference[(2)]	Reference Index Regulation Reference[(3)]	EU climate law reference[(4)]	Reference
ESRS E1-7 GHG removals and carbon credits, paragraph 56				Article 2, paragraph 1, of Regulation (EU) 2021/1119	Not applicable. The Group neither purchased nor issued carbon credits
ESRS E1-9 Exposure of the benchmark portfolio to climate-related physical risks, paragraph 66			Annex II of Delegated Regulation (EU) 2020/1818 and Annex II of Delegated Regulation (EU) 2020/1816		Phase-in

ESRS E1-9 Disaggregation of monetary amounts by acute and chronic physical risk, paragraph 66(a) ESRS E1-9 Location of significant assets at material physical risk, paragraph 66(c)		Article 449 bis of Regulation (EU) 575/2013; points 46 and 47 of Commission Implementing Regulation (EU) 2022/2453; Model 5: Banking book - Indicators of potential physical risk related to climate change: exposures subject to physical risk			Phase-in
ESRS E1-9 Breakdown of the carrying value of its real estate assets by energy-efficiency classes, paragraph 67(c)		Article 449 bis of Regulation (EU) 575/2013; point 34 of Commission Implementing Regulation (EU) 2022/2453; Model 2: Banking portfolio - Indicators of potential transition risk related to climate change: Loans collateralised by immovable property - Energy efficiency of the collateral			Phase-in

Disclosure requirement and corresponding datapoint	SFDR Reference[1]	Third Pillar Reference[2]	Reference Index Regulation Reference[3]	EU climate law reference[4]	Reference
ESRS E1-9 Degree of exposure of the portfolio to climate-related opportunities, paragraph 69			Annex II to Delegated Regulation (EU) 2020/1818		Phase-in

ESRS E2-4 Amount of each pollutant listed in Annex II of E-PRTR (European Pollutant Release and Transfer Register) emitted to air, water and soil, paragraph 28	Annex I, Table 1, indicator no. 8; Annex I, Table 2, indicator no. 2; Annex 1, Table 2, indicator no. 1; Annex I, Table 2, indicator no. 3				Immaterial
ESRS E3-1 Water and marine resources, paragraph 9	Annex I, Table 2, indicator no. 7				Immaterial
ESRS E3-1 Dedicated policy, paragraph 13	Annex I, Table 2, indicator no. 8				Immaterial
ESRS E3-1 Sustainable oceans and seas paragraph 14	Annex I, Table 2, indicator no. 12				Immaterial
ESRS E3-4 Total water recycled and reused, paragraph 28(c)	Annex I, Table 2, indicator no. 6.2				Immaterial
ESRS E3-4 Total water consumption in m3 compared per net revenue on own operations, paragraph 29	Annex I, Table 2, indicator no. 6.1				Immaterial
ESRS 2 IRO-1 - E4 paragraph 16(a)(i)	Annex I, Table 1, indicator no. 7				Immaterial
ESRS 2 IRO-1 - E4 paragraph 16(b)	Annex I, Table 2, indicator no. 10				Immaterial
ESRS 2 IRO-1 - E4 paragraph 16(c)	Annex I, Table 2, indicator no. 14				Immaterial
ESRS E4-2 Sustainable land / agriculture practices or policies paragraph 24(b)	Annex I, Table 2, indicator no. 11				Immaterial
ESRS E4-2 Sustainable oceans / seas practices or policies, paragraph 24(c)	Annex I, Table 2, indicator no. 12				Immaterial

Disclosure requirement and corresponding datapoint	SFDR Reference(1)	Third Pillar Reference(2)	Reference Index Regulation Reference(3)	EU climate law reference(4)	Reference
ESRS E4-2 Policies to address deforestation, paragraph 24(d)	Annex I, Table 2, indicator no. 15				Immaterial

ESRS E5-5 Non-recycled waste, paragraph 37(d)	Annex I, Table 2, indicator no. 13				Waste p. 100-101
ESRS E5-5 Hazardous and radioactive waste, paragraph 39	Annex I, Table 1, indicator no. 9				Waste p. 100-101
ESRS 2 – SBM3 – S1 Risk of incidents of forced labour, paragraph 14(f)	Annex I, Table 3, indicator no. 13				Identification of impacts, risks and opportunities p. 114
ESRS 2 – SBM3 – S1 Risk of incidents of child labour, paragraph 14(g)	Annex I, Table 3, indicator no. 12				Identification of impacts, risks and opportunities p. 114
ESRS S1-1 Human rights policy commitments, paragraph 20	Annex I, Table 3, indicator no. 9 and Annex I, Table 1, indicator no. 11				IRO policies and monitoring p. 115-116
ESRS S1-1 Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8, paragraph 21			Commission Delegated Regulation (EU) 2020/1816, annex II		IRO policies and monitoring p. 115-116
ESRS S1-1 Processes and measures for preventing trafficking in human beings, paragraph 22	Annex I, Table 3, indicator no. 11				IRO policies and monitoring p. 115-116
ESRS S1-1 Workplace accident prevention policy or management system, paragraph 23	Annex I, Table 3, indicator no. 1				IRO policies and monitoring p. 115-116
ESRS S1-3 Grievance/complaints handling mechanisms, paragraph 32)	Annex I, Table 3, indicator no. 5				Engagement processes and communication channels p. 116
ESRS S1-14 Number of fatalities and number and rate of work-related accidents, paragraph 88(b) and (c)	Annex I, Table 3, indicator no. 2		Commission Delegated Regulation (EU) 2020/1816, annex II		Health and safety metrics p. 121
ESRS S1-14 Number of days lost to injuries, accidents, fatalities or illness, paragraph 88(e)	Annex I, Table 3, indicator no. 3				Phase-in

Disclosure requirement and corresponding datapoint	SFDR Reference[(1)]	Third Pillar Reference[(2)]	Reference Index Regulation Reference[(3)]	EU climate law reference[(4)]	Reference
ESRS S1-16 Unadjusted gender pay gap, paragraph 97(a)	Annex I, Table 1, indicator no. 12		Commission Delegated Regulation (EU) 2020/1816, Annex II		Gender pay gap p. 122
ESRS S1-16 Excessive CEO pay ratio, paragraph 97(b)	Annex I, Table 3, indicator no. 8				Total remuneration ratio p. 123
ESRS S1-17 Incidents of discrimination, paragraph 103(a)	Annex I, Table 3, indicator no. 7				Incidents, complaints and severe human rights impacts p. 123
ESR S1-17 Non-respect of UNGPs on Business and Human Rights and OECD, paragraph 104(a)	Annex I, Table 1, indicator no. 10 and Annex I, Table 3, indicator no. 14		Annex II of Delegated Regulation (EU) 2020/1816 and Article 12, paragraph 1, of Delegated Regulation (EU) 2020/1818		Incidents, complaints and severe human rights impacts p. 123
ESRS 2 SBM-3 – S2 Significant risk of child labour or forced labour in the value chain, paragraph 11(b)	Annex I, Table 3, indicators no. 12 and 13				Identification of impacts, risks and opportunities p. 126
ESRS S2-1 Human rights policy commitments, paragraph 17	Annex I, Table 3, indicator no. 9 and Annex I, Table 1, indicator no. 11				IRO policies and monitoring p. 127-128
ESRS S2-1 Policies related to value chain workers, paragraph 18	Annex I, Table 3, indicators no. 11 and 4				IRO policies and monitoring p. 127-128
ESRS S2-1 Non-respect of UNGPs on Business and Human Rights principles and OECD guidelines, paragraph 19	Annex I, Table 1, indicator no. 10		Annex II of Delegated Regulation (EU) 2020/1816 and Article 12, paragraph 1, of Delegated Regulation (EU) 2020/1818		IRO policies and monitoring p. 127-128

Disclosure requirement and corresponding datapoint	SFDR Reference[1]	Third Pillar Reference[2]	Reference Index Regulation Reference[3]	EU climate law reference[4]	Reference
ESRS S2-1 Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8, paragraph 19			Commission Delegated Regulation (EU) 2020/1816, Annex II		IRO policies and monitoring p. 127-128
ESRS S2-4 Human rights issues and incidents connected to its upstream and downstream value chain, paragraph 36	Annex I, Table 3, indicator no. 14				IRO policies and monitoring p. 72-73
ESRS S3-1 Human rights policy commitments, paragraph 16	Annex I, Table 3, indicator no. 9 and Annex I, Table 1, indicator no. 11				Immaterial
ESRS S3-1 Non-respect of UNGPs on Business and Human Rights, ILO principles or and OECD guidelines, paragraph 17	Annex I, Table 1, indicator no. 10		Annex II of Delegated Regulation (EU) 2020/1816 and Article 12, paragraph 1, of Delegated Regulation (EU) 2020/1818		Immaterial
ESRS S3-4 Human rights issues and incidents, paragraph 36	Annex I, Table 3, indicator no. 14				Immaterial
S4-1 – Policies related to consumers and end-users, paragraph 16	Annex I, Table 3, indicator no. 9 and Annex I, Table 1, indicator no. 11				IRO policies and monitoring p. 131-132
ESRS S4-1 Non-respect of UNGPs on Business and Human Rights principles and OECD guidelines, paragraph 17	Annex I, Table 1, indicator no. 10		Annex II of Delegated Regulation (EU) 2020/1816 and Article 12, paragraph 1, of Delegated Regulation (EU) 2020/1818		IRO policies and monitoring p. 131-132
ESRS S4-4 Human rights issues and incidents, paragraph 35	Annex I, Table 3, indicator no. 14				IRO policies and monitoring p. 131-132
ESRS G1-1 United Nations Convention against Corruption, paragraph 10(b)	Annex I, Table 3, indicator no. 15				Whistleblower protection mechanisms p. 136-137

Disclosure requirement and corresponding datapoint	SFDR Reference[1]	Third Pillar Reference[2]	Reference Index Regulation Reference[3]	EU climate law reference[4]	Reference
ESRS G1-1 Protection of whistleblowers, paragraph 10(d)	Annex I, Table 3, indicator no. 6				Whistleblower protection mechanisms p. 136-137
ESRS G1-4 Fines for violation of anti-corruption and anti-bribery laws, paragraph 24(a)	Annex I, Table 3, indicator no. 17		Annex II to Delegated Regulation (EU) 2020/1816		Confirmed incidents of corruption or bribery p. 138
ESRS G1-4 Standards of anti-corruption and anti-bribery, paragraph 24(b)	Annex I, Table 3, indicator no. 16				Immaterial

Climate change

ESRS Standard	Location	Notes
Governance		
ESRS 2 GOV-3 – Integration of sustainability-related performance in incentive schemes	General Disclosures - Incentive Schemes	The disclosure is made in ESRS 2 GOV-3, section "General Disclosures", in accordance with Appendix C, which defines the obligations to be applied in conjunction with ESRS 2.
Strategy		
E1-1 – Transition plan for climate change mitigation		Not present in the Consolidated Sustainability Reporting because Indel B has not implemented, nor plans to implement in the short term, a transition plan for climate change mitigation
ESRS 2 SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model.	Physical and transitional risk assessment	
Impact, risk and opportunity management		
ESRS 2 IRO-1 – Description of the processes to identify and assess material climate-related impacts, risks and opportunities	Identification of impacts, risks and opportunities	
E1-2 – Policies related to climate change mitigation and adaptation	IRO policies and monitoring	
E1-3 – Actions and resources in relation to climate change policies	IRO policies and monitoring	
Metrics and targets		
E1-4 – Targets related to climate change mitigation and adaptation	IRO policies and monitoring	
E1-5 – Energy consumption and mix	Energy consumption and mix	
E1-6 – Gross Scope 1, 2, 3 and total GHG emissions	Greenhouse gas emissions	
E1-7 – GHG removals and GHG mitigation projects financed through carbon credits		Not present in the Consolidated Sustainability Reporting, as Indel B has not taken and does not intend to take any actions in the short term to absorb and/or store GHG from projects developed within its operations or along the value chain
E1-8 – Internal carbon pricing		Not present in the Consolidated Sustainability Reporting as Indel B has not implemented, nor has plans to implement in the short term, an internal carbon pricing scheme
E1-9 – Anticipated financial effects from material physical and transition risks and potential climate-related opportunities		Phase-in

Identification of impacts, risks and opportunities

The Indel B Group conducted an assessment of the impacts, risks and opportunities arising from climate change, using up-to-date climate scenarios and following the regulatory requirements of the European Union taxonomy and international standards.

SBM-3, 19
IRO-1, 20

The Group analysed adaptation, mitigation and energy issues related to climate change.

The production of greenhouse gases (GHG) within the Group's production activities contributes to climate change, with negative impacts reflected in the GHG emissions generated, which pose a current critical issue that must be monitored and reduced over time. Primary energy consumption is a significant component of business operations, with energy supply, mainly from non-renewable sources, contributing to GHG emissions.

In addition, the Group examined emissions along the value chain, including indirect activities related to the supply of raw materials, logistics and distribution of its products. Indirect emissions also contribute to climate change, creating a negative global impact.

Indel B identified potential damage to company infrastructure and possible disruption to production activities as direct consequences of extreme weather events. In particular, the vulnerability of operating offices to phenomena such as floods, storms, exceptional snowfall and heat waves could compromise efficiency and business continuity.

The increasing intensification of climate regulations could lead to risks for the Group, including increased costs of compliance with new environmental regulations. Moreover, evolving climate policies could lead to an increase in operating costs related to the transition to more sustainable practices, such as the adoption of low-carbon technologies.

Physical and transitional risk assessment

SBM-3, 18
IRO-1, 21

The Group considered the main climate-related hazards, including extreme events and long-term changes, using high-emission climate scenarios, such as those envisaged by the IPCC. Potential impacts have been assessed in relation to probability of occurrence, severity and duration, taking into account the geographic specificities of its operational offices.

The most vulnerable areas were identified through a geographical analysis, and company assets, including buildings, machinery and critical infrastructure, were assessed to determine the degree of exposure to climate hazards. The impact on day-to-day activities, such as production processes and logistics, was also analysed. The Group also assessed transition events related to the growing demand for sustainability and emission reduction policies. The introduction of stricter regulations and the adoption of low-emission technologies represent opportunities for compliance, but also potential economic risks, such as increased compliance costs and the need for investment to adopt new technologies.

Time horizons and asset sensitivity

The Group has defined short-term (up to 1 year), medium-term (1 to 5 years) and long-term (over 5 years) time horizons to assess the evolution of risks and opportunities related to climate change.

Summary and future prospects

To date, the Group has not identified significant opportunities arising from transition scenarios, focusing mainly on managing physical and operational risks related to climate change. Risk assessment has been integrated into strategic plans, with the aim of ensuring the resilience and sustainability of business operations in the short, medium and long term.

The Group will continue to monitor and update its assessments as climate and international policies evolve, taking the necessary measures to reduce environmental impacts and improve its ability to adapt to climate change.

Material impacts, risks and opportunities

The IRO assessment was carried out in accordance with the criteria and approaches defined in the paragraph "Double Materiality Analysis" within the chapter "General Disclosures".

ESRS 2 SBM-3, 46 47, 48

Below are the relevant IROs that emerged from the analysis.

Sub-topic / sub-sub-topic	IRO	Own Operations / Value Chain	Description
Climate change adaptation	Physical risk	Own operations	Damage to the infrastructure and interruptions of the Group's business activities
Climate change mitigation	Current negative impact	Own operations	Production of GHG emissions as part of production activity, with negative impacts in terms of climate change contribution
	Current negative impact	Value chain	Production of GHG emissions across the value chain, with negative impacts in terms of climate change contribution
	Transition risk	Own operations	Increased compliance costs to adapt to climate change coupled with stricter regulations
Energy	Current negative impact	Own operations	Primary energy consumption for business operations
	Risk	Own operations	Price volatility and instability of energy supplies

IRO policies and monitoring

MDR-P, 65

E1-2, 22, 23, 24, 25 The Indel B Group, through its Environmental Policy, expresses a clear commitment to reducing the impact of its activities on climate change and promoting responsible management of energy resources. This ISO 14001:2015-compliant policy applies to all Group companies and is a fundamental pillar of the company's strategy.

Indel B's approach to climate change mitigation is based on the desire to progressively reduce atmospheric emissions and move towards a decarbonisation pathway. The Group is currently at an early stage of mapping its carbon footprint. This activity is essential to gain a detailed understanding of the baseline and to be able to set concrete and measurable goals. The mapping will make it possible to identify priority areas for action and to develop a structured strategy to respond effectively to the challenges posed by climate change.

MDR-A, 62 In relation to climate change adaptation, the Group recognises the need to take measures to ensure the resilience of its operations. Although these actions have not yet been set out in a detailed plan, the principles of adaptation are already integrated into the Environmental Policy and help guide business decisions towards greater sustainability.

Energy efficiency is a key aspect of the Group's strategy. Indel B is committed to optimising the use of energy resources through the use of the best available technologies and through careful consumption management, with the aim of eliminating waste and improving environmental performance. In parallel, the Group promotes the adoption of renewable and environmentally friendly energies, thus contributing to a more sustainable energy transition.

MDR-T, 81 Although Indel B has not currently set any measurable energy sustainability targets, the Group intends to set them once the carbon footprint mapping is completed. This approach reflects a willingness to take conscious and well-calibrated action based on reliable data and a thorough analysis of one's own emissions.

Meanwhile, the Group monitors the effectiveness of policies through a system of periodic reviews of environmental performance. These monitoring activities, conducted in accordance with ISO 14001:2015, were launched in 2002 with the implementation of the environmental management system and enable progress towards continuous improvement objectives to be assessed and any areas for improvement to be identified. Since 2018, when it began publishing its Non-Financial Statement in accordance with Italian Legislative Decree no. 254/2016, the Group has made data on energy consumption and emissions available, consolidating its commitment to transparency. This monitoring includes the analysis of energy consumption and the effectiveness of technologies adopted to improve efficiency.

Though still evolving, this approach highlights the Group's commitment to responsibly addressing the impacts, risks, and opportunities associated with climate change, laying the foundations for a future in which sustainability will be increasingly central to the company's strategy.

Metrics

Energy consumption and mix

E1-5, 37,38, 39, RA34

The activities of the Indel B Group involve energy consumption from various sources, broken down into electricity, natural gas, fuel and LPG for welding purposes. Electricity is used to power office utilities, lighting, room air-conditioning and the operation of production equipment and machinery. Natural gas is mainly used for space heating, LPG is for specific applications in operational processes, and fuels are used to power company vehicles. The Group has installed photovoltaic systems to reduce environmental impact and improve energy efficiency. In particular, there is a photovoltaic system on the Thermoforming department, and the production site in Secchiano has been upgraded with new systems, progressively expanding the generation capacity from solar energy. In addition, further plants were installed at production sites, awaiting connection, to increase the share of self-generated energy.

Energy consumption and mix (MWh)	2024
Fuel consumption from coal and coal products	-
Fuel consumption from crude oil and petroleum products	2,100.3
Fuel consumption from natural gas	2,452.4
Fuel consumption from other fossil sources	-
Consumption of electricity, heat, steam and cooling purchased or acquired from fossil sources	3,077.7
Total fossil energy consumption	7,630.4
Share of fossil sources in total energy consumption	93.8%
Consumption from nuclear sources	-
Share of consumption from nuclear sources in total energy consumption	-
Fuel consumption from renewable sources	-
Consumption of electricity, heat, steam and cooling purchased or acquired from renewable sources	-
Consumption of self-generated non-fuel renewable energy	502.7
Total renewable energy consumption	502.7
Share of renewable sources in total energy consumption	6.2%
Total energy consumption	8,133.1

The following conversion factors derived from the DEFRA 2024 database were applied to convert energy consumption into MWh. For methane gas, the values considered are 12.674 kWh per kilogram and 0.796 kg per cubic metre. LPG for welding and automotive use was converted using a factor of 6.76 kWh per litre. For automotive diesel, the conversion was done using a factor of 9.891 kWh per litre while for automotive petrol, the coefficient applied was 8.969 kWh per litre. In the absence of direct data, the energy consumption of the offices of the foreign trading companies was estimated on the basis of consumption at the Indel B North America trading company, using comparable parameters within the Group.

Energy intensity

E1-5, 40, 41, 42, 43

The energy intensity index was calculated using the value of revenues reported in the Group's consolidated financial statements. All Indel B Group companies fall under the definition of high climate impact activities according to the ESMA standard. In order to ensure a reconciliation with the accounting values in the consolidated financial statements, the energy intensity index was calculated considering the Group's net revenues and the Group's entire energy consumption.

Energy intensity compared to net revenues (MWh / million €)	2024
Total energy consumption of activities in high climate impact sectors (MWh)	8,133.1
Net revenues from activities in high climate impact sectors (million €)	196.6
Total energy consumption of activities in high climate impact sectors compared to net revenues from these activities	**41.4**

Greenhouse Gas Emissions

E1-6, 44, 48, 49, 51, 52, RA39b, RA42c, RA45d RA46d

The Group monitors and reports its greenhouse gases (GHG) emissions in accordance with international standards and regulations. The reporting scope has changed significantly from the previous year; however, in the absence of a comparative figure to be reported, there are no impacts on the comparability of emissions declared. Emission factors are selected on the basis of their geographical and sectoral materiality, ensuring the highest accuracy in emission estimation. A detailed description of the methodologies adopted and the emission factors used is provided in the notes accompanying the emission tables.

During the reporting period, there were no significant events or changes that could have had a material impact on the Group's overall emissions. However, continued efforts towards a more sustainable management of energy consumption and the value chain could lead to effects in the medium to long term, contributing to a progressive GHG emission reduction.

Greenhouse gas emissions (tCO_2eq)	2024
Scope 1 GHG emissions	
Gross Scope 1 GHG emissions	1,019.6
Percentage of Scope 1 GHG emissions from regulated emission trading schemes	-
Scope 2 GHG emissions	
Gross Scope 2 GHG emissions (location-based)	873.4
Gross Scope 2 GHG emissions (market-based)	1,488.2
Scope 3 GHG emissions	
Total gross indirect Scope 3 GHG emissions	383,065.0
1. Goods and services purchased	32,650.7
2. Capital goods	3,696.9
3. Fuel and energy-related activities (not included in Scope 1 or 2)	436.6
4. Upstream transportation and distribution	6,498.6
5. Waste generated in operations	7.7
6. Business traveling	1,051.0
7. Employee commuting	785.3
9. Downstream transportation	3,861.6
11. Use of sold products	317,632.4
12. End-of-life treatment of sold products	16,284.6
15. Investments	159.6
Total GHG emissions.	
Total GHG emissions (location-based)	384,958.0
Total GHG emissions (market-based)	385,572.8

Scope 1 emissions were calculated by applying specific DEFRA 2024 emission factors according to the type of fuel used. For methane gas, the values considered are 2568.16441 kgCO2 per tonne and 0.796 kg per cubic metre. LPG for welding and automotive use was calculated using a factor of 1.55713 kgCO2 per litre. For automotive petrol, the coefficient applied was 2.0844 kgCO2 per litre, while for automotive diesel, a factor of 2.51279 kgCO2 per litre was used for the conversion. For the calculation of location-based Scope 2 emissions, the emission factors adopted refer to ISPRA 2024 for Italy, AIB 2023 Production Mix for European countries, EPA 2024 GHG Emission Factors Hub for the USA and TERNA 2019 for Russia. From a market-based perspective, the AIB 2023 Residual Mix emission factors for Europe, Green-e® Residual Mix Emission Rates (2022 Data) for the USA and TERNA 2019 for Russia were used. Scope 2 emissions are expressed in tonnes of CO_2 because the proportion of methane and nitrous oxide is negligible compared to total greenhouse gas emissions (CO_2 equivalents), as shown in the relevant technical literature.

Scope 3 Categories

E1-6, RA45g, RA46 The calculation of the Group's Scope 3 greenhouse gas (GHG) emissions was carried out based on the principles and rules of the Corporate Value Chain (Scope 3) Accounting and Reporting Standard (2011) of the Greenhouse Gas Protocol. The analysis included an assessment of the 15 Scope 3 emission categories. The relevant categories were identified based on the estimated magnitude of emissions, materiality criteria and value chain influence. Emissions for each significant category were estimated by applying recognised methodologies, using primary data when available and specific emission factors. Overall, 0.34 % of the Scope 3 emissions were calculated based on primary data, in particular Category 4 (Upstream transportation and distribution) was partially quantified through data provided directly by logistics partners.

- *Goods and services purchased*

Emissions associated with purchased goods and services result from the procurement of materials, components and services necessary Group operation.
To estimate these emissions, Indel B adopted the spend-based method, applying emission factors to the consolidated financial statement values. The conversion factors used, which conform to the GHG Protocol methodologies, were extracted from Eurostat's EEIO database, which provides specific parameters for each expenditure category.
The approach adopted allows the carbon footprint associated with corporate purchasing to be estimated in a structured manner, ensuring a consistent analysis in accordance with international standards.

- *Capital goods*

Capital goods-related emissions arise from the purchase of capital goods such as machinery and equipment, not including emissions from the use of such goods, which fall under Scope 1 and 2. The quantification was carried out by applying the expenditure-based method, using the monetary value of the increase in assets recorded in the asset book of each Group company in the reporting year. Emissions were calculated by applying the emission factors provided by Eurostat's EEIO database, which assigns specific values based on the type of investment made.

- *Fuel and energy-related activities*

The emissions attributed to this category result from the production and distribution of fuel and energy that the Group purchased and consumed during the reporting period, excluding those already accounted for in Scope 1 and 2.
The consumption data was collected from the same sources used for energy consumption reporting, in particular from bills received for each utility and financial information on the purchase of fuel for company vehicles.
The energy and fuel volumes thus determined were then converted into CO_2 equivalent emissions by applying the

relevant emission factors.
The calculation was made using emission factors provided by the International Energy Agency (IEA), which are an internationally recognised reference for assessing the environmental impact associated with the production and distribution of energy and fuels.

- *Upstream transportation and distribution*

The emissions associated with this category derive from transportation and distribution services for purchased materials and products, including both incoming transportation from suppliers and outgoing transportation to company sites.
To estimate the emissions, all logistics suppliers were asked to provide details of the emissions generated by the transportation of goods during the reporting period. Where such primary data was provided directly by the transporters, the calculation was based on this information, ensuring a higher level of accuracy.
When suppliers were unable to provide emission data, a distance-based method was applied, using the kilometres travelled by the goods reported by the supplier and converting them into CO_2 equivalent using the emission factors from the DEFRA 2024 database, broken down by mode of transport (air, sea and land).
In the absence of both primary data and mileage, emissions were estimated by applying the expenditure-based method, multiplying the financial value of logistics services by the relevant emission factors derived from EUROSTAT's EEIO (Environmental Extended Input-Output) approach.
The adoption of this methodology made it possible to estimate emissions consistently with the availability of data, ensuring an appropriate level of detail for the different transport cases analysed.

- *Waste generated in operations*

Emissions associated with this category arise from waste produced during business operations, regardless of the type of activity performed.
To estimate the emissions, data on the quantities of waste generated was collected directly from the company waste registers, which document the types and volumes of materials disposed of. The quantities thus measured were subsequently converted into CO_2 equivalent emissions by applying specific conversion factors, in accordance with recognised methodologies.
Emissions were calculated using emission factors provided by the DEFRA 2024 database, which provides specific coefficients for the treatment and disposal of different types of waste, ensuring an accurate analysis aligned with the management practices adopted by the Group.

- *Business traveling*

The emissions attributed to this category result from the journeys made by employees for work, including the use of different means of transport.
To estimate the emissions, a specific format was prepared through which employees were asked to indicate the kilometres travelled for each category of means of transport used during business trips. The data collected was then converted into CO_2 equivalent emissions by applying the relevant emission factors provided by the DEFRA 2024 database, which provides specific coefficients for each means of transport, ensuring accurate quantification in line with international standards.

- *Employee commuting*

The emissions attributed to this category result from employees' daily commuting between home and the workplace.
To estimate emissions, a survey was conducted on the entire Group workforce in order to map the kilometres travelled and the means of transport used for the home-work journey. The survey and the reported data covered approximately 70% of the directly employed staff, providing a representative database of corporate commuting habits.
The data collected was then processed and multiplied by the relevant emission factors, using the coefficients provided by the DEFRA 2024 database, which allows emissions to be quantified on the basis of the mode of transport used.

- *Downstream transportation*

The emissions attributed to this category result from the transportation of the Group's products to end customers, when the transportation is borne by them. Foreign trading companies are excluded from the calculation, as they lack the necessary data for the estimation, representing a turnover weight of 2% of the total.
To estimate the emissions, specific software was used to calculate the kilometres travelled, taking the post code of departure and the post code of destination of each individual shipment as a reference. The software determines the distance travelled on the road by selecting the shortest available route. The routes for which the software was unable to calculate the distance were excluded from the analysis.
The data obtained was then converted into CO_2 equivalent emissions by applying the emission factors provided by the DEFRA 2024 database, which makes it possible to quantify the environmental impact of transport based on the distance travelled and the type of vehicle used.

- *Use of sold products*

Emissions were calculated by considering the products sold during the year, estimating their annual energy consumption and multiplying it by their durability. The estimation of annual energy consumption is based on data in the EPREL database, in accordance with EU regulations, for 220V products classified as household, while for 12/24V products or those without a specific reference standard, internal testing procedures were adopted to assess consumption. The durability of the products was defined according to the criteria described in the relevant section, taking into account the technical characteristics and conditions of use.
The calculation of emissions refers exclusively to products sold by Indel B and Autoclima, excluding foreign trading companies, which only resell products without modifying their characteristics, and the companies ESC and SEA, whose products are not powered electrically but operate by traction. Condor B is also excluded from the scope of the evaluation, as it does not manufacture products that require energy for their operation. For Autoclima, only electric motors are considered, while traction motors are not included in the analysis.
For the conversion of energy consumed into CO_2 equivalent emissions, an average emission factor provided by the International Energy Agency (IEA) was used, adopting the value "World". The choice of an overall average value takes into account the variability of the target markets of the products, which are installed in motor vehicles, in hotel facilities and on board cruise ships. These scenarios are characterised by significant differences in the energy sources used and the relative emission intensities.

- *End-of-life treatment of sold products*

The emissions attributed to this category result from the disposal and treatment of products sold by the Group at the end of their life cycle. The calculation was made considering only products sold by Indel B, Autoclima and SEA, while Condor B, ESC and foreign trading companies were excluded. Condor B was excluded as it lacks complete data and its weight in turnover is negligible, equal to 2%. ESC, which accounts for 6% of turnover, was excluded as it is unable to provide adequate information for the estimate. Foreign trading companies, which only resell products without changing their characteristics, are not included in the calculation scope.
Since most of the products sold by the Group belong to the automotive sector and are not covered by the WEEE regulations, an approach based on analogy with products intended for the B2C market was adopted. Although the regulations are different, the products are not substantially different from those regulated by the WEEE regulations from a technical point of view. Accordingly, it was considered appropriate to apply the same conversion factor used to treat this type of waste. Emissions were calculated using an emission factor of 1.36 tonnes CO_2 equivalent per tonne of WEEE R1 managed by Erion WEEE, Erion's Extended Producer Responsibility System for WEEE management.

The figure comes from the environmental impact calculation tool used in Erion's Sustainability Report 2023 and developed by the WEEE-Forum, an international association that includes the main Extended Producer

Responsibility Systems. The analysis assumes that WEEE is collected and managed by Erion WEEE in accordance with current EU regulations, ensuring proper waste management.

- *Investments*

The emissions attributed to this category result from the Group's investments in companies measured using the equity method. The analysis took into account the Scope 1 and Scope 2 emissions of the investee companies Indel Webasto Marine and Elber, allocating them according to the percentage held by the Group.
Energy consumption data was collected directly from the bills of the investee companies, ensuring quantification based on primary data. For the calculation of Scope 2 emissions, specific location-based emission factors were applied for each reference country: ISPRA 2024 for Italy (Indel Webasto Marine Italia), IGES for Brazil (Elber) and EPA for the USA (Indel Webasto Marine USA). However, for the quantification of Scope 1 emissions, emission factors provided by the DEFRA 2024 database were used.
This approach resulted in an estimate of indirect investment-related emissions aligned with the methodologies recognised by the Greenhouse Gas Protocol.

Excluded Scope 3 categories

E1-6, RA46i Following the analysis of indirect GHG emissions, it was assessed that the following Scope 3 categories were not material for Indel B. The reasons for their exclusion are given below.

Scope 3 Category	Reason for exclusion
8. Upstream leased assets	Not applicable as the Group does not hold leases for goods or services acquired from significant third parties.
10. Processing of sold products	Not material as Indel B does not market intermediate or semi-finished products subject to processing by customers.
13. Downstream leased assets	Not applicable as the Group does not lease its products or assets to third parties.
14. Franchising	Not material since Indel B does not operate through franchising.

Emission intensity

E1-6, 53, 33, RA55 To assess the Indel B Group's emissions efficiency in relation to its economic performance and to monitor progress in reducing its carbon footprint, greenhouse gas (GHG) emissions intensity is determined by comparing total emissions, expressed in metric tonnes of CO_2 equivalent, with the Group's net revenues in the reference year.

The calculation considers both the location-based approach, which reflects the average energy mix of the electricity grid in the countries in which the Group operates, and the market-based approach, which takes into account specific energy supply sources. To ensure consistency with the financial data, the net revenues used are aligned with those reported in the consolidated financial statements.

GHG intensity compared to net revenues (tCO_2eq / million €)	2024
Total GHG emissions (location-based) (tCO2eq)	384,958.0
Total GHG emissions (market-based) (tCO2eq)	385,572.8
Net revenues used to calculate GHG intensity (million €)	196.6
Total GHG emissions (location-based) compared to net revenues	**1,958.1**
Total GHG emissions (market-based) compared to net revenues	**1,961.2**

Circular economy

ESRS Standard	Location	Notes
Impact, risk and opportunity management		
ESRS 2 IRO-1 – Description of the processes to identify and assess material resource use and circular economy-related impacts, risks and opportunities	Identification of impacts, risks and opportunities	
E5-1 – Resource use and circular economy-related policies	IRO policies and monitoring	
E5-2 – Actions and resources related to resource use and circular economy	IRO policies and monitoring	
Metrics and targets		
E5-3 – Targets related to resource use and circular economy	IRO policies and monitoring	
E5-4 – Resource inflows	Resource inflows	
E5-5 – Resource outflows	Resource outflows Waste	
E5-6 – Anticipated financial effects from resource use and circular economy-related risks and opportunities		Phase-in

Identification of impacts, risks and opportunities

IRO-1, 11 The Indel B Group conducted an analysis of its assets and activities to identify material impacts, risks and opportunities related to resource use and the circular economy, with a specific focus on resource inflows, resource outflows and waste. The analysis considered actual and potential impacts and risks both in the company's own operations and, to a lesser extent, in the upstream and downstream value chain. Quantitative and qualitative tools were used to assess resource consumption, process efficiency and waste valorisation opportunities, adopting methodologies based on standardised indicators and sector-specific best practices. No direct consultations with affected communities were conducted as part of this analysis.

Material impacts, risks and opportunities

The IRO assessment was carried out in accordance with the criteria and approaches defined in the paragraph "Double Materiality Analysis" within the chapter "General Disclosures".

ESRS 2 SBM-3, 46 47, 48 Below are the relevant IROs that emerged from the analysis.

Sub-topic / sub-sub-topic	IRO	Own Operations / Value Chain	Description
Resource Inflows	Current negative impact	Own operations	Use of natural resources with consequent impact on their availability
	Current negative impact	Value chain	Use of natural resources with consequent impact on their availability along the value chain
	Risk	Own operations	Resource depletion and rising costs of raw materials
Resource outflows	Current negative impact	Own operations	Impact on product quality and customer perception with regard to increasing percentages of recyclable content in product packaging
Waste	Current negative impact	Own operations	Generation of hazardous and non-hazardous production-related waste, including how it is disposed of, with possible negative impacts on the environment and the health of living organisms
	Potential negative impact	Own operations	Inadequate management of hazardous and non-hazardous production-related waste, including how it is disposed of, with possible negative impacts on the environment and the health of living organisms
	Potential negative impact	Value chain	Generation of hazardous and non-hazardous production-related waste, including how it is disposed of, with possible negative impacts on the environment and the health of living organisms along the value chain
	Potential negative impact	Value chain	Inadequate management of hazardous and non-hazardous production-related waste, including how it is disposed of, with possible negative impacts on the environment and the health of living organisms along the value chain

IRO policies and monitoring

MDR-P, 65

E5-1, 12, 13, 14, 15. 16

The Indel B Group recognises the importance of the circular economy as a strategic element in fostering sustainable resource management and reducing the environmental impact of its activities. In line with the principles set out in the Environment Policy, the Group is committed to promoting a gradual transition from use of virgin resources in favour of recycled materials and to increasing the use of renewable resources, in accordance with ISO 14001:2015 standards.

MDR-A, 62

At present, the Indel B Group has not yet implemented circular economy-related structured actions, as it is still in the process of mapping resource flows in its production processes. This preliminary activity is indispensable to fully understand the initial situation and to define effective and targeted interventions. Based on careful analysis, the Group's approach ensures that future initiatives are well-tuned and consistent with business needs and sustainability goals. Proceeding without a thorough knowledge of resource flows could lead to ineffective or unsustainable actions in the long run.

Currently, the Group's commitment is reflected in the general principles contained in the Environmental Policy, which steers the organisation towards a more responsible and regenerative management of resources. Reducing waste generation, improving material use efficiency and progressively adopting recycled and renewable resources are key elements of this strategy.

In parallel, Indel B monitors the effectiveness of the policies and measures already adopted through a structured environmental performance review process, which complies with the requirements of ISO 14001:2015 certification. This monitoring includes the use of qualitative and quantitative indicators to measure progress, with a focus on increasing the use of secondary resources and improving resource efficiency.

MDR-T, 81

Setting measurable targets and a structured action plan will be initiated once the mapping of resource flows is completed. This activity will provide a solid basis for defining sound strategies aligned with the principles of the circular economy. Meanwhile, the Group will continue to pursue a continuous improvement approach, demonstrating its commitment to increasingly sustainable and responsible development.

Metrics

Resource inflows

E5-4, 30

Indel B manages raw material consumption with an efficiency and sustainability-oriented approach. The materials used in production and assembly processes are characterised by a significant homogeneity between the different product classes, reflecting the standardisation of the solutions adopted.

The main raw material categories include thermoplastics, metals and metal alloys, iron and steel sheets, polyurethane foam, glass and electronic components, as well as paints and refrigerant gases. Raw materials are selected and procured according to criteria that guarantee quality and reliability, in line with production requirements and industry standards.

	2024	
Raw material	Weight (tonne)	% recycled
Metals	3,755.5	5.1%
Plastic	3,429.4	0.5%
Wood - Paper - Cardboard	638.8	34.2%
Electronic boards	14.7	17.8%
Foam (PU)	42.7	-
R600a gas	1.6	-
R134a gas	25.9	-
Other	3,661.1	0.0%
Total	11,569.6	3.7%

The raw material consumption figure was determined through a process of collecting and analysing information provided by suppliers. The Group sent specific requests concerning the composition of purchased products and the content of recycled material to estimate the quantities of raw materials used in its production processes. The information received made it possible to reconstruct the tonnes of material purchased, divided into the categories shown in the table. The activity covered 31% of the purchases in terms of quantity and 55% in terms of economic value, offering a broad, albeit limited and partly underestimated, representation of the use of material resources.

Resource outflows

The Indel B Group contributes to the circular economy by designing products that prioritise durability, reparability and material recovery at the end of life. The main products, consisting of refrigerators of various sizes and types, and vehicle air conditioning systems produced by Autoclima, are developed with a focus on maximising useful life and reducing environmental impact. The company adopts an approach based on ecodesign principles, which aim to optimise energy efficiency, reduce the use of virgin resources and facilitate end-of-life management through component recovery and recycling.

In the design of its products, the Group takes into account the possibility of favouring the separability of materials at end-of-life in order to allow their recovery, thus contributing to the reduction of the amount of waste destined for disposal. The modular design of some components facilitates repair and maintenance, allowing an extension of the useful life of the appliances.

In addition, the company promotes refurbishing practices, offering technical assistance solutions to prolong the operation of its products.

As far as durability is concerned, although no formal analysis is available on the subject, it has been assumed that the lifespan of refrigerators and air conditioning systems is closely related to the operation of the compressor, which is the most critical component in terms of performance. The main compressor supplier confirmed an average component life of 10 years, which is therefore considered representative of the overall useful life of the Group's products.

From the point of view of repairability, no established scoring system is adopted, but products are developed with a focus on serviceability and replacement of key components. The structure of refrigerators and air conditioning systems is designed to facilitate the repair of major wear and tear elements, reducing the need for premature disposal of the entire appliance.

Indel B does not currently have a timely monitoring system to accurately determine the content of recyclable materials in its products and their packaging. However, based on the available information, a specific study on plastic packaging destined for the Spanish market was acquired, which showed that the recycled content is currently zero.

In parallel, Indel B and Condor B are developing initiatives to optimise the use of resources, in particular through the introduction of returnable packaging systems with both customers and suppliers. These initiatives aim to improve packaging management, reducing waste and promoting a more efficient and sustainable approach along the supply chain.

Waste

E5-5, 38, 39

Indel B manages the production and disposal of waste in compliance with the regulations in force, ensuring constant monitoring of transport and disposal operations through specialised and authorised companies. The Group generates waste mainly from production and office activities, distinguishing between hazardous and non-hazardous waste, in accordance with regulatory requirements.

The Group adopts internal procedures for checking disposal companies and transporters, ensuring traceability and compliance with environmental requirements. Waste is collected in dedicated temporary depots equipped with waterproof covers and flooring before being sent to its final destination. The main types of waste produced include metal scrap, cardboard, plastic, packaging, polyurethane residues, refrigerant gases and electronic components.

In line with circular economy principles, Indel B favours recovery and recycling wherever possible, reducing the environmental impact of its activities. The Group constantly monitors the volumes of waste generated and works with qualified partners to ensure responsible waste management.

Waste (t)	2024
Waste generated	1,203.4
Hazardous waste not disposed of	12.3
Hazardous waste not disposed of, intended for preparation for reuse	0.0
Hazardous waste not disposed of, intended for recycling	0.0
Hazardous waste not disposed of, intended for other recovery operations	12.3
Non-hazardous waste not disposed of	1,170.8
Non-hazardous waste not disposed of, intended for preparation for reuse	0.0
Non-hazardous waste not disposed of, intended for recycling	87.3
Non-hazardous waste not disposed of, intended for other recovery operations	1,083.5
Hazardous waste for disposal	5.0
Hazardous waste for disposal by incineration	0.0
Hazardous waste for disposal in landfills	0.0
Hazardous waste for disposal through other operations	5.0
Non-hazardous waste for disposal	15.3
Non-hazardous waste for disposal by incineration	0.0
Non-hazardous waste for disposal in landfills	0.0
Non-hazardous waste for disposal through other operations	15.3
Non-recycled waste	20.3
Percentage of non-recycled waste	1.69%

Data on the quantities of waste generated are collected in their exact number, without the use of estimates. For ESC, the total amount of waste was precisely collected and then sorted into categories, using the classifications used by other manufacturing companies as a reference. For the foreign sales offices, no estimate of the waste produced was made, since as it is exclusively municipal waste, its impact is considered negligible in relation to the total reported.

Taxonomy

This section of the Consolidated Sustainability Reporting as at 31 December 2024 contains the information prepared, in all material respects, in accordance with Article 8 of Regulation (EU) no. 852 of 18 June 2020 (hereinafter also referred to as "European Taxonomy" or "Regulation" or "Taxonomy". The European Taxonomy is a unified system for classifying environmentally sustainable economic activities, introduced by the European Union with Regulation 2020/852, in force since 12 July 2020. Its main objective is to provide investors and markets with a common language based on sustainability metrics, so as to foster comparability between players, reduce the risk of greenwashing and improve the quality and quantity of information on the environmental and social impacts of economic activities. This encourages more responsible investment decisions.

In addition to Regulation 2020/852, the European Commission also issued Delegated Regulation 2139/2021 ("Climate Delegated Act"), Delegated Regulation 2486/2023 ("Environmental Delegated Act") and Delegated Regulation 2178/2021. These regulatory acts define the rules for identifying and reporting on environmentally sustainable economic activities.

The Taxonomy focuses on the classification of economic activities that are considered environmentally sustainable, i.e. those that:

- contribute substantially to achieving one or more of the six environmental and climate objectives defined in Article 9 of EU Regulation 2020/852;
- do no significant harm to other environmental targets, in accordance with the principle of 'do no significant harm' (DNSH);
- respect the minimum safeguards.

The six environmental objectives of the Taxonomy are:

- 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.

Article 8 of EU Regulation 2020/852 defines the reporting obligations within the Taxonomy and clarifies that these requirements apply to any undertaking required to publish Sustainability Reporting pursuant to Article 19-bis or Article 29-bis of Directive 2013/34/EU. The taxonomy requires them to provide information on how and to what extent their activities are aligned with economic activities that qualify as environmentally sustainable.

With regard to non-financial companies, such as Indel B, the disclosure covers the following metrics (known as “key performance indicators” or “KPIs”):

- the proportion of turnover from products or services associated with economic activities that qualify as environmentally sustainable;

- the share of capital expenditure (CapEx) and the share of operating expenditure (OpEx) related to assets or processes associated with economic activities that qualify as environmentally sustainable.

In July 2021, EU Regulation 2021/2178 was published, supplementing Article 8 of EU Regulation 2020/852 to further specify the content and presentation of the aforementioned KPIs as well as the methodology to be complied with for their measurement and the qualitative information that must accompany their reporting. In 2023, this Regulation was amended by Annex V of Regulation 2023/2486, with specific reference to KPI reporting templates.

For the reporting of KPIs for the year 2024, the Group is required to report eligible and aligned economic activities for all six climate and environmental targets.

Non-financial companies are called upon to determine KPIs by ensuring consistency with financial reporting and using the same currency as in the consolidated financial statements, with the additional requirement to include references to the relevant financial statement items for turnover and capital expenditure indicators in their Sustainability Reporting.

Within the scope of its business, the Group has identified economic activities and major projects in line with the provisions of the European Taxonomy. This reporting represents the fourth financial year in accordance with Regulation 2020/852 and its delegated acts. To this end, the Group initiated an analysis process that involved various corporate functions with the aim of classifying economic activities according to regulatory criteria. This analysis was conducted by considering the consolidated data of the three KPIs under the Regulation, in order to avoid double counting.
Currently, the Group has not yet formalised a specific procedure for collecting data for taxonomy reporting purposes and will continue to develop, refine and structure the methodology adopted for identifying and formalising eco-sustainable activities in future financial years, in order to provide a more detailed representation, which could result in higher percentages than the KPIs currently reported.

According to the Regulation, economic activities can be classified into:

- Taxonomy-eligible economic activities: those that fall within the definition of at least one of the activities listed in the delegated acts of Regulation 2020/852, irrespective of whether the technical screening criteria have been fulfilled. Ineligible activities, on the other hand, are those that do not correspond to the definitions in the regulations;

- Taxonomy-aligned economic activities: those which, in addition to being eligible, substantially contribute to the achievement of at least one of the six environmental objectives defined by the European Commission.

The Group has identified the following projects and activities:

TARGET	ECONOMIC ACTIVITIES ACCORDING TO THE TAXONOMY	DESCRIPTION OF GROUP ACTIVITIES
Transition to a circular economy (EC)	*5.2 Sale of spare parts*	*Sale of spare parts*
	Sale of spare parts. The economic activity does not include the replacement of consumables, such as printer ink, toner cartridges, lubricants for moving parts or batteries, and maintenance.	

An economic activity is considered aligned with the European Taxonomy if it:

- substantially contributes to at least one of the six environmental targets:

- does not cause significant damage to any of the other five environmental targets;

- respects the minimum safeguards.

After the eligible economic activities were identified, specific analyses of the technical criteria set out in the above-mentioned Regulations were carried out for the main projects related to each of the identified activities, in order to assess the alignment.

Following the analysis process, taking into account the status of the process of documenting the parameters required by the regulations and the available evidence, the Group has concluded that not all steps required by the regulations have been passed; therefore, there are currently no values relating to aligned activities to be reported.

Minimum safeguards

Article 18.1 of the EU Taxonomy Regulation describes social minimum safeguards, as procedures implemented by an undertaking to ensure that its economic activities are conducted in accordance with internationally recognised principles set out in the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights (UNGPs). The guidelines identified by the Platform on Sustainable Finance in the Final Report on Minimum Safeguards published in October 2022 were also considered.

Minimum safeguards refer to matters related to human rights, taxation, fair competition and combating corruption.

Following the analysis carried out, the Group concluded that compliance with the minimum safeguards, inspired by the OECD Guidelines and the United Nations Guiding Principles on Business and Human Rights (UNGPs), by which the Group is inspired, has not yet been fully achieved and/or appropriately documented. However, a process is being implemented to identify, assess and mitigate risks related to human rights, taxation, fair competition and combating corruption, as required by Article 3(c) of Regulation 2020/852.

Information on EU Taxonomy and KPI calculation criteria

Turnover, operating expenditure and capital expenditure figures for taxonomy-eligible activities, used for the calculation of key performance indicators (KPIs) and percentages of budget values, are represented according to the models provided in Annex V of Delegated Regulation 2023/2486, amending Delegated Regulation 2021/2178.

Taxonomy-aligned Economic Activities - 2024

Financial year 2024	2024			Substantial Contribution criteria						DNSH (do no significant harm) criteria (h)									
Economic activities (1)	Code (2) (a)	Turnover (3)	Proportion of turnover, 2024 (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water (7)	Pollution (8)	Circular economy (9)	Biodiversity (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)	Minimum safeguards (17)	Taxonomy-aligned (A.1) or -eligible (A.2) proportion of turnover, 2023 (18)	Category enabling activity (19)	Category transitional activity (20)
		Currency (millions €)	%	Yes; No; N/EL; (b)(c)(f)	Yes; No; N/EL; (b)(c)(f)	Yes; No; N/EL; (b)(c)(f)	Yes; No; N/EL; (b)(c)(f)	Yes; No; N/EL; (b)(c)(f)	Yes; No; N/EL; (b)(c)(f)	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	%	A	T
A. Taxonomy-eligible activities																			
A.1 Environmentally sustainable activities (Taxonomy-aligned) (c)																			
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		-	-	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	No	No	No	No	No	No	No	0%		
Of which enabling		-	-	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	No	No	No	No	No	No	No	0%	A	
Of which transitional		-	-							No	No	No	No	No	No	No	0%		T
A.2 Taxonomy-eligible but not environmentally sustainable activities (Taxonomy-non-aligned activities) (d)(g)																			
Sale of spare parts	5.2	0.7	0.4%	N/EL	N/EL	N/EL	N/EL	EL	N/EL	No	No	No	No	No	No	No	0%		
Turnover of Taxonomy-eligible but not environmentally sustainable activities (Taxonomy-non-aligned activities) (A.2)		0.7	0.4%														0%		
A. Turnover of Taxonomy-eligible activities A.1+A.2)		0.7	0.4%														0%		
B. Taxonomy-non-eligible activities																			
Turnover of taxonomy-non-eligible activities (B)		195.9	99.6%																
TOTAL (A+B)		196.6	100%																

(a) The code contains the abbreviation of the target to which the economic activity can make a substantial contribution, and the section number of the activity in the corresponding annex of the target, i.e. climate change mitigation: CCM, climate change adaptation: CCA, water and marine resources: WTR, circular economy: CE, pollution prevention and reduction: PPC, biodiversity and ecosystems: BIO.

(b) Yes - The activity is eligible for the Taxonomy and aligned with the Taxonomy with respect to the relevant environmental objective; No - The activity is eligible for the Taxonomy but is not aligned with the Taxonomy with respect to the relevant environmental objective; N/EL - Not eligible; the activity is not eligible for the Taxonomy for the relevant objective.

(c) If the economic activity contributes substantially to more than one environmental objective, non-financial enterprises indicate, in bold, the most important environmental objective for the purpose of calculating the KPIs of financial undertakings, avoiding double counting. If the use of financing proceeds is unknown, financial undertakings calculate in their KPIs the financing of economic activities that contribute to more than one environmental objective within the most important environmental objective indicated in bold in this model by non-financial undertakings. An environmental target may only be indicated in bold once in a row to avoid double counting of economic activities in the KPIs of financial undertakings. This does not apply to the calculation of economic activities aligned to the taxonomy for financial products as defined in Article 2(12) of Regulation (EU) 2019/2088. Non-financial undertakings also report the degree of eligibility and alignment per environmental objective, including the alignment to each environmental objective of activities that contribute substantially to several objectives.

(d) An activity may be aligned with one or more environmental objective for which it is eligible.

(e) An activity may be eligible but not aligned with the relevant environmental objectives.

(f) EL - Activity eligible for taxonomy for the relevant objective N/EL - Activity not eligible for taxonomy for the relevant objective

(g) Activities are only indicated in section A.2 of this model if they are not aligned with any environmental objective for which they are eligible. Activities that align with at least one environmental objective are indicated in section A.1 of this model.

(h) In order for an activity to be included in section A.1, it must fulfil all the DNSH criteria and the relevant minimum safeguards. For the activities listed in section A.2, non-financial undertakings may complete columns 5 to 17 on a voluntary basis. Non-financial undertakings may indicate in section A.2 the substantial contribution and DNSH criteria met or not met, using: a) for substantial contribution - codes Yes/No and N/EL instead of EL and N/EL and b) for DNSH - codes Yes/No.

	Proportion of Turnover/Total Turnover	
	Taxonomy-aligned by objective	Taxonomy-eligible by objective
CCM (climate change mitigation)	0%	0%
CCA (climate change adaptation)	0%	0%
WTR (water and marine resources)	0%	0%
CE (circular economy)	0%	0.4%
PPC (pollution prevention and reduction)	0%	0%
BIO (biodiversity and ecosystems)	0%	0%

The KPIs of the turnover were determined as follows:

- denominator: revenues from ordinary operations,
- numerator: revenues of eligible and/or taxonomy-aligned projects.

Compared to the previous year, the Group showed no change in the way turnover was calculated.

The denominator of the KPI is the revenue for the financial year, as indicated in the explanatory note no. 2.9.1 of the document Indel B S.p.A. consolidated financial statements as at 31 December 2024 "Revenues".

The numerator of the turnover includes revenues from the sale of spare parts by the parent company. The Group has implemented a process to avoid the risk of double counting with regard to the turnover KPI.

Capital Expenditure Indicators (CapEx)

Proportion of capital expenditure (CapEx) from products or services associated with Taxonomy-aligned economic activities - 2024

Financial year 2024	2024			Substantial Contribution criteria						DNSH (do no significant harm) criteria (h)									
Economic activities (1)	Code (2) (a)	CapEx (3)	Proportion of CapEx, 2024 (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water (7)	Pollution (8)	Circular economy (9)	Biodiversity (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)	Minimum safeguards (17)	Taxonomy-aligned (A.1) or -eligible (A.2) proportion of CapEx, 2023 (18)	Category enabling activity (19)	Category transitional activity (20)
		Currency (millions €)	%	Yes; No; N/EL; (b)(c)(f)	Yes; No; N/EL; (b)(c)(f)	Yes; No; N/EL; (b)(c)(f)	Yes; No; N/EL; (b)(c)(f)	Yes; No; N/EL; (b)(c)(f)	Yes; No; N/EL; (b)(c)(f)	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	%	A	T
A. Taxonomy-eligible activities																			
A.1 Environmentally sustainable activities (Taxonomy-aligned) (c)																			
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		-	-							No	No	No	No	No	No	No	0%		
Of which enabling		-	-	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	No	No	No	No	No	No	No	0%	A	
Of which transitional		-	-							No	No	No	No	No	No	No	0%		T
A.2 Taxonomy-eligible but not environmentally sustainable activities (Taxonomy-non-aligned activities) (d)(g)																			

Electricity generation using solar photovoltaic technology	4.1 CCM/CCA	0.4	4.2%	EL	EL	N/EL	N/EL	N/EL	N/EL	No	No	No	No	No	No	No	3.5%		
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		0.4	4.2%														3.5%		
A. CapEx of Taxonomy-eligible activities A.1+A.2)		0.4	4.2%														3.5%		
B. Taxonomy-non-eligible activities																			
CapEx of Taxonomy-non-eligible activities		9.1	95.8%																
TOTAL		9.5	100%																

(a) *The code contains the abbreviation of the target to which the economic activity can make a substantial contribution, and the section number of the activity in the corresponding annex of the target, i.e. climate change mitigation: CCM, climate change adaptation: CCA, water and marine resources: WTR, circular economy: CE, pollution prevention and reduction: PPC, biodiversity and ecosystems: BIO.*

(b) *Yes - The activity is eligible for the Taxonomy and aligned with the Taxonomy with respect to the relevant environmental objective; No - The activity is eligible for the Taxonomy but is not aligned with the Taxonomy with respect to the relevant environmental objective; N/EL - Not eligible; the activity is not eligible for the Taxonomy for the relevant objective.*

(c) *If the economic activity contributes substantially to more than one environmental objective, non-financial enterprises indicate, in bold, the most important environmental objective for the purpose of calculating the KPIs of financial undertakings, avoiding double counting. If the use of financing proceeds is unknown, financial undertakings calculate in their KPIs the financing of economic activities that contribute to more than one environmental objective within the most important environmental objective indicated in bold in this model by non-financial undertakings. An environmental target may only be indicated in bold once in a row to avoid double counting of economic activities in the KPIs of financial undertakings. This does not apply to the calculation of economic activities aligned to the taxonomy for financial products as defined in Article 2(12) of Regulation (EU) 2019/2088. Non-financial undertakings also report the degree of eligibility and alignment per environmental objective, including the alignment to each environmental objective of activities that contribute substantially to several objectives.*

(d) *An activity may be aligned with one or more environmental objective for which it is eligible.*

(e) *An activity may be eligible but not aligned with the relevant environmental objectives.*

(f) *EL - Activity eligible for taxonomy for the relevant objective N/EL - Activity not eligible for taxonomy for the relevant objective*

(g) *Activities are only indicated in section A.2 of this model if they are not aligned with any environmental objective for which they are eligible. Activities that align with at least one environmental objective are indicated in section A.1 of this model.*

(h) *In order for an activity to be included in section A.1, it must fulfil all the DNSH criteria and the relevant minimum safeguards. For the activities listed in section A.2, non-financial undertakings may complete columns 5 to 17 on a voluntary basis. Non-financial undertakings may indicate in section A.2 the substantial contribution and DNSH criteria met or not met, using: a) for substantial contribution - codes Yes/No and N/EL instead of EL and N/EL and b) for DNSH - codes Yes/No.*

	Proportion of CapEx/ Total CapEx	
	Taxonomy-aligned by objective	Taxonomy-eligible by objective
CCM (climate change mitigation)	0%	4.2%
CCA (climate change adaptation)	0%	0%
WTR (water and marine resources)	0%	0%
CE (circular economy)	0%	0%
PPC (pollution prevention and reduction)	0%	0%
BIO (biodiversity and ecosystems)	0%	0%

The KPIs of the Capital Expenditure Indicators (CapEx) were determined as follows:

- denominator: the year's increases in tangible and intangible assets and right of use of leased assets
- numerator: the part of the increases (considered in the denominator) referring to:
    - assets or processes associated to Taxonomy-eligible or Taxonomy-aligned projects; or
    - the CapEx initiatives of the Taxonomy technology plan (CapEx-Plan), or
    - CapEx initiatives of the Net Zero plan or others falling under the definition of CapEx c) as per Delegated Regulation (EU) 2021/2178.

Compared to the previous year, the Group showed no change in the way capital expenditure was calculated.

The denominator of the KPI, as required by the regulations, is the sum of the increases recorded in financial year *2024* with reference to tangible and intangible fixed assets recognised in accordance with *IAS 16 - Property, Plant and Machinery* as indicated in the explanatory notes no. 2.8.1, 2.8.2, 2.8.3 of the document Indel B S.p.A. consolidated financial statements as at 31 December 2024 "Intangible assets, tangible assets and right of use".

Operating Expenditure Indicators (OpEx)

Proportion of operating expenditure (OpEX) from products or services associated with economic activities aligned with the Taxonomy - 2024

Financial year 2024	2024			Substantial Contribution criteria						DNSH (do no significant harm) criteria (h)									
Economic activities (1)	Code (2) (a)	OpEx (3)	Proportion of OpEX 2024 (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water (7)	Pollution (8)	Circular economy (9)	Biodiversity (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)	Minimum safeguards (17)	Taxonomy-aligned (A.1) or -eligible (A.2) proportion of OpEX, 2023 (18)	Category enabling activity (19)	Category transitional activity (20)
		Currency (millions €)	%	Yes; No; N/EL; (b)(c)(f)	Yes; No; N/EL; (b)(c)(f)	Yes; No; N/EL; (b)(c)(f)	Yes; No; N/EL; (b)(c)(f)	Yes; No; N/EL; (b)(c)(f)	Yes; No; N/EL; (b)(c)(f)	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	%	A	T
A. Taxonomy-eligible activities																			
A.1 Environmentally sustainable activities (Taxonomy-aligned) (c)																			
Operating expenditure of environmentally sustainable activities (Taxonomy-aligned) (A.1)		-	-							No	No	No	No	No	No	No	0%		
Of which enabling		-	-	N/EL	N/EL	N/EL	N/EL	N/EL	N/EL	No	No	No	No	No	No	No	0%	A	
Of which transitional		-	-							No	No	No	No	No	No	No	0%		T
A.2 Taxonomy-eligible but not environmentally sustainable activities (Taxonomy-non-aligned activities) (d)(g)																			
Operating expenditure of Taxonomy-eligible but not environmentally sustainable activities (Taxonomy-non-aligned activities) (A.2)		0	0%														0%		
A. OpEX of Taxonomy-eligible activities A.1+A.2)		0	0%														0%		
B. Taxonomy-non-eligible activities																			
Turnover of Taxonomy-non-eligible activities		2.0	100%																
TOTAL		2.0	100%																

(a) *The code contains the abbreviation of the target to which the economic activity can make a substantial contribution, and the section number of the activity in the corresponding annex of the target, i.e. climate change mitigation: CCM, climate change adaptation: CCA, water and marine resources: WTR, circular economy: CE, pollution prevention and reduction: PPC, biodiversity and ecosystems: BIO.*

(b) *Yes - The activity is eligible for the Taxonomy and aligned with the Taxonomy with respect to the relevant environmental objective; No - The activity is eligible for the Taxonomy but is not aligned with the Taxonomy with respect to the relevant environmental objective; N/EL - Not eligible; the activity is not eligible for the Taxonomy for the relevant objective.*

(c) *If the economic activity contributes substantially to more than one environmental objective, non-financial enterprises indicate, in bold, the most important environmental objective for the purpose of calculating the KPIs of financial undertakings, avoiding double counting. If the use of financing proceeds is unknown, financial undertakings calculate in their KPIs the financing of economic activities that contribute to more than one environmental objective within the most important environmental objective indicated in bold in this model by non-financial undertakings. An environmental target may only be indicated in bold once in a row to avoid double counting of economic activities in the KPIs of financial undertakings. This does not apply to the calculation of economic activities aligned to the taxonomy for financial products as defined in Article 2(12) of Regulation (EU) 2019/2088. Non-financial undertakings also report the degree of eligibility and alignment per environmental objective, including the alignment to each environmental objective of activities that contribute substantially to several objectives.*

(d) *An activity may be aligned with one or more environmental objective for which it is eligible.*

(e) *An activity may be eligible but not aligned with the relevant environmental objectives.*

(f) *EL - Activity eligible for taxonomy for the relevant objective N/EL - Activity not eligible for taxonomy for the relevant objective*

(g) *Activities are only indicated in section A.2 of this model if they are not aligned with any environmental objective for which they are eligible. Activities that align with at least one environmental objective are indicated in section A.1 of this model.*

(h) *In order for an activity to be included in section A.1, it must fulfil all the DNSH criteria and the relevant minimum safeguards. For the activities listed in section A.2, non-financial undertakings may complete columns 5 to 17 on a voluntary basis. Non-financial undertakings may indicate in section A.2 the substantial contribution and DNSH criteria met or not met, using: a) for substantial contribution - codes Yes/No and N/EL instead of EL and N/EL and b) for DNSH - codes Yes/No.*

	Proportion of OpEX/ Total OpEX	
	Taxonomy-aligned by objective	Taxonomy-eligible by objective
CCM (climate change mitigation)	0%	0%
CCA (climate change adaptation)	0%	0%
WTR (water and marine resources)	0%	0%
CE (circular economy)	0%	0%
PPC (pollution prevention and reduction)	0%	0%
BIO (biodiversity and ecosystems)	0%	0%

The KPIs of operating expenditure (OpEx), which include non-capitalised direct costs related to research and development, short-term leasing, maintenance and repair of assets, and any other direct expenses related to the day-to-day maintenance of property, plant and machinery necessary to ensure the continuous and effective operation of such assets, were determined as follows:

- denominator: non-capitalised direct costs related to research and development, short-term leasing, maintenance and repair of assets,

- numerator: portion of operating costs included in the denominator referring to:
  - assets or processes associated to Taxonomy-eligible or Taxonomy-aligned projects; or
  - the OpEX initiatives of the Taxonomy technology plan (CapEx-Plan), or
  - the OpEx initiatives of the Net Zero plan.

Compared to the previous year, the Group showed no change in the way operating expenditure was calculated.

Gas and nuclear energy-related activities

In compliance with Regulation 2021/2178 and in light of the Commission's clarifications, the following is Template 1 of Annex XII to Delegated Regulation 2021/2178 concerning the activities of the Group.

NUCLEAR ENERGY RELATED ACTIVITIES		
1	The undertaking carries out, funds or has exposures to research, development, demonstration and deployment of innovative electricity generation plants that produce energy from nuclear processes with minimal waste from the fuel cycle.	NO
2	The undertaking carries out, funds or has exposures to construction and safe operation of new nuclear plants to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies	NO
3	The undertaking carries out, funds or has exposures to safe operation of existing nuclear plants that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	NO
FOSSIL GASES RELATED ACTIVITIES		
4	The undertaking carries out, funds or has exposures to construction or operation of electricity generation plants that produce electricity using fossil gaseous fuels.	NO
5	The undertaking carries out, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation plants using fossil gaseous fuels.	NO
6	The undertaking carries out, funds or has exposures to construction, refurbishment and operation of heat generation plants that produce heat/cool using fossil gaseous fuels.	NO

Own workforce

ESRS Standard	Location	Notes
Strategy		
ESRS 2 SBM-2 – Interests and views of stakeholders	General disclosures - Double materiality analysis	The disclosure is made in ESRS 2 SBM-2, section "General Disclosures", in accordance with Appendix C, which defines the obligations to be applied in conjunction with ESRS 2.
ESRS 2 SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model.	Identification of impacts, risks and opportunities	
Impact, risk and opportunity management		
S1-1 – Policies related to own workforce	IRO policies and monitoring	
S1-2 – Processes for engaging with own workers and workers' representatives about impacts	Engagement processes and communication channels	
S1-3 – Processes to remedy negative impacts and channels for own workers to raise concerns	Engagement processes and communication channels	
S1-4 – Taking action on material impacts on own workforce, and approaches to mitigating material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions	IRO policies and monitoring	
Metrics and targets		
S1-5 – Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	IRO policies and monitoring	
S1-6 – Characteristics of the undertaking's employees	Characteristics of the undertaking's employees	
S1-7 – Characteristics of non-employees in the undertaking's own workforce		Phase-in
S1-8 – Collective bargaining coverage and social dialogue	Collective bargaining coverage and social dialogue	
S1-9 – Diversity metrics	Diversity metrics	
S1-10 – Adequate wages	Compensation metrics and adequate wages	
S1-11 - Social protection		Phase-in
S1-12 - Persons with disabilities		Phase-in
S1-13 – Training and skills development metrics	Training and skills development metrics	Phase-in relating to regular performance and career development reviews
S1-14 – Health and safety metrics	Health and safety metrics	Phase-in for reporting of information on non-employee workers and information on the number of days lost.
S1-15 – Work-life balance metrics		Phase-in
S1-16 - Compensation metrics	Compensation metrics and adequate wages	
S1-17 – Incidents, complaints and severe human rights impacts	Incidents, complaints and severe human rights impacts	

Identification of impacts, risks and opportunities

SBM-3, 13 The Group conducted an analysis to identify the impacts, risks and opportunities related to its own workforce, taking into account its strategy and business model. The analysis revealed how actual and potential impacts on the workforce help to shape corporate strategy, influencing decisions related to human resources management and the creation of a safe and inclusive work environment. The relationship between the risks and opportunities arising from these impacts and corporate strategy is crucial to the continuous improvement of the Group's social and environmental performance, while fuelling the process of innovation and growth.

Inclusion of all types of workers and relevant impacts

SBM-3, 14 The Group has identified the types of workers on whom its operations could have a significant impact. These include employees, self-employed workers and workers provided by third party companies, the latter of whom are not reported. The analysis included own operations, identifying the main categories of workers that could be positively or negatively affected by the Group's operations. Negative impacts included industrial accidents and inadequate preventive measures, although no systemic or generalised impacts were found. On the other hand, positive impacts focus on training, skills development and wellness initiatives that improve career opportunities and promote a safer and more inclusive working environment. In this context, the Group considered the potential consequences for the workforce of restructuring, skills enhancement and job creation.

Identification of risks for workers with particular characteristics

SBM-3, 15 The Indel B Group conducted an analysis to understand how workers with particular characteristics, such as young people, female workers, and those employed in specific tasks or in risky contexts, may be more exposed to negative impacts. For example, young workers are especially vulnerable to the effects on their physical and mental development, which is why the Group has adopted a social policy that provides safety measures and training programmes to ensure their protection. Especially in contexts where gender discrimination might occur, women workers benefit from equality policies that ensure equal opportunities and fair working conditions. Similarly, workers exposed to specific risks, such as those employed in production operations, are protected by advanced safety protocols and continuous training to minimise the hazards associated with their tasks.

Risks and opportunities for specific groups of workers

SBM-3, 16 Risks and opportunities arising from impacts on business operations are broken down by specific groups of workers, rather than for the entire workforce. For example, young workers, women, and those working in high-risk environments, such as manufacturing, are more prone to certain impacts. In particular, young people might be vulnerable to the effects of their training and job placement, while women might encounter gender discrimination. The Group has responded to these risks by adopting targeted inclusion and skills development policies, promoting protection and equity among workers. Such policies not only aim to protect vulnerable groups, but also help to promote a healthier, safer and more inclusive working environment, fostering professional growth in a balanced way.

Material impacts, risks and opportunities

The IRO assessment was carried out in accordance with the criteria and approaches defined in the paragraph "Double Materiality Analysis" within the chapter "General Disclosures".

ESRS 2 SBM-3, 46 47, 48 Below are the relevant IROs that emerged from the analysis.

Sub-topic / sub-sub-topic	IRO	Own Operations / Value Chain	Description
Working time	Potential negative impact	Own operations	Decreased employee welfare and reduced productivity due to excessive working hours.
Working conditions	Current positive impact	Own operations	Satisfaction, motivation and increased welfare of the workforce through secure employment, adequate wages, active dialogue, freedom of assembly, information, consultation and participation rights of workers, and adherence to working time.
	Risk	Own operations	Lack of compliance and increased compliance costs due to the absence of adequate occupational health and safety management measures
Health and safety	Potential negative impact	Own operations	Lost working days and increased costs associated with health and safety management
Balance between work and private life	Current positive impact	Own operations	Increased employee satisfaction and productivity by promoting practices that foster a healthy work-life balance
Measures against violence and harassment in the workplace	Potential negative impact	Own operations	Toxic working climate and increased turnover due to lack of measures against violence and harassment in the workplace
Training and skills development	Current positive impact	Own operations	Workforce satisfaction thanks to the development of professional skills through training activities (including OSH training) provided to employees and independent contractors and their evaluation.
Other work-related human rights	Potential negative impact	Own operations	Violation of the human rights of employees and independent contractors (forced and child labour)
Privacy	Potential negative impact	Own operations	Management of employees' data, with possible negative impacts in terms of loss of sensitive data.
	Risk	Own operations	Reputational and legal damage caused by increasing regulatory pressure on data protection

IRO policies and monitoring

MDR-P, 65

S1-1, 17, 18, 19, 20, 21, 22, 23, 24

Indel B is committed to effectively managing the impacts, risks and opportunities associated with its own workforce, in line with corporate sustainability policies and in accordance with international standards. The Group's Social Policy, based on respect for human rights and the well-being of workers, aims to guarantee the health and safety of employees, promote equal opportunities and prevent all forms of discrimination and harassment.

The social policy applies to the entire Indel B Group, as defined in the organisational structure shown on the company website, and is communicated to all stakeholders, including employees, through awareness and continuous training programmes. This policy is based on the principles enshrined in the Universal Declaration of Human Rights and the company's Code of Ethics, with particular emphasis on compliance with labour, quality, environmental and safety regulations. Indel B is also committed to preventing and combating child, forced and coercive labour, as well as human trafficking, in accordance with international standards, including the UN Guiding Principles on Business and Human Rights and the OECD Guidelines for Multinational Enterprises.

Indel B promotes social inclusion and diversity, creating a work environment that fosters freedom of assembly, equal access to professional opportunities and the development of individual skills, ensuring protection against all forms of discrimination, including race, ethnicity, gender, sexual orientation, gender identity, disability, age, religion, political opinions, national ancestry and social background.

To ensure the effectiveness of the policies adopted, monitoring and verification systems are in place to regularly assess compliance. Where violations occur, whistleblowing mechanisms are activated to remedy the impact on human rights, ensuring that employees can assert their rights in a timely and appropriate manner.

MDR-P, 65
MDR-T, 81
S1-1, 17, 18, 19, 20, 21, 22, 23, 24

At present, the Indel B Group has not set measurable results-oriented targets specifically relating to the impacts, risks and opportunities associated with its own workforce. Nevertheless, the Group has adopted an approach of monitoring its sustainability policies and actions, including workforce aspects, through internal evaluation and policy review processes. These activities are aimed at ensuring compliance with current regulations and respect for the ethical principles defined in the company's Code of Ethics.

MDR-A, 62

The Indel B Group has not, at present, taken any specific actions regarding the management of its own workforce. This decision was based on the assessment that the social policy and code of ethics, including considerations of occupational health and safety, employee welfare and respect for human rights, are adequate and sufficient to manage the risks and opportunities related to the workforce, with no need for additional action at this stage. Furthermore, the Group believes that the implementation of measurable targets and tangible actions can be re-evaluated in the future, should new needs or critical issues emerge.

However, Indel B continues to monitor the effectiveness of the policies in place through regular audits, internal surveys and meetings with workers' representatives, to ensure that the company's practices adequately meet the workforce's expectations of well-being, safety and equal opportunities. Although no specific targets or tangible actions have been adopted, continuous monitoring and regular evaluation ensure that company policies remain effective and in line with applicable regulations.

In the future, the Indel B Group reserves the right to set specific targets and take tangible actions in relation to its own workforce, should circumstances and business needs so require.

Engagement processes and communication channels

S1-2, 25, 26, 27, 28, 29

The Indel B Group adopts its own workforce involvement processes through periodic meetings between the company management, represented by the CEO and/or General Manager, and workers' representatives. These meetings take place with varying frequency, depending on the topics to be covered, and are mainly face-to-face, but videoconferencing is also possible. Various company matters are discussed during these meetings, but no official minutes are taken. Company decisions are influenced by the demands raised during these meetings; however, there is no official formalisation of decisions resulting from workforce demands.

Involvement is mainly through trade union representatives or function managers, who take forward the demands of the workforce, including those of vulnerable groups, such as people with disabilities. The Group provides trade union meetings with dedicated hours and adequate space and tools, as far as possible, to encourage workers' participation. In addition, information on opportunities for listening to the company's employees is conveyed verbally during union meetings and through direct communication with function managers or top management.

At present, the Group does not have a global framework agreement. In Europe, it follows the applicable national collective bargaining agreements. For the US sales subsidiary, there are supplementary health and welfare contracts. There is currently no formalised method to monitor the effectiveness of workforce involvement, nor a system to track or evaluate the issues raised. Issues raised during the meetings are dealt with confidentially, through the direct channel with function managers or top management.

S1-3, 30, 31, 32, 33, 34 The Indel B Group encourages direct and confidential communications that allow the workforce to voice their concerns or issues with both function managers and top management. Concerns raised are dealt with directly by managers or top management, but there is currently no formalised procedure in place to document complaints or establish specific timeframes for resolving issues. Moreover, there is no formalised system to monitor the effectiveness of these communication channels.

The Group regularly informs employees about the availability of these channels, reiterating their recommendation to use them during trade union meetings, where scheduled. However, there are no tools to systematically monitor the issues raised or to evaluate the effectiveness of the involvement processes. Information about these procedures is communicated verbally to workers, and no specific policies have yet been adopted to protect those who use these channels from retaliation.

Metrics

Characteristics of the undertaking's employees

S1-6, 48, 49, 50

Indel B considers human capital to be a key strategic element for the Group's success and growth. The company values the skills and knowledge of its employees, recognising them as a key competitive advantage in achieving the company's objectives. Staff management is geared towards respecting diversity and ensuring equal opportunities, promoting a fair and inclusive working environment. This approach is reflected in the staff selection and evaluation processes, which are conducted exclusively on the basis of professional competence, without discriminating on the basis of gender, ethnicity, age or political and religious orientation.

The Group constantly monitors its own workforce, ensuring the adoption of welfare policies and the development of dedicated training programmes. Training, also provided through inter-professional funds, is an essential element for the continuous improvement of internal competencies. Furthermore, Indel B favours employment stability by adopting a policy of converting temporary staff into stable contracts, as demonstrated by the number of permanent hires in recent years.

The Group's employment structure reflects a balanced distribution among the different types of contracts, with a prevalence of staff hired on permanent contracts. The organisation of the workforce is aligned with production and commercial needs, with a significant number of employees working in operational and support activities. Despite the challenges imposed by market dynamics and geopolitical tensions, the Group maintained a responsible approach to employment management, reducing the use of temporary work and ensuring an adequate level of employment in all its operating offices.

Employee data are reported as headcount at the end of the reporting period, without the use of full-time equivalents (FTE). The Group does not apply conversion criteria to calculate FTEs, using the actual number of employees as the basis for reporting employment information.

Employees by gender

	2024
Women	280
Men	546
Total	**826**

Employees by country

Country	2024
Italy	737
France	54
Russia	10
Germany	8
USA	8
Poland	5
Spain	4
Total	826

Employees by type of contract and gender

	2024		
	Women	Men	Total
Number of employees	280	546	826
Number of permanent employees	272	533	805
Number of temporary employees	6	13	19
Number of employees with non-guaranteed hours	2	-	2
Number of full-time employees	256	540	796
Number of part-time employees	24	6	30

Employees by type of contract and geographical area

	2024			
	Italy	Europe	The Americas	Total
Number of employees	737	81	8	826
Number of permanent employees	718	79	8	805
Number of temporary employees	19	-	-	19
Number of employees with non-guaranteed hours	-	2	-	2
Number of full-time employees	714	74	8	796
Number of part-time employees	23	7	-	30

Turnover

	2024
Total number of employees who have left the undertaking during the reporting period	94
Employee turnover rate during the reporting period	11.4%

The employee turnover rate is calculated by dividing the number of employees who have left the Group during the reporting period, including voluntary resignations, dismissals, retirements, and deaths in service, by the total number of employees at the end of the reporting period.

Collective bargaining coverage and social dialogue

S1-8, 59, 59, 60, 63

Indel B recognises the importance of collective bargaining and social dialogue as fundamental tools for protecting workers and maintaining a fair and collaborative working environment. The Group ensures compliance with local regulations on industrial relations, promoting the involvement of social partners and ensuring adequate forms of employee representation in the countries where it operates. The company is committed to encouraging a constructive dialogue between workers and management, supporting discussion on issues related to working conditions, safety and staff welfare.

Coverage rate	Collective bargaining coverage		Social Dialogue
	Employees - EEA (European Economic Area)	Employees - Non-EEA	Workplace Representation (EEA only)
0-19%		USA - Russia	France - Germany Poland - Spain
20-39%			
40-59%			
60-79%			
80-100%	Italy - France - Germany Poland - Spain		Italy

Diversity metrics

S1-6, 64, RA71

Indel B monitors gender distribution within its organisation and is committed to promoting fairness and equal opportunities for professional development. The Group values skills and talent without discrimination, adopting solutions that foster an inclusive working environment.

As far as senior management is concerned, the Group adopts a definition that coincides with the entire professional category of executives, ensuring that the diversity assessment includes all senior positions.

In addition to gender distribution, Indel B analyses the composition of the workforce by age group in order to assess generational diversification and develop staff management strategies in line with company needs and labour market developments.

Number of senior managers by gender	2024
Women	-
% of total at senior management level	-
Men	20
% of total at senior management level	100%
Total	20

Number of employees by age group	2024
Under 30	140
% of employees under 30	16.9%
Aged 30 to 50	434
% of employees aged 30 to 50	52.5%
Over 50	252
% of employees over 50	30.5%
Total	826

Training and skills development metrics

S1-13, 81, 82, 83

Indel B actively promotes the training and professional development of its employees, recognising them as key elements for the company's growth and the Group's competitiveness. The company invests in targeted learning programmes with the aim of improving the technical and managerial skills of its staff and ensuring that they are constantly updated in line with industry developments.

Training activities include mandatory courses focused on safety and regulatory compliance, and voluntary training initiatives aimed at expanding knowledge and strengthening professional skills. In particular, the Group provides training through inter-professional funds, such as Fondimpresa and Fondirigenti, to support the continuous development of internal skills.

Indel B's commitment translates into a continuous analysis of training needs, with the aim of providing employees with adequate tools to face the challenges of the market and foster their professional growth within the organisation.

Average number of training hours per employee	2024		
	Women	Men	Total
Average number of training hours per employee	8.8	10.9	10.2

Health and safety metrics

S1-14, 86, 87 Indel B considers the protection of the health and safety of its employees to be a primary objective and is committed to ensuring a safe working environment in accordance with current regulations. The Group promotes a safety culture based on prevention, continuous training and worker awareness.

Autoclima has adopted a health and safety management system that complies with and is therefore certified in accordance with the principles of the UNI ISO 45001 standard, while the other companies in the Group do not yet have this certification. The introduction of these standards is consistent with the corporate vision, which aims to prevent occupational accidents and illnesses by sharing responsibility for the continuous improvement of the management system with the entire organisation.

To strengthen safety in the workplace, the Group has implemented various prevention programmes and taken measures to minimise risk factors.

	2024
Percentage of own workers who are covered by a health and safety management system based on legal requirements and (or) recognised standards or guidelines (a)	92.5%
Number of deaths in own workforce due to work-related injuries and illnesses	-
Number of deaths in own workforce due to work-related accidents	-
Number of deaths in own workforce due to work-related illnesses	-
Number of deaths due to work-related injuries and illnesses of other workers working on the undertaking’s sites	-
Number of deaths due to work-related injuries of other workers working on the undertaking’s sites	-
Number of deaths due to work-related illnesses of other workers working on the company's sites	-
Number of work-related injuries recorded for own workforce	13
Rate of work-related injuries recorded for own workforce	9.26
Number of cases of work-related illnesses in own workforce	1

(a) Employees not covered refer to the American and French companies operating in countries where there is no regulatory requirement to adopt an occupational health and safety management system.

Compensation metrics and adequate wages

S1-10, 67, 68, 69 Indel B ensures that all employees receive adequate pay, in line with current regulations and industry benchmarks. The Group is committed to maintaining wage conditions that foster the well-being of workers and encourage their motivation while guaranteeing competitive remuneration standards in line with the market.

S1-16, 95, 96 Indel B monitored and analysed its remuneration metrics to ensure fairness and transparency in staff remuneration. The Group assesses the pay gap between female and male employees, as well as the ratio between the highest and median pay, with the aim of identifying any inequalities and promoting a fair and inclusive pay system. This approach makes it possible to monitor internal salary dynamics and to implement any corrective measures aimed at improving the consistency and fairness of remuneration policies.

Gender pay gap

S1-16, 97 The gender pay gap is determined by considering the gross hourly pay of all employees, according to the methodology provided by the ESRS standards. The analysis takes into account salary differences between men and women, highlighting any variations between the various professional categories and geographical areas in which the Group operates.

Indel B's remuneration dynamics are influenced by factors such as market conditions, the local regulatory environment and the distribution of the workforce. Pay differences were monitored with a view to greater fairness and future improvement. As required by international standards, negative percentages indicate that the average pay for women is higher than that for men, while positive percentages indicate that the average pay for men is higher than that for women.

Scope	Professional category	2024
Italy	Executives	-
	Middle Managers	28.0%
	White-collar workers	10.0%
	Blue-collar workers	10.6%
Group	Executives	-
	Middle Managers	16.8%
	White-collar workers	10.9%
	Blue-collar workers	10.0%
Total		**22.8%**

Total remuneration Ratio

S1-16, 97 The annual total remuneration ratio is calculated by comparing the annual remuneration of the highest-paid person in the undertaking with the median total annual pay of employees, excluding the highest-paid person from the calculation. This indicator gives a picture of the salary distribution within the Group, allowing an assessment of the fairness and proportionality of the remuneration structure.

The calculation includes all employees and considers the different pay components, including basic salary, allowances, bonuses, commissions, profit sharing, where applicable, and long-term incentives. Indel B adopts a transparent approach to the management of remuneration policies, ensuring a salary structure consistent with the company's targets and staff needs.

	2024
Total remuneration Ratio	29.1

Incidents, complaints and severe human rights impacts

S1-17, 101, 102 Indel B confirms that there were no work-related incidents, complaints or severe human rights impacts within its own workforce during the reporting period. The Group operates in a regulatory environment that guarantees a high level of protection of human rights, with a focus on preventing any form of violation.

	2024
Number of incidents of discrimination	-
Number of complaints submitted through the reporting channels of its workers	-
Number of complaints submitted to the OECD National Contact Points for Multinational Enterprises	-
Amount of fines, penalties and material compensation as a result of violations of social factors and human rights	-
Number of severe human rights issues and incidents related to its own workforce	-
Number of severe human rights issues and incidents related to its own workforce that constitute violations of the UN Global Compact Principles and the OECD Guidelines for Multinational Enterprises	-
Amount of fines, penalties and material compensation for severe human rights issues and incidents related to its own workforce	-
Number of severe cases of human rights violations in which the company acted as a guarantor for the people involved	-

Workers in the value chain

ESRS Standard	Location	Notes
Strategy		
ESRS 2 SBM-2 – Interests and views of stakeholders	General disclosures - Double materiality analysis	The disclosure is made in ESRS 2 SBM-2, section "General Disclosures", in accordance with Appendix C, which defines the obligations to be applied in conjunction with ESRS 2.
ESRS 2 SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model.	Identification of impacts, risks and opportunities	
Impact, risk and opportunity management		
S2-1 – Policies related to value chain workers	IRO policies and monitoring	
S2-2 – Processes for engaging with value chain workers about impacts	Engagement processes and communication channels	
S2-3 – Processes to remediate negative impacts and channels for value chain workers to raise concerns	Engagement processes and communication channels	
S2-4 – Taking action on material impacts on value chain workers, and approaches to managing material risks and pursuing material opportunities related to value chain workers, and effectiveness of those actions	IRO policies and monitoring	
Metrics and targets		
S2-5 – Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	IRO policies and monitoring	

Identification of impacts, risks and opportunities

SBM-3, 10 The process of identifying worker-related impacts, risks and opportunities in the value chain was carried out through an analysis that considered all the interactions between the Group and its workers in the value chain, both upstream and downstream. Workers involved in procurement and distribution operations, as well as suppliers, are exposed to risks from poor working conditions, health and safety hazards, and human rights violations. The analysis identified that workers in countries with low human rights standards, such as China, Hong Kong and Russia, are particularly vulnerable to such risks. The transition to a more sustainable economy may also entail impacts related to the restructuring of operations, plant closures and increased mining required for the production of materials for the energy transition. Indel B believes that, while no current negative impacts have emerged, the development of responsible sourcing practices can have positive effects, including the improvement of working conditions in the value chain.

Inclusion of all the types of workers in the value chain

SBM-3, 11

Indel B included in the analysis process all workers who could be significantly impacted by the company's operations. This includes workers directly involved in their own operations, but also those in the upstream and downstream value chain, including those working for entities involved in the extraction of raw materials, processing and distribution of products. Among the categories considered are also workers involved in joint ventures. The analysis included in particular vulnerable groups of workers such as migrants, women, young workers, who may be at greater risk from discrimination, rights violations and precarious working conditions. Indel B also monitored geographical areas with risks related to child or forced labour, strengthening management policies throughout the value chain.

Exposure to risks by workers with particular characteristics

SBM-3, 12

Indel B carefully examined how, due to their specific characteristics or the operating environment in which they work, certain groups of workers in the value chain may be more exposed to risks. In particular, workers in countries with low human rights standards, in labour-intensive sectors or in precarious employment situations are more vulnerable. For example, migrant workers, women, young workers are more at risk of facing discrimination, unequal pay or limited access to professional development opportunities. Indel B has developed monitoring and management policies to ensure that these risks are suitably managed, preventing potential negative impacts on the workforce in the value chain.

Specific risks and opportunities for groups of workers in the value chain

SBM-3, 13 The analysis showed that certain groups of workers, such as those in certain geographical areas or employed in particular value chain operations, are particularly vulnerable to negative impacts. Workers in countries with low human rights standards or in labour-intensive sectors, such as mining or processing of materials for the energy transition, are at risk of poor working conditions and rights violations. Indel B took these vulnerabilities into account by adopting responsible sourcing practices and monitoring working conditions. Furthermore, Indel B recognises that the transition to a sustainable economy could generate both risks and opportunities for certain groups of workers, such as those employed in upstream operations related to the extraction and processing of natural resources.

Material impacts, risks and opportunities

The IRO assessment was carried out in accordance with the criteria and approaches defined in the paragraph "Double Materiality Analysis" within the chapter "General Disclosures".

ESRS 2 SBM-3, 46 47, 48 Below are the relevant IROs that emerged from the analysis.

Sub-topic / sub-sub-topic	IRO	Own Operations / Value Chain	Description
Health and safety	Potential negative impact	Value chain	Increased operational costs necessary to improve the safety and health of the supply chain.
	Risk	Value chain	Lack of compliance and reputational damage due to the absence of health and safety measures in the supply chain
Equal treatment and opportunities for all	Potential negative impact	Value chain	Deterioration of supplier relationships and reputational damage due to lack of gender equality, fair pay in the supply chain and non-inclusion of protected categories
Training and skills development	Potential negative impact	Value chain	Reduced quality of services requested/offered due to lack of training and skills development in the supply chain
Measures against violence and harassment in the workplace	Potential negative impact	Value chain	Toxic and unhealthy working environment within the supply chain
Other work-related human rights	Potential negative impact	Value chain	Management of its suppliers and business partners' data, with possible negative impacts in terms of loss of sensitive data and loss of trust in the Group.

IRO policies and monitoring

MDR-P, 65

S2-1, 14, 15, 16, 17, 18, 19

The Indel B Group is committed to effectively managing the material impacts, risks and opportunities related to workers in its value chain, in accordance with corporate sustainability policies and applicable international standards. The responsible management of the value chain is based on a specific Code of Conduct for suppliers, the Group Social Policy and the company's Code of Ethics, which define fundamental principles to ensure respect for human rights, decent work and environmental sustainability.

The Indel B Group's code of conduct for suppliers requires suppliers to adopt strict standards on human rights, occupational safety and working conditions, in accordance with the UN Guiding Principles on Business and Human Rights, the OECD Guidelines for Multinational Enterprises and the ILO Declaration on Fundamental Principles and Rights at Work. In particular, the Group prohibits all forms of child, forced or coercive labour and human trafficking. Suppliers must sign the Code of Conduct for Suppliers and accept the company's Code of Ethics, undertaking to fully comply with the requirements.

Indel B is in the process of activating a platform to comprehensively assess its suppliers' ESG performance, which will enable it to regularly monitor and evaluate compliance with the required standards throughout the value chain. This approach is combined with regular audits, including self-certification and meetings with suppliers, to verify the application of policies and compliance with social and ethical requirements.

The Group actively promotes social inclusion and respect for diversity in the value chain, requiring suppliers to guarantee equal opportunities and to prevent all forms of discrimination, harassment or abuse. Suppliers are also required to respect the rights of freedom of assembly and collective bargaining and to ensure safe and decent working conditions for all workers, including subcontractors.

Indel B is aware of the importance of having processes in place to address possible human rights violations in the value chain. To this end, mechanisms are in place to identify, assess and mitigate negative impacts, as well as to provide appropriate remedies to workers affected by such situations. In the event of non-compliance, Indel B may terminate contracts with non-compliant suppliers unless they can prove that they have taken immediate corrective measures accepted by the Group.

Indel B's policies for workers in the value chain explicitly address issues of human trafficking, forced labour and child labour. In addition, the Group requires suppliers to adopt responsible sourcing practices for minerals, in accordance with the OECD Due Diligence Guidelines. These requirements have been integrated into a structured management system that includes training, awareness-raising and continuous support to suppliers to ensure a constant improvement of working conditions and sustainability.

MDR-T, 81

At present, the Indel B Group has not set measurable results-oriented targets specifically related to the impacts, risks and opportunities associated with employees in the value chain. This decision was taken in view of the assessment that existing policies, supported by regular checks and monitoring initiatives, are adequate to ensure effective management of the relevant issues. However, the parent company monitors the effectiveness of its policies through structured processes that include monitoring and auditing suppliers for compliance with established requirements, evaluating ESG performance through the platform, and using qualitative and quantitative indicators to assess compliance with policies, such as the number of audits conducted and the rate of compliance detected. The reporting period for these assessments is set on an annual basis.

MDR-A, 62 The Group has not yet taken specific actions to set measurable targets or implement further initiatives, considering that the current monitoring and management structure appears sufficient to address the issues identified. However, Indel B will regularly review the need to implement specific targets or additional actions if new critical issues or opportunities related to workers in the value chain emerge.

Engagement processes and communication channels

S2-2, 24 The Indel B Group has not currently adopted a general process to involve workers in the value chain, nor has it made available a channel to express concerns or issues. Furthermore, the Group does not support the implementation of a specific communication channel in the workplaces of value chain workers. This decision
S2-3, 29 reflects the Group's current strategy, which focuses on monitoring and evaluating performance through existing supplier relationships and control mechanisms. However, the Indel B Group remains open to reviewing this position in the future, should new needs or opportunities arise to strengthen employee involvement in the value chain.

Indel B will continue to monitor and update its policies to ensure that they are always aligned with the highest international standards and respond to emerging needs in the value chain.

Consumers and end-users

ESRS Standard	Location	Notes
Strategy		
ESRS 2 SBM-2 – Interests and views of stakeholders	General disclosures - Double materiality analysis	The disclosure is made in ESRS 2 SBM-2, section "General Disclosures", in accordance with Appendix C, which defines the obligations to be applied in conjunction with ESRS 2.
ESRS 2 SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model.	Identification of impacts, risks and opportunities	
Impact, risk and opportunity management		
S4-1 – Policies related to consumers and end-users	IRO policies and monitoring	
S4-2 – Processes for engaging with consumers and end-users about impacts	Engagement processes and communication channels	
S4-3 – Processes to remediate negative impacts and channels for consumers and end-users to raise concerns	Engagement processes and communication channels	
S4-4 – Taking action on material impacts on the workers in the value chain, and approaches to managing material risks and pursuing material opportunities related to consumers and end- users, and effectiveness of those actions	IRO policies and monitoring	
Metrics and targets		
S4-5 – Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	IRO policies and monitoring	

Identification of impacts, risks and opportunities

SBM-3, 9 Indel B's process of identifying impacts on end-users is based on an analysis of the interactions between products and their users. The Group monitors customer feedback, reports received from service channels and industry trends to identify potential negative and positive impacts. The risks identified include those related to improper use of refrigerators, which could affect their performance and lifespan. The Company is aware that inadequate maintenance and lack of precise instructions on how to handle the products may amplify these risks, especially for consumers who may not have the necessary information. The adoption of responsible marketing practices and clear product information steer the Group's strategy towards minimising risks and improving user confidence.

Inclusion of end-users in the disclosure

SBM-3, 10 Indel B has included in the scope of the disclosure all those end-users that could be significantly impacted by its own operations and value chain. The Group's main types of users belong to the following segments: automotive, which includes vehicle manufacturers, dealers and end-users who use refrigerators and air-conditioning systems for cars, trucks, recreational vehicles and the military; hospitality, such as hotels, restaurants and bars that use refrigerators to preserve food and beverages; leisure time, which includes users who use refrigerators for recreational activities such as camping and RV trips; cooling appliances, which covers domestic and commercial users who use refrigerators for daily food preservation; and component and spare parts, which includes customers who purchase components and spare parts for the maintenance and repair of refrigerators. All these groups were considered in the analysis of impacts, with particular attention paid to risks related to misuse of products or lack of maintenance.

Risks for consumers with special characteristics

SBM-3, 11 Indel B has adopted several approaches to understand how end-users may be most exposed to risks. These include analysing customer feedback, monitoring regulations and industry standards, working with experts and stakeholders, and conducting rigorous product testing. The Group has identified that, for some user groups, lack of proper maintenance and non-compliant use of products could affect device performance. All products are designed and manufactured in accordance with current regulations.

Risks and opportunities related to specific consumer groups

SBM-3, 12 In the course of the analysis, user groups particularly vulnerable to negative impacts were identified. These groups mainly include those who use refrigerators without following maintenance instructions.

To counter these risks, Indel B has adopted policies and practices that aim to ensure accessibility to clear and easily understandable manuals and labels for all users. In addition, the Group keeps an eye on things to spot any future opportunities that might come up by making product info more transparent and accessible, thereby helping build trust with users and keep the Group competitive.

Material impacts, risks and opportunities

The IRO assessment was carried out in accordance with the criteria and approaches defined in the paragraph "Double Materiality Analysis" within the chapter "General Disclosures".

ESRS 2 SBM-3, 46 47, 48

Below are the relevant IROs that emerged from the analysis.

Sub-topic / sub-sub-topic	IRO	Own Operations / Value Chain	Description
Privacy	Potential negative impact	Own operations	Inadequate management of consumer and end-user data, with possible negative impacts in terms of loss of sensitive stakeholder data and loss of stakeholder confidence in the Group
	Potential positive impact	Own operations	Protecting integrity, corporate reputation and stakeholders.
Non-discrimination Access to products and services	Potential negative impact	Own operations	The organisation's commitment to respecting the rights of end consumers and adopting responsible marketing practices
Personal safety of consumers and/or end-users	Current positive impact	Own operations	High quality standards in terms of offered product and service guarantee the end-users' health and safety
	Risk	Own operations	Corporate reputation being compromised due to lack of product safety practices
Responsible marketing practices	Current positive impact	Own operations	Increased customer confidence and improved corporate reputation through responsible marketing practices

MDR-P, 65

IRO policies and monitoring

S4-1, 13, 14, 15, 16, 17

Indel B adopts policies to responsibly manage the relevant impacts, risks and opportunities associated with consumers and end-users, in line with the UN Guiding Principles on enterprises and human rights and the OECD Guidelines for multinational enterprises. The publicly available Group Social Policy addresses health, safety and respect for human rights of consumers and end-users.

However, this policy does not include specific measures for the direct involvement of consumers and end-users or to remedy impacts on their human rights.

The Group guarantees high quality standards for both its products and services, thus ensuring the health and safety of end-users. Indel B products are certified in accordance with European standards, demonstrating the Group's strong commitment to the highest safety and reliability requirements.

MDR-T, 81 Although existing policies comply with applicable international standards, the Group has not currently set measurable targets or qualitative indicators to monitor impacts on consumers and end-users in a structured manner. This choice is due to the current configuration of communication policies and channels appearing adequate for the Group's operational needs, also considering the predominantly B2B nature of its activities. Nevertheless, Indel B remains open to reviewing this decision should new needs or opportunities for improvement emerge.

MDR-A, 62 At present, the Group has not taken specific actions to implement further measures related to the management of relevant impacts on consumers and end-users. This position is based on the consideration that existing policies and compliance with international regulations are a sufficient basis for the management of relevant issues. However, the Group constantly monitors regulatory and market changes in order to assess the need for any future actions.

Engagement processes and communication channels

S4-2, 22

Indel B has not implemented a general process for the direct involvement of consumers and end-users. The mainly B2B nature of the Group's activities reduces the need for such processes, even though the Group recognises the importance of maintaining an open dialogue with all stakeholders.

The Group makes a Contact section available on its official website, which allows consumers and end-users to send enquiries or reports directly to the company. However, there is no regulated and continuous monitoring of information from this channel, and the flow of communications is not subject to formalised procedures.

S4-3, 27 Indel B has not set up dedicated channels to address specific consumer and end-user issues, nor does it support the presence of such mechanisms through its business relationships. This choice reflects the Group's current strategic configuration, but Indel B remains open to the development of more structured processes should operational or regulatory requirements require it.

Business Conduct

ESRS Standard	Location	Notes
Governance		
ESRS 2 GOV-1 – The role of the administrative, management and supervisory bodies	General disclosures - Governance	The disclosure is made in ESRS 2 GOV-1, section "General Disclosures", in accordance with Appendix C, which defines the obligations to be applied in conjunction with ESRS 2.
Impact, risk and opportunity management		
ESRS 2 IRO-1 – Description of the process to identify and assess material impacts, risks and opportunities	Identification of impacts, risks and opportunities	
G1-1 – Business conduct policies and corporate culture	IRO policies and monitoring	
G1-2 – Management of relationships with suppliers	Relationships with suppliers and the supply chain	
G1-3 – Prevention and detection of corruption and bribery	Anti-corruption policies	
Metrics and targets		
G1-4 – Incidents of corruption or bribery	Incidents of corruption or bribery	
G1-5 – Political influence and lobbying activities		Not present in the Consolidated Sustainability Report because Indel B has not adopted, nor plans to adopt, structured initiatives related to political influence and lobbying activities.
G1-6 – Payment Practices	Payment Practices	

Identification of impacts, risks and opportunities

IRO-1, 6 The Indel B Group conducted an analysis of its business activities to identify material impacts, risks and opportunities in relation to corporate culture, with a focus on managing relationships with suppliers, preventing corruption, protecting whistleblowers and promoting ethical values within the organisation. The analysis considered actual and potential impacts and risks both in direct operations and, to a lesser extent, in the upstream and downstream value chain. Both quantitative and qualitative instruments were used to assess the effectiveness of governance, the dissemination of corporate values and the ethical management of business relations. In particular, the Group monitored the risk of misalignments between declared values and implemented practices, as well as opportunities to improve stakeholder trust through ethical conduct.

In detail, with regard to the management of relationships with suppliers, payment practices and ethical conduct in business relations were examined, considering the risks associated with inefficient management that could jeopardise the stability of suppliers and their satisfaction. The implications of an effective cash flow management and any opportunities for improvement in payment practices were analysed in order to strengthen trust and collaboration with suppliers.

With regard to corruption and bribery, the analysis identified risks associated with any incident of bribery, corruption, anti-competitive behaviour and conflicts of interest, with significant reputational and economic impacts. Measures have been taken to prevent such practices, including the adoption of internal controls to monitor compliance with anti-corruption regulations and continuous training to prevent any unlawful behaviour.

Protection of whistleblowers was another area of focus, with the aim of promoting a culture of transparency and accountability. The Group has implemented protection systems to ensure the safety of whistleblowers, facilitating the reporting of any non-compliance without fear of retaliation. This process aims to strengthen the trust of internal and external stakeholders, contributing to the creation of an ethical and transparent working environment.

Finally, the analysis of corporate culture involved the assessment of business practices in relation to the ethical values promoted within the organisation. The Group has monitored the effectiveness of governance in disseminating these values, and the consistency between stated principles and operational practices, seeking to ensure that the entire organisation operates with a strong commitment to ethics and social responsibility.

To identify impacts, risks and opportunities, the Group took several key factors into account. In the first instance, the various locations of the company's operations were assessed, including production sites, distribution centres, and sales markets, and the specific risks associated with each were analysed, such as local regulations, environmental conditions, and socio-economic dynamics. Subsequently, the entire range of operating activities, from production to distribution to sales and after-sales service, was examined in order to identify risks and opportunities associated with each stage of the product life cycle, with a focus on operational efficiency, product quality and worker safety. An analysis was also conducted on the sector in which the Group operates, assessing market trends, consumer expectations, and industry regulations, as well as competitive risks, opportunities for innovation, and regulatory compliance requirements. Finally, the structure of the company's operations was examined, with a focus on relationships with suppliers, distributors and business partners, to assess supply chain risks, sustainability of business practices and operational resilience.

Material impacts, risks and opportunities

The IRO assessment was carried out in accordance with the criteria and approaches defined in the paragraph "Double Materiality Analysis" within the chapter "General Disclosures".

ESRS 2 SBM-3, 46 47, 48

Below are the relevant IROs that emerged from the analysis.

Sub-topic / sub-sub-topic	IRO	Own Operations / Value Chain	Description
Management of supplier relationships, including payment practices	Potential negative impacts	Own operations	Business instability due to inefficient supplier relationship management
	Potential positive impact	Own operations	Increasing supplier satisfaction through ethical conduct in relationships with suppliers, e.g. by fostering the ability to ensure timely cash flows
	Risk	Own operations	Reduced likelihood of attracting and entering into advantageous supply contracts due to poor supply chain management (e.g., late payments) and resulting liquidity problems
Corruption and bribery	Potential negative impact	Own operations	Incidents of corruption, bribery, anti-competitive behaviour, monopolistic practices and conflicts of interest with possible negative impacts (reputational and economic) on the stakeholders involved (e.g. suppliers, customers, partners, etc.)
	Potential positive impact	Own operations	Training activities and implementation of controls aimed at the prevention and immediate detection of corruption, bribery, anti-competitive behaviour
	Risk	Own operations	Lack of compliance and reputational damage due to corruption events
Protection of whistleblowers	Potential positive impact	Own operations	Promotion of a culture based on communication, ethics, transparency and protection of possible whistleblowers, with positive impacts in terms of increased trust of stakeholders, as well as greater freedom in reporting cases of non-compliance with laws and company regulations
	Risk	Own operations	Greater exposure to risks arising from the lack of internal reporting, resulting in a decline in attractiveness and trust on the part of various stakeholders
Corporate culture	Current positive impact	Own operations	Effectiveness of governance in promoting corporate values, culture, and ethical principles, with positive impacts in terms of increased trust among internal and external stakeholders
	Risk	Own operations	Loss of confidence due to misalignments between declared values and implemented practices

IRO policies and monitoring

MDR-P, 65

G1-1, 7 The Indel B Group adopts a comprehensive system of policies and practices to ensure responsible and compliant behaviour, based on two main tools: the Code of Ethics, which applies to all Group companies, and the Organisation, Management, and Control Model 231 (MOGC 231), specific to the Parent Company. These documents form the basis of the Group's corporate culture and meet high standards of transparency, integrity and sustainability.

The Code of Ethics, approved by the Parent Company's Board of Directors and available in an updated version on the company website, defines binding principles for all employees, independent contractors, suppliers and external stakeholders. These principles include a commitment to compliance with the law, combating corruption and bribery, promoting social equity and protecting people's dignity. The MOGC 231, adopted by the Parent Company in accordance with the provisions of Italian Legislative Decree 231/2001, is a further prevention and control tool aimed at ensuring that all activities comply with applicable regulations and that appropriate standards are adopted to prevent crimes and offences.

Communication and promotion of corporate culture

G1-1, 8, 9

The Indel B Group pays particular attention to the dissemination and implementation of the Code of Ethics and the Organisation, Management and Control Model. Both documents are explained to the entire workforce, including temporary workers, at the time of hiring, through a specific information notice. Training is a key element:
G1-1, 7 the Parent Company provides dedicated training programmes for all staff recruited in accordance with legislative requirements, with a special focus on functions at risk, such as the purchasing and sales departments. The contents of the courses include the purposes of Italian Legislative Decree 231/2001, the predicate offences, the administrative responsibilities of organisations and the sanctions for non-compliance with the Code of Ethics. In addition, the role and tasks of the Supervisory Body (SB) are examined in detail.

Whistleblower protection mechanisms

G1-1, 10, 11

The Group has implemented the Indel B Group Integrity Platform, a whistleblowing system operated by an independent third-party company (EQS Group AG), which complies with current legislation, including Directive (EU) 2019/1937. This tool allows employees, independent contractors, suppliers and other stakeholders to report, including anonymously, unlawful conduct or conduct that does not comply with the Code of Ethics, laws or internal procedures.

The management of reports is entrusted to the Parent Company's Supervisory Body and the Internal Audit Manager, both appointed by the Board of Directors and vested with autonomy, independence, and impartiality. Reports are examined through a procedure that guarantees confidentiality and protection against possible retaliation. After receiving the report, the Manager will issue a notice within 7 days and update the whistleblower on the status of the procedure within 3 months. A report is periodically drawn up for the Board of Directors and the supervisory bodies, containing the number and outcome of reports, ensuring the anonymity of those involved.

Anti-corruption policies

G1-3, 16, 17, 18, 20, 21

The Group's Code of Ethics explicitly prohibits corruption and bribery. Anti-corruption training programmes specifically cover 100% of the most exposed corporate functions, such as purchasing and sales. The Group is also committed to ensuring that every supply contract includes an express termination clause allowing for the immediate termination of the relationship in the event of violations of the Code of Ethics.

Relationships with suppliers and the supply chain

G1-2, 12, 13, 14, 15

The Indel B Group selects suppliers on the basis of criteria of quality, price and ability to ensure compliance with applicable regulations. Although the Parent Company has not yet implemented sustainability-based selection criteria, it has launched an ESG assessment process through a dedicated platform. Moreover, supply contracts include clauses explicitly referring to compliance with the Code of Ethics.
Although there is currently no policy in place to avoid late payment, the Group is committed to building fair and sustainable relationships along the supply chain. Vulnerable suppliers, particularly exposed to economic, social and environmental risks, are managed with special care to minimise any negative impacts.

Monitoring and management of impacts, risks and opportunities

The Group uses monitoring tools and protocols to ensure compliance with the adopted policies. The MOGC 231 establishes a system of internal controls that includes risk mapping, the definition of protocols for sensitive activities, and the traceability of company decisions. The corporate functions actively cooperate with the Supervisory Body to identify and mitigate risks.
The Group is also committed to regularly evaluating its processes through internal audits and offers ongoing training to ensure that everyone involved understands and applies company policies effectively.

Metrics

Confirmed incidents of corruption or bribery

G1-4, 22, 23 Indel B confirms that there were no cases of bribery or corruption during the reporting period. The Group is constantly committed to preventing any unlawful conduct, adopting control and compliance procedures that guarantee transparency and fairness in business operations.

Indel B promotes principles of integrity and accountability at all levels of the organisation, ensuring that employees and stakeholders are adequately informed through training and awareness-raising initiatives. The absence of proceedings or sanctions relating to incidents of corruption confirms the effectiveness of the governance model and the measures adopted to protect corporate ethics.

Corruption and bribery	2024
Number of convictions for violation of anti-corruption and anti-bribery laws	-
Fines for violation of anti-corruption and anti-bribery laws	-

Payment Practices

G1-6, 31, 32, 33 Indel B adopts a responsible approach in managing payments to suppliers, ensuring transparent conditions that are aligned with the contractual agreements defined with the counterparties. The Group regularly monitors adherence to payment terms to ensure the stability of its supply chain, maintain balanced and sustainable commercial relationships, and prevent any disputes, as confirmed by the absence of pending late payment-related legal proceeding.

Indel B applies different payment terms based on contractual agreements with suppliers, including 30, 60, and 90-day terms, cash payment, and advance payment. However, certain types of payment, such as cash payments and advance payments, have been excluded from the calculation of the figure reported, as they are only made to specific suppliers and are not representative of the general trend in payments.

The average payment days were calculated as the difference between the invoice due date and the actual payment date, providing a clear indication of compliance with the agreed timelines. The percentage of payments made by the due date is another indicator of the Group's financial discipline, allowing for an assessment of compliance with contractual commitments and cash flow management.

Payment Practices	2024	
	Average days from payment deadline	% of payments aligned to payment deadlines
Indel B	2.2	68.8%
Autoclima	8.6	46.9%
Condor B	1.9	57.5%
ESC	7.4	48.8%
SEA	5.0	62.3%
Total	5.4	56.9%

We thank you for the trust you placed in us
and ask you to approve the financial statements as presented.

Sant'Agata Feltria, 17 April 2025

Chairman of the Board of Directors
Mr. Antonio Berloni

2024

CONSOLIDATED FINANCIAL STATEMENTS

as at 31 December 2024

CONSOLIDATED FINANCIAL STATEMENTS AS AT 12.31.2024

1. Consolidated financial statements of the Indel B S.p.A. Group

1.1. Consolidated statement of financial position

(In thousands of Euros)	Notes	2024	Of which related parties	% weight	2023	Of which related parties	% weight
		Financial year ended 31 December					
ASSETS							
Non-current assets							
Goodwill	2.8.1	7,146	-	-	7,146	-	-
Other intangible assets	2.8.1	9,874	-	-	10,593	-	-
Property, plant and machinery	2.8.2	48,437	-	-	44,100	-	-
Right of use	2.8.3	2,902	1,319	45%	2,965	1,489	50%
Equity investments measured using the equity method	2.8.4	12,795	12,795	100%	13,505	13,505	100%
Other equity investments	2.8.4	66	-	-	66	-	-
Non-current financial assets		13	-	-	13	-	-
Other receivables and other non-current assets	2.8.5	204	50	24%	275	50	18%
Deferred tax assets	2.8.13	1,378	-	-	1,603	-	-
Total non-current assets		82,815	15,397	17%	80,266	15,044	19%
Current assets							
Inventories	2.8.6	64,834	-	-	61,250	-	-
Trade receivables	2.8.7	35,043	1,233	3%	39,173	1,391	4%
Cash and cash equivalents	2.8.8	16,234	-	-	34,379	-	-
Income tax receivables	2.8.15	1,268	-	-	1,643	-	-
Current financial assets		34	-	-	124	-	-
Other receivables and other current assets	2.8.5	3,578	-	-	5,036	-	-
Total current assets		120,991	1,233	1%	141,605	1,391	1%
Total assets		203,806	15,397	8%	221,871	16,435	7%

SHAREHOLDERS' EQUITY AND LIABILITIES							
Shareholders' Equity							
Share capital		5,842	-	-	5,842	-	-
Reserves		107,226	-	-	110,354	-	-
Profit/(loss) for the year		10,659	-	-	10,435	-	-
Total shareholders' equity	2.8.9	123,727	-	-	126,631	-	-
Minority interests							
Minority interests in share capital and reserves		606	-	-	290	-	-
Minority interests in profit/(loss) for the year		145	-	-	181	-	-
Total minority interests	2.8.9	751	-	-	471	-	-
Non-current liabilities							
Provisions for risks and charges	2.8.10	3,009	192	6%	4,191	729	17%
Employee benefits	2.8.11	1,456			1,506	-	-
Non-current financial liabilities	2.8.12	10,314	1,217	12%	15,451	1,385	9%
Deferred tax liabilities	2.8.13	3,159			3,371	-	-
Other non-current liabilities	2.8.16	79			108	-	-
Total non-current liabilities		18,018	1,409	7%	24,627	2,114	6%
Current liabilities							
Trade payables	2.8.14	35,018	121	0%	33,018	32	0%
Income tax payables	2.8.15	40			469	-	-
Current financial liabilities	2.8.12	16,248	174	1%	26,503	169	0%
Other current liabilities	2.8.16	10,004	765	8%	10,153	633	6%
Total current liabilities		61,310	1,060	2%	70,143	834	1%
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		203,806	2,469	1%	221,871	2,948	1%

1.2. Consolidated income statement

(In thousands of Euros)	Notes	31/12/2024	Of which related parties	% weight	31/12/2023	Of which related parties	% weight
Revenues	2.9.1	199,568	11,502	6%	221,157	15,206	7%
Other revenues and income *of which non-recurring*	2.9.2	3,945 6	659 6	17%	5,364 0	539 0	10%
Total revenues		**203,513**	-	-	**226,521**	-	-
Purchases and consumption of raw materials, semi-finished and finished products	2.9.3	(113,770)	(128)	0%	(133,253)	(149)	0%
Costs for services *of which non-recurring*	2.9.4	(28,000) (473)	(817)	3%	(26,364) (526)	(822)	3 %
Personnel costs *of which non-recurring*	2.9.5	(40,148) (192)	(2,236) (192)	-	(39,152) (34)	(2,031) (34)	5 %
Other operating costs	2.9.6	(1,895)	(1)	0%	(3,463)	(16)	0%
Portion of the result of equity investments measured using the equity method *of which non-recurring*	2.9.7	2,009 *(348)*	2,009 (348)	100%	243 (3,200)	243 (3,200)	100%
Amortisation, depreciation, provisions and write-downs *of which non-recurring*	2.9.8	(6,344) *0*	(176)	3%	(8,497) *(980)*	(176)	2%
EBIT		**15,365**	-	-	**16,035**	-	-
Finance income	2.9.9	645	-	-	814	-	-
Finance costs	2.9.9	(1,258)	(32)	2%	(1,929)	(35)	0%
Income (costs) from equity investments	2.9.10	-	-	-	12	-	-
Pre-tax profit (loss)		**14,752**	-	-	**14,932**	-	-
Income tax	2.9.11	(3,947)	-	-	(4,316)	-	-
Profit/(loss) for the year		**10,805**	-	-	**10,616**	-	-
Minority profit/(loss) for the year		145	-	-	181	-	-
Group profit/(loss) for the year		**10,659**	-	-	**10,435**	-	-
Basic and diluted earnings per share (in Euro)		1.96	-	-	1.85	-	-

1.3. Statement of comprehensive income

(in thousands of Euros)	31/12/2024	31/12/2023
Profit/(loss) for the year (A)	10,805	10,616
Actuarial gains/(losses) on employee benefits and provision for agents' leaving indemnities	47	(64)
Tax effect - Actuarial gains/(losses) on employee benefits and provision for agents' leaving indemnities	(11)	14
Total items that will not be subsequently reclassified to the income statement (B1)	36	(50)
Foreign exchange translation differences	(499)	361
Total items that will be subsequently reclassified to the income statement (B2)	(499)	361
Total other comprehensive income components, net of the tax effect (B)=(B1)+(B2)	(463)	311
Total profit for the year (A)+(B)	10,342	10,927
of which pertaining to the Group	10,218	10,803
of which pertaining to third parties	124	124
Basic and diluted earnings per share (in Euro)	1.83	1.94

1.4. Statement of changes in shareholders' equity

(In thousands of Euros)	Notes	Share capital	Reserves	Profit/(loss) for the year	Group Shareholders' equity	Minority interests	Total Shareholders' equity
Balance as at 01/01/2023	2.8.9	5,842	103,020	12,048	120,910	330	121,240
Allocation of previous year's profit/(loss)		-	12,048	(12,048)	-	-	-
Transactions with shareholders:							
Distribution of dividends		-	(4,514)	-	(4,514)	-	(4,514)
Share capital increase		-	-	-	-	-	-
Purchase of treasury shares		-	(552)	-	(552)	-	(552)
Change in the consolidation area		-	(16)	-	(16)	16	-
Total transactions with shareholders		-	(5,082)	-	(5,082)	16	(5,066)
Comprehensive income for the year:							
Profit/(loss) for the year		-	-	10,435	10,435	181	10,616
Actuarial gains/(losses) on employee benefits and provision for agents' leaving indemnities, net of tax effect		-	(50)	-	(50)	-	(50)
Translation difference from measurement of equity investments		-	418	-	418	(57)	361
Total comprehensive income for the year		-	368	10,435	10,803	124	10,927
Balance as at 31/12/2023	2.8.9	5,842	110,354	10,435	126,631	471	127,101
Allocation of previous year's profit/(loss)		-	10,435	(10,435)	-	-	-
Transactions with shareholders:							
Distribution of dividends		-	(4,488)	-	(4,488)	(138)	(4,626)
Share capital increase		-	-	-	-	-	-
Purchase of treasury shares		-	(8,634)	-	(8,634)	-	(8,634)
Change in the consolidation area		-	-	-	-	294	294
Total transactions with shareholders		-	(13,122)	-	(13,122)	156	(12,966)
Comprehensive income for the year:							
Profit/(loss) for the year		-	-	10,659	10,659	145	10,805
Adjustment of retained earnings		-	403	-	-	-	403
Actuarial gains/(losses) on employee benefits and provision for agents' leaving indemnities, net of tax effect		-	36	-	36	-	36
Translation difference from measurement of equity investments		-	(879)	-	(879)	(21)	(900)
Total comprehensive income for the year		-	(441)	10,659	10,218	124	10,342
Balance as at 31/12/2024	2.8.9	5,842	107,226	10,659	123,727	751	124,478

1.5. Consolidated statement of cash flows

(in thousands of Euros)	Notes	31/12/2024	31/12/2023
Operating activities			
Pre-tax profit (loss)		14,752	14,932
Adjustments for:			
Depreciation of property, plant and machinery and amortisation of intangible assets	2.9.8	5,883	5,511
Bad debt provisions	2.9.8	146	119
Provisions for risks and charges	2.9.8	506	1,938
Provision/(Releases) for inventory obsolescence	2.8.6	422	323
Portion of the result of equity investments measured using the equity method	2.9.7	(2,009)	(243)
Net finance (income)/costs	2.9.9	613	1,115
Income from equity investments	2.9.10	-	(12)
Net exchange rate differences		92	310
Other non-monetary components		(228)	941
Cash flows from operations before changes in working capital		20,177	24,934
Cash flow provided by/(used in) changes in working capital		3,246	14,900
- Trade receivables and other assets	2.8.7 2.8.5	6,249	14,528
- Inventories	2.8.6	(4,006)	7,532
- Trade payables and other liabilities	2.8.14 2.8.15 2.8.16	1,003	(7,160)
Taxes paid	2.8.15	(3,797)	(4,050)
Finance income received	2.9.9	406	19
Finance costs paid	2.9.9	(1,027)	(788)
Use of provisions	2.8.10	(1,728)	(812)
Realised net exchange rate differences		15	(750)
Cash flow provided by/(used in) operating activities (A) *Of which related parties*		17,293 *8,586*	33,415 *14,196*
Investment activities			
Net investments in property, plant and machinery and intangible assets	2.8.1	(8,747)	(8,600)

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Net investments in equity investments	2.8.4	-	12
Divestments by associates	2.8.4	-	-
Dividends collected	2.9.7	2,215	1,334
Cash flow provided by/(used in) investing activities (B) *Of which related parties*		(6,532) *2,215*	(7,254) *1,334*
Financing activities			
Taking out mortgages and loans	2.8.12	15,000	17,000
Repayment of mortgages and loans	2.8.12	(29,618)	(20,413)
Dividends paid	2.8.9	(4,626)	(4,514)
Purchase of treasury shares	2.8.9	(8,634)	(553)
Transactions with non-controlling investors	2.8.9	294	-
Changes in liabilities for right of use	2.8.12	(726)	(674)
Other changes in financial assets		90	-
Other changes in financial liabilities	2.8.12	(815)	156
Cash flow provided by/(used in) financing activities (C) *Of which related parties*		(29,035) *(163)*	(8,998) *(166)*
Increase/(decrease) in cash and cash equivalents (A)+(B)+(C)		(18,275)	17,163
Cash and cash equivalents at beginning of the year	2.8.8	34,379	17,322
Net effect of translating cash and cash equivalents denominated in foreign currencies		130	(106)
Cash and cash equivalents at end of the year	2.8.8	16,234	34,379

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2. Explanatory notes to the consolidated financial statements

2.1. General disclosures

INDEL B SPA (hereinafter referred to as "INDEL B SPA", the "Company" or the "Parent Company") is a company established and domiciled in Italy, with its registered and administrative office in Sant'Agata Feltria, Via Sarsinate 27, and organised under the laws of the Italian Republic.

The INDEL B SPA Group (hereinafter referred to as "the Group") operates in the mobile refrigeration market, which covers the "Automotive" and "Leisure time" segments and in the refrigeration market, which covers the "Hospitality" segment. The Group is also active in the mobile air-conditioning market, with particular reference to the Automotive market represented by commercial vehicles, minibuses, ambulances, agricultural and earthmoving equipment, and in the "Cooling Appliances" market, which mainly includes wine cellars for storing wine and small refrigerators for storing milk.

As at 31 December 2024, 68.33% of the share capital of the Company of Euro 5,842,000 was held by Amp. Fin. S.r.l., with registered office in Pesaro, 5.05% is held by Praude Asset Management Limited with registered offices in Malta, 9.75% are treasury shares and 16.87% is free float on the EXM market of Borsa Italiana.

This document was approved by the Board of Directors of the Company on 17 April 2025.

2.2. Summary of the adopted accounting standards

The main accounting standards and policies applied in the preparation of the Consolidated Financial Statements are set out below.

2.2.1. Basis of preparation

The Consolidated Financial Statements were prepared in accordance with EU-IFRS, i.e. all the "International Financial Reporting Standards", all the "International Accounting Standards" (IAS) and all the interpretations of the "International Reporting Interpretations Committee" (IFRIC), previously known as the "Standard Interpretations Committee" (SIC), which, at the end of the consolidated reporting period, were approved by the European Union in accordance with the procedure envisaged by Regulation (EC) 1606/2002 of the European Parliament and European Council of 19 July 2002. The IFRSs were applied consistently to all periods presented.

The Consolidated Financial Statements were prepared on a going concern basis, assessed by the directors with reference to a period of at least 12 months as from the balance sheet date.

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The Consolidated Financial Statements were prepared in Euro, which is the currency of the primary economic environment in which the Group operates. All amounts included in this document are presented in thousands of Euros, unless otherwise stated.

The financial statements and related classification criteria adopted by the Group as part of the options envisaged by IAS 1 - Presentation of Financial Statements are shown below:

- The consolidated statement of financial position was prepared by classifying assets and liabilities on a "current/non-current" basis;

- The consolidated income statement was prepared separately from the consolidated statement of comprehensive income, and was prepared by classifying operating costs by nature;

- The consolidated statement of comprehensive income includes, in addition to the result for the year, other changes in shareholders' equity items attributable to transactions not carried out with the Company's shareholders;

The consolidated statement of cash flows was prepared by presenting cash flows generated by operating activities according to the "indirect method".

2.2.2. Accounting standards

IFRS accounting standards, amendments and interpretations applicable as from 1 January 2024

The measurement criteria used for the preparation of the consolidated financial statements as at 31 December 2024 do not differ from those used for the preparation of the consolidated financial statements for the year ended 31 December 2023, with the exception of the new accounting standards, amendments and interpretations effective from 1 January 2024 set out below:

Amendments to IAS 1 - Presentation of Financial Statements:

- Classification of liabilities as current or non-current. This amendment requires companies to classify a liability as “non-current” when it has the unconditional right to defer payment for at least twelve months after the reporting date. The International Accounting Standards Board (IASB) has removed the requirement for the right to be “unconditional”;

- Non-current liabilities with covenants, with which the IASB reconfirmed that only the covenants that a company must comply with at or before the financial statements date affect the classification of a liability as current or non-current. Covenants referring to a later period do not affect this classification; however, companies are required to disclose useful information to help stakeholders understand that there may be a risk that such liabilities may become due within twelve months of the financial statements date.

Amendments to IAS 7 and IFRS 7 - Statement of cash flows and financial instruments.
The document requires an entity to provide additional disclosures about reverse factoring arrangements that enable users of financial statements to evaluate how financial arrangements with suppliers may affect the entity's liabilities and cash flows and to understand the effect of those arrangements on the entity's exposure to liquidity risk. These amendments describe the terms of an arrangement for which an entity is required to disclose information, with two objectives: to include in the notes to the financial statements information that enables stakeholders to evaluate how the supplier's loan arrangements affect an entity's liabilities and cash flows and to understand the effect of the supplier's loan arrangements on the entity's exposure to liquidity risk and how the entity might be affected if the arrangements were no longer available.

Amendments to IFRS 16 - Leases and Lease Liabilities in Leaseback Sales.
In sale and leaseback transactions, the measurement of liabilities arising from a sale and leaseback transaction is specified to ensure that the seller-lessee does not recognise any amount of profit or loss that relates to the right of use it retains.

Amendments to IAS 12 - Income Taxes.
Change regarding deferred taxes relating to assets and liabilities arising from a single transaction, to specify how companies should account for deferred taxes on transactions such as leases and decommissioning obligations and other transactions for which companies recognise both an asset and a liability.

International Tax Reform - Pillar Two model rules.
With regard to the Pillar Two model, it should be noted that Italian Legislative Decree no. 209 of 27 December 2023 assimilated Directive 2022/EU/2523 on "Global minimum tax" at national level, with the aim of guaranteeing a minimum level of taxation, at the rate of 15% for each jurisdiction of location, in the context of multinational groups and domestic groups with revenues in excess of Euro 750 million established in the European Union. The regulation originates from the rules formulated in connection with the OECD and is known as ”Pillar II”. In 2024, the Group did not exceed this threshold. Following the issuance of the above legislation, the IASB amended IAS 12 to specify the presentation of income taxes in connection with Pillar II. The amendments to IAS 12 relate, in particular, to the introduction of a temporary exception to the recognition requirements for deferred tax assets and liabilities relating to Pillar II Model Rules for entities affected by the international reform, which envisages, as an exception to the provisions of IAS 12, the non-recognition in the accounts or non-provision of information on deferred tax assets and liabilities relating to Pillar II income taxes.

IFRS and IFRIC accounting standards, amendments and interpretations endorsed by the European Union, not yet mandatorily applicable and not adopted in advance by the Company as at 31 December 2024

At the balance sheet date, the competent bodies of the European Union have approved the adoption of the following accounting standards and amendments, which have not yet been adopted by the company:

- Amendments to IAS 21 - The Effects of Changes in Foreign Exchange Rates: Lack of convertibility. The document requires an entity to apply a method to be applied consistently in order to verify whether one currency can be converted into another and, when this is not possible, how to determine the exchange rate to be used. In addition, when a currency is not convertible, an entity must disclose information that allows users of its financial statements to assess how the lack of convertibility of a currency affects, or is expected to affect, its financial performance, financial position and cash flows.

IFRS accounting standards, amendments and interpretations not yet endorsed by the European Union and not adopted in advance by the Company

As of the date of this document, the competent bodies of the European Union have not yet completed the endorsement process necessary for the adoption of the amendments and principles described below:

Introduction of IFRS 18 - Presentation and Disclosure in Financial Statements, will provide investors with more transparent and comparable information on the financial performance of companies, thus enabling better investment decisions. This standard will affect all companies that use the IFRS. The new standard introduces three new requirements to improve the reporting of the financial performance of companies and provide investors with a better basis for analysing and comparing companies:

- Introduction of three new cost and revenue categories to improve the income statement structure (operating, investment and financial) and new subtotals including EBIT;

- Greater transparency of performance measures defined by management;

- More efficient grouping of information in the financial statements.

Introduction of IFRS 19 - Disclosure relating to Subsidiaries without Public Accountability. This standard will simplify the requirements in terms of the information to be disclosed in the explanatory notes to the financial statements for subsidiaries of groups that apply the international accounting standards, thereby also facilitating the transition to these standards of companies that apply local GAAP for the preparation of their financial statements.

The new standard allows subsidiaries, which previously adopted two lines of accounting records to meet local

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and international standard requirements, to maintain a single line of accounting records to meet the needs of both the parent company adopting international accounting standards and the users of their financial statements by reducing their disclosure requirements.

Amendments to IFRS 9 and IFRS 7:

1. Contracts relating to electricity dependent on nature. The amendments aim to support entities in reporting the financial effects of purchase agreements for electricity generated from renewable sources (often structured as Power Purchase Agreements). On the basis of these agreements, the amount of electricity generated and purchased can vary depending on uncontrollable factors such as weather conditions. The IASB made targeted amendments to IFRS 9 and IFRS 7. The amendments include:

2. a clarification regarding the application of the “own use” requirements to this type of agreement;

3. criteria for allowing such agreements to be accounted for as hedging instruments and new disclosure requirements to enable users of financial statements to understand the effect of these agreements on an entity's financial performance and cash flows.

4. This amendment shall apply as from the financial statements for years beginning on or after 1 January 2026. Classification and measurement of financial instruments. The amendments concern a number of problematic aspects that have emerged from the post-implementation review of IFRS 9, including the accounting treatment of financial assets where returns vary when ESG objectives are met (i.e. green bonds). In particular, the amendments aim to:

5. Clarify the classification of financial assets with variable returns and linked to environmental, social and corporate governance (ESG) objectives and the criteria to be used for the SPPI test;

6. Determine that the date of settlement of liabilities through electronic payment systems is the date on which the liability is extinguished. However, an entity is permitted to adopt an accounting policy to allow a financial liability to be derecognised before delivering cash on the settlement date under certain specified conditions.

With these amendments, the IASB has also introduced additional disclosure requirements concerning in particular investments in equity instruments designated as FVOCI.

Furthermore, on 18 July 2024, the IASB published a document called “Annual Improvements Volume 11”. The document includes clarifications, simplifications, corrections and changes aimed at improving the consistency of several IFRS Accounting Standards, including:

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- IFRS 1 First-time Adoption of International Financial Reporting Standards;
- IFRS 7 Financial Instruments: Disclosures and related guidance on the implementation of IFRS 7;
- IFRS 9 Financial Instruments;
- IFRS 10 Consolidated Financial Statements; and
- IAS 7 Statement of Cash Flows.

The accounting standards and policies adopted for the preparation of the Consolidated Financial Statements as at 31 December 2024 are consistent with those used for the preparation of the Financial Report as at 31 December 2023, to which reference is made for further information.

The application of the above standards has not had a material impact on the Group's financial position, the results of the operations and of the cash flows.

The Group has not early adopted new standards, interpretations or amendments that have been issued but are not yet effective. The Group is also analysing these standards and considering whether their adoption will have a significant impact on the Consolidated Financial Statements.

2.3. Consolidation principles

The Consolidated Financial Statements comprise the financial statements of the Company and its subsidiaries as approved by the Boards of Directors of each company, duly adjusted where necessary to comply with the accounting standards adopted by the Company. It should be noted that all Group companies end their financial year on 31 December. The companies included in the consolidation area as at 31 December 2024 and 31 December 2023 are detailed in paragraph 2.4 "Consolidation area" below.

2.3.1. Subsidiaries

Subsidiaries are companies in which the Group is exposed to, or has the right to participate in, the variability of the relative economic returns and is able to exercise its decision-making power over the relevant activities of the investee so as to affect those returns. The existence of control is verified whenever facts and circumstances indicate a change in one or more of the three elements qualifying the control. Generally, control is presumed to exist when the Group holds, directly or indirectly, more than half of the voting rights, including potential voting rights that are immediately exercisable or convertible.

The assets and liabilities, costs and income of subsidiaries are recognised on a line-by-line basis, starting from the date on which the Parent Company takes direct or indirect control (i.e. through one or more other subsidiaries) and until the date on which such control ceases, attributing, where applicable, to minority shareholders the portion of shareholders' equity and net result for the year, showing them separately under appropriate items of the

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shareholders' equity and the consolidated statement of comprehensive income. In the case of shares acquired after control has been obtained (acquisition of minority interests), any positive difference between the purchase cost and the corresponding portion of shareholders' equity acquired is recognised in shareholders' equity pertaining to the Group; similarly, the effects of the sale of minority interests without loss of control are recognised in shareholders' equity. On the other hand, the disposal of shares that results in the loss of control results in the recognition in profit or loss:

- of any gain/loss calculated as the difference between the consideration received and the corresponding portion of consolidated shareholders' equity sold;
- of the effect of the remeasurement of any residual equity investment retained to align it with its fair value;
- of any amounts recognised in other comprehensive income relating to the former subsidiary for which a reversal to profit or loss is envisaged, or if no reversal to profit or loss is envisaged for profit (loss) carried forward.

The value of any retained equity investment, in line with its fair value at the date of loss of control, represents the new book value of the equity investment and thus the reference value for the subsequent measurement of the equity investment in accordance with the applicable measurement basis.

2.3.2. Intra-group transactions

The gains from transactions between companies consolidated on a line-by-line basis and not yet realised vis-à-vis third parties are eliminated, as are receivables, payables, income and costs, guarantees, commitments and risks between consolidated companies.

The gains and losses that are not yet realised with third parties arising from transactions with companies measured using the equity method are eliminated to the extent of the Group's share.

2.3.3. Associates

Associates are companies in which the Group exercises a significant influence over the determination of the administrative and management decisions, despite not having control or joint control of them. Significant influence is presumed to exist when the Group holds, directly or indirectly, between 20% and 50% of the voting rights.

Equity investments in associates are measured using the equity method.

The method for applying the equity method is described below:

1. the carrying amount value of the equity investments is in line with the shareholders' equity of the investee company adjusted, where necessary, to reflect the application of accounting standards compliant with those applied by the Company and includes, where applicable, the recognition of any goodwill identified at the time of acquisition;

2. profit or loss attributable to the Group is recognised in the income statement of the consolidated financial statements from the date on which the significant influence began and until the date on which it ceases. If, as a result of losses, the company shows a negative net shareholders' equity, the book value of the equity investment is written off and any surplus pertaining to the Group is recognised in a special provision only if the Group has undertaken to fulfil legal or implicit obligations of the investee company or in any case to cover its losses. Changes in the shareholders' equity of investee companies that are not determined by the income statement result are recognised directly as an adjustment to the Group's shareholders' equity reserves;

3. unrealised gains generated on transactions between the Company and subsidiaries or investee companies are eliminated according to the value of the Group's shareholding in the investee companies. Unrealised losses are eliminated unless they represent impairment;

4. if an associate recognises an adjustment directly posted to shareholders' equity, the Group also recognises its share and, where appropriate, shows it in the statement of changes in shareholder's equity.

2.3.4. Joint Ventures

Joint ventures are companies in which the Group exercises joint control based on the voting rights exercisable in accordance with contractual agreements, shareholders' agreements or the companies' articles of association.

Equity investments in joint ventures are consolidated using the equity method, as described in note 2.3.3 "Associates", from the date on which joint control occurs until the date on which such control ceases.

2.3.5. Conversion of financial statements of foreign companies

The financial statements of subsidiaries, associates and joint ventures are prepared using the currency of the economic environment in which they operate (the "Functional Currency"). The Consolidated Financial Statements are presented in Euro, which is the Functional Currency of the Parent Company.

The rules for translating the financial statements of the companies expressed in currencies other than the euro are as follows:

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1. assets and liabilities, including goodwill and assets and liabilities arising during the PPA, are translated using the exchange rates prevailing at the end of the reporting period;

2. costs and revenues are translated at the average exchange rate for the period;

3. the "translation reserve" includes both exchange rate differences generated by the translation of income statement amounts at an exchange rate different from the closing rate and those generated by the translation of opening shareholders' equity at an exchange rate different from the closing rate of the period;

4. goodwill and fair value adjustments related to the acquisition of a foreign entity are recognised as assets and liabilities of the foreign entity and translated at the closing exchange rate.

The following table summarises the exchange rates used to translate the financial statements of companies that have a functional currency other than the euro.

	as at 31/12/2024	as at 31/12/2024	as at 31/12/2023	as at 31/12/2023
Currency	Actual	Average	Actual	Average
BRL	6.4253	5.8283	5.3618	5.4010
PLN	4.2750	4.3058	4.3395	4.5420
RUB	106.1028	100.2801	99.1919	92.8741
USD	1.0389	1.0824	1.1050	1.0813

It should be noted that in the absence of an exchange rate for the rouble since the beginning of the Russian-Ukrainian conflict, the figure provided by the Russian Central Bank was used; the exchange rate used does not differ significantly from that provided by other internationally significant databases.

2.4. Consolidation area

The list of companies included in the consolidation area indicating the method of consolidation for the years ended 31 December 2024 and 2023 is shown below:

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Company name	Registered Office	Currency	Share capital as at 31/12/2024 (in currency units)	% held	
				31/12/2024	31/12/2023
Parent Company:					
INDEL B S.p.A.	Italy	EUR	5,842,000		
Subsidiaries - consolidated on a line-by-line basis					
Condor B S.r.l.	Italy	EUR	728,000	100.0%	100.0%
Indel B North America - ex Commercial Products Ltd (*)	USA	USD	510,133	100.00%	100.00%
Lindel S.r.l. (**)	Italy	EUR	600,000	51.00%	-
Autoclima S.p.A.	Italy	EUR	2,750,000	100.0%	100.0%
Indel B Germany	Germany	EUR	100,000	94.0%	94.0%
Autoclima Russ	Russia	RUB	7,500,000	70.0%	70.0%
Indel B Group Iberica S.L. (***)	Spain	EUR	150,000	90.00%	90.00%
Indel B Poland SP. Z.O.O. (****)	Poland	PLN	500,000	85.00%	85.00%
Electric Station Climatisation	France	EUR	1,000,000	100.0%	100.0%
SEA s.r.l.	Italy	EUR	100,000	100.0%	100.0%
Associates - jointly controlled entities, consolidated using the equity method					
Indel Webasto Marine S.r.l. (*****)	Italy	EUR	101,490	50.0%	50.0%
Elber Industria de Refrigeracao Ltda	Brazil	BRL	260,000	40.0%	40.0%

(*) It should be noted that on 19 January 2024 a share capital increase of USD 500,000 was carried out by Indel B S.p.A.
(**) It should be noted that the company Lindel S.r.l. was established on 11 June 2024 and is 51% owned by Indel B S.p.A., while the remaining 49% is held by the shareholder Linea 3 S.r.l.
(***) It should be noted that the company Autoclima Iberica changed its name to Indel B Group Iberica on 26 March 2024
(****) It should be noted that the company Autoclima Polska changed its name to Indel B Poland on 06 June 2024
(*****) It should be noted that Indel Webasto Marine S.r.l. holds a 100% stake in Indel Webasto Marine Usa Inc.

On 11 June 2024, the Parent Company established a new company, named “Lindel”, in partnership with the company Linea 3 S.r.l., based in Castelfidardo, in the province of Ancona. The company became operational in February 2025 and was established with the aim of internalising the moulding of plastic components. The Parent Company holds a majority stake of 51% in the share capital of Lindel, which amounts to Euro 600,000.

As at 31 December 2024, none of the companies included in the consolidation area operated in hyperinflationary countries.

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2.5. Measurement bases of financial statement items

The most significant measurement bases adopted for the preparation of the Consolidated Financial Statements are indicated in the points below:

2.5.1. Non-current assets

Intangible assets

Intangible assets consist of non-monetary elements, identifiable and lacking physical consistency, controllable and capable of generating future economic benefits. These elements are initially recognised at purchase and/or production cost, inclusive of the directly attributable expenses for preparing the asset for its intended use. Intangible assets are amortised on a straight-line basis over their estimated useful lives; amortisation rates are reviewed annually and are changed if the current useful life differs from the previously estimated useful life. The useful life estimated by the Group for the various categories of intangible assets, valid for all periods presented, is shown below.

Category	Useful life
Patents	18 years
Licences and concessions	3 years
Trademarks	18-20 years
Other deferred costs and research and development costs	5 years
Know-how	5 years
Customer list	15-20 years

Development costs

Costs related to research and development activities are recognised in the income statement of the year in which they are incurred, with the exception of development costs recognised as intangible assets when all of the following conditions are met:

- the project is clearly identified and the costs related to it can be identified and measured reliably;
- the technical feasibility of the project is demonstrated;
- the intention to complete the project and to sell the intangible assets generated by the project is demonstrated;
- there is a potential market or, in the case of internal use, the usefulness of the intangible asset for the production of the intangible assets generated by the project is demonstrated;
- the technical and financial resources required to complete the project are available.

Amortisation of development costs recognised as intangible assets begins from the date on which the result, generated by the project, is marketable. The amortisation is carried out on a straight-line basis over a period corresponding to the estimated useful life of the relevant projects, i.e. five years.

Goodwill and business combinations

The Group uses the purchase method to recognise business combinations. According to this method:

1. the consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the fair values of the assets transferred and the liabilities assumed by the Group at the acquisition date and of the equity instruments issued in exchange for control of the acquired company. The accessory costs of the transaction are booked to the income statement at the time they are incurred;

2. the identifiable assets acquired and liabilities assumed are recognised at fair value at the acquisition date; deferred tax assets and liabilities, assets and liabilities for employee benefits, liabilities or equity instruments related to share-based payments of the acquiree or share-based payments related to the group issued in lieu of contracts of the acquiree, and assets (or groups of assets and liabilities) held for sale and rights of use, which are instead measured in accordance with their reference principle, are exceptions;

3. goodwill is determined as the excess between the sum of the amounts transferred in the business combination, the value of shareholders' equity attributable to minority interests and the fair value of any equity investment previously held in the acquired company compared to the fair value of net assets acquired and liabilities undertaken at the date of acquisition. If the value of the net assets acquired and liabilities assumed at the date of acquisition exceeds the sum of the amounts transferred, the value of shareholders' equity attributable to minority interests and the fair value of any equity investment previously held in the acquired company, this excess is immediately recognised in the income statement as income arising from the concluded transaction;

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4. any contingent consideration under the business combination agreement is measured at fair value at the acquisition date and included in the value of the consideration transferred in the business combination for the purpose of determining goodwill.

In the case of business combinations that occurred in stages, the equity investment previously held by the company in the acquired company is revalued at fair value at the date of acquisition of control and any ensuing gain or loss is recognised in the income statement.

If the initial values of a business combination are incomplete at the end of the reporting period in which the business combination occurred, the Group reports in its consolidated financial statements the provisional values of those items for which recognition cannot be completed. These provisional values are adjusted during the measurement period to reflect new information obtained about facts and circumstances existing at the acquisition date that, if known, would have affected the value of the assets and liabilities recognised at that date.

Goodwill is not amortised but is subject to an annual impairment test. Any impairment of goodwill is recognised if the recoverable amount of the goodwill is less than its carrying amount in the financial statements. The reversal of the impairment loss of goodwill is not permitted in the event of a previous impairment.

The test is carried out at least once a year, or in any case when indicators of impairment are identified.

Property, plant and machinery

Property, plant and machinery are recognised according to the cost approach and recorded at purchase price or cost of production inclusive of the directly attributable accessory costs necessary for making these assets ready to use.

The carrying amount of property, plant and machinery is subsequently adjusted by systematic depreciation, calculated on a straight-line basis from the time the asset is available and ready for use, in accordance with its useful life, being the estimated period over which the asset will be used by the company, and any accumulated impairment losses.

When the asset being depreciated consists of components that can be identified separately and the useful life of which differs significantly from that of the other parts forming the asset, the depreciation is carried out separately for each of these parts by applying the "component approach".

Any finance costs directly attributable to the purchase and production of property, plant and machinery are capitalised and depreciated over the useful life of the asset to which they refer.

Maintenance and repair costs are charged directly to the income statement in the year in which they are incurred. Costs for improvements, modernisation and transformation that increase the value of property, plant and

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machinery are recognised as assets when they are likely to increase the future economic benefits expected from the use or sale of the asset.

The annual depreciation rates used are as follows:

Category	Depreciation rate (%)
Buildings relating to the company's business activities	3%
Maintenance on third-party property	16.67% (*)
Light constructions	10%
Plants	9%-10%
Operating machines and automatic plants	15.5%
Equipment	25%
Office furniture and machines	12%
Electronic office machines	20%
Internal means of transport	20%
Trucks	20%
Cars	25%

(*) Remaining term of the lease agreement

The useful life of property, plant and machinery and their residual value are reviewed annually and updated, where applicable, at the end of each reporting period.

Assets and liabilities for right of use and leases

In accordance with IFRS 16, a contract is, or contains, a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The contract is reassessed to see whether it is, or contains, a lease only if the terms and conditions of the contract are changed.

For a contract that is, or contains, a lease, each lease component is separated from the non-lease components, unless the Group applies the practical expedient in paragraph 15 of IFRS 16. This practical expedient allows the lessee to choose, for each class of underlying asset, not to separate the non-lease components from the lease components and to recognise each lease component and the associated non-lease components as a single lease component.

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The lease term is determined as the non-cancellable period of the lease, to which both of the following periods are to be added:

- periods covered by a lease extension option, if the lessee is reasonably certain to exercise the option;
- periods covered by a lease termination option if the lessee is reasonably certain not to exercise the option.

In assessing whether the lessee is reasonably certain to exercise the option to extend the lease or not to exercise the option to terminate the lease, all relevant facts and circumstances that create an economic incentive for the lessee to exercise the option to extend the lease or not to exercise the option to terminate the lease are considered. The lessee shall redetermine the lease term in the event of a change in the non-cancellable term of the lease.

Upon lease commencement, the Group recognises a right-of-use asset and a lease liability.

Upon lease commencement, the right-of-use asset is measured at cost. The cost of the right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- lease payments due on or before the commencement date net of lease incentives received;
- the direct initial costs incurred by the lessee; and
- the estimated costs to be incurred by the lessee for dismantling and removing the underlying asset and restoring the site on which it is located or restoring the underlying asset under the terms and conditions of the lease unless such costs are incurred in producing inventories. The obligation related to the aforementioned costs arises for the lessee on the commencement date or as a result of the use of the underlying asset during a specified period;

Upon lease commencement, the lessee shall measure the lease liability at the present value of the lease payments unpaid at that date. The lease payments due include the following amounts:

- fixed payments, net of any lease incentives to be received;
- variable lease payments that depend on an index or rate, initially measured using an index or rate at the commencement date;

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- the amounts expected to be payable by the lessee under residual value guarantees;
- the exercise price of the purchase option, if the lessee is reasonably certain to exercise the option;
- lease termination penalty payments, if the lease term takes into account the lessee's exercise of the lease termination option.

Lease payments due must be discounted using the lease's implicit interest rate if it can be easily determined. If this is not possible, the lessee must use its marginal financing rate, i.e. the incremental interest rate the company would have to pay to obtain financing for the same term and amount as the lease.

After initial recognition, the right-of-use asset is measured at cost:

- less accumulated depreciation and accumulated impairment; and
- adjusted for any restatement of the lease liability.

Subsequent to initial recognition, the lease liability is measured:

- by increasing the carrying amount to reflect interests on the lease liability;
- by decreasing the carrying amount to reflect lease payments made; and
- by restating the carrying amount to reflect any new lease evaluations or changes or the revision of payments due for fixed leases in substance.

In the case of lease changes that do not qualify as a separate lease, the right-of-use asset is restated (upward or downward), consistent with the change in the lease liability at the date of the change. The lease liability is restated in accordance with the new terms of the lease agreement, using the discounting rate at the date of the change.

It should be noted that the Group avails itself of the exemption envisaged by IFRS 16, with reference to the lease of low-value assets (i.e. when the value of the underlying asset, if new, is roughly less than USD 5,000). In such cases, the right-of-use asset and the related lease liability are not recognised, and payments due under the lease are recognised in the income statement.

The Group decided to take advantage of the exemption envisaged by IFRS 16 in relation to short-term leases (i.e. leases with a lease term of 12 months or less as from the commencement date).

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Impairment of property, plant and machinery and intangible assets and right-of-use assets

At the end of each reporting period, property, plant and machinery, intangible assets with a finite useful life and right-of-use assets are analysed in order to identify the existence of any impairment indicators from both external and internal sources within the Group. In circumstances where the presence of such indicators is identified, the recoverable amount of these assets is estimated and any impairment is recognised in the income statement. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use, where the latter is the present value of estimated future cash flows for that asset. In determining value in use, expected future cash flows are discounted using a discount rate that reflects the current market valuation of the cost of money relative to the investment period and the specific risks of the asset.

For an asset that does not generate largely independent cash flows, realisable value is determined in relation to the cash-generating unit to which that asset belongs. An impairment loss is recognised in the income statement if the carrying amount of the asset, or of the related cash-generating unit to which it is allocated, is greater than its recoverable amount. If the conditions for a previously recognised impairment loss are no longer met, the carrying amount of the asset is reinstated and recognised in the income statement, to the extent of the net book value that the asset in question would have had if the impairment loss had not been recognised and depreciation/amortisation had been charged.

Equity investments in associates and joint ventures

For equity investments in jointly controlled companies (joint ventures) and those in associates, see notes 2.3.3 "Associates" and 2.3.4 "Joint ventures" above.

Other equity investments

Equity investments in other companies are classified as available for sale and are measured at fair value, with changes in fair value recognised directly in shareholders' equity reserves, except for impairment losses, which are recognised in the income statement.

If fair value cannot be reliably measured because these equity investments are not listed or traded in active markets, they are measured at cost less impairment losses; impairment losses are not reversed.

Other receivables and other non-current assets

Receivables and other non-current financial assets are measured at fair value upon initial recognition. The initial carrying amount is subsequently adjusted for principal repayments, any write-downs and amortisation of the difference between the repayment value and the initial carrying amount. Amortisation is carried out on the basis of the effective interest rate represented by the rate that brings the present value of expected cash flows into line

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with the initial carrying amount at the time of initial recognition (the amortised cost method). If there is objective evidence of impairment indicators, the asset is written-down to the discounted value of future cash flows. Impairment losses are recognised in the income statement under "Amortisation, depreciation, provisions and write-downs". Should the reasons of previous write-downs no longer apply in the following financial periods, the assets are written up to the amount that would have been determined using the amortised cost method if no impairment had occurred.

2.5.2. Current assets

Inventories

Raw materials and materials used in the production process, semi-finished products, spare parts and finished products are classified under inventories. Inventories are measured at the lower of purchase or manufacturing cost, including ancillary costs, determined using the weighted average cost method, and estimated realisable value based on market trends.

Trade receivables

Trade receivables are measured at fair value upon initial recognition. Subsequently, receivables are measured using the amortised cost method on the basis of the effective interest rate represented by the rate that makes the present value of the expected cash flows and the carrying amount equal at initial recognition. The value thus determined is reduced to the realisable value in the event of impairment.

Trade receivables are tested for impairment using the expected credit loss (ECL) model in accordance with IFRS 9.

The bad debt provision includes write-downs made to take into account objective evidence of indicators of impairment of trade receivables. The amount of the impairment, which is calculated on the basis of the latest available information and management's best estimate, is measured as the difference between the asset's carrying amount and the present value of expected future cash flows, also taking into account the ECL (Expected Credit Loss) model.

The bad debt provision is classified as a reduction of the item "Trade receivables".

Allocations to the bad debt provision are classified in the income statement under the item "Amortisation, depreciation, provisions and write-downs".

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Other receivables and other current assets

Other receivables and other current financial assets are measured at fair value upon initial recognition. Subsequently, these receivables are measured using the amortised cost method on the basis of the effective internal interest rate represented by the rate that makes the present value of the expected cash flows equal to the carrying amount at initial recognition. The value thus determined is reduced to the realisable value in the event of impairment.

If there is objective evidence of impairment indicators, the asset is written-down to the discounted value of future cash flows. Impairment losses are recognised in the income statement. Should the reasons of previous write-downs no longer apply in the following financial periods, the assets are written up to the amount that would have been determined using the amortised cost method if no impairment had occurred.

Financial assets

Upon initial recognition, financial assets must be classified into one of the three categories below on the basis of the following elements:

- the entity's business model for managing financial assets;
- the contractual cash flow characteristics of the financial asset.

Financial assets are subsequently derecognised only if the transfer has resulted in the significant transfer of all risks and benefits related to the assets. On the other hand, if a significant portion of risks and benefits related to the financial assets sold has been maintained, these assets will continue to be recognised, even if the legal ownership of the assets has actually been transferred.

1. Financial assets measured at amortised cost

This category includes financial assets that meet both of the following conditions:

- the financial asset is held in accordance with a business model whose objective is to collect the contractual cash flows ("Held to Collect" business model); and
- the contractual terms of the financial asset provide for cash flows at specified dates that consist only of payments of principal and interest on the principal amount to be repaid (known as “SPPI test" passed).

Upon initial recognition, assets are measured at fair value, including transaction costs or income directly attributable to the instrument itself. Following their initial recognition, the financial assets in question are measured at amortised cost, using the effective interest rate method. The amortised cost method is not used for

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assets - measured at historical cost - whose short duration makes the effect of the application of the discounting logic negligible, for assets without a defined maturity or for revocable loans.

2. Financial assets measured at fair value through other comprehensive income (FVOCI)

This category includes financial assets that meet both of the following conditions:

- the financial asset is held in accordance with a business model whose objective is to collect the contractually agreed cash flows and sell the financial asset ("Hold to Collect and Sell" business model);

- the contractual terms of the financial asset provide for cash flows at specified dates that consist only of payments of principal and interest on the principal amount to be repaid (known as "SPPI test" passed).

Upon initial recognition, assets are measured at fair value, including transaction costs or income directly attributable to the instrument itself. Subsequent to initial recognition, all changes in fair value must be recognised in the Statement of Comprehensive Income, except for the recognition of gains or impairment and foreign exchange gains and losses, until the financial asset is derecognised or reclassified.

3. Financial assets at fair value through in the income statement

Financial assets other than those classified as "Financial assets measured at amortised cost" and "Financial assets measured at fair value through comprehensive income" are classified in this category.

This category includes financial assets held for trading and derivative contracts that do not qualify for hedge accounting (which are shown as assets if the fair value is positive and as liabilities if the fair value is negative).

Upon initial recognition, financial assets measured at fair value through profit or loss are recognised in the income statement, without considering transaction costs or income directly attributable to the instrument itself. At end of the subsequent reporting periods, they are measured at fair value and the measurement effects are recognised in the income statement.

Removal of financial assets and liabilities from the assets and liabilities of the statement of financial position

Financial assets are derecognised when one of the following conditions is met:

- the contractual right to receive cash flows from the asset has expired;

- The Group has transferred substantially all the risks and benefits related to the asset, either by assigning its rights to receive cash flows from the asset or by assuming a contractual obligation to return the cash

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flows received to one or more recipients under a contract that meets the requirements of IAS 39 (known as "pass through test");

the Company has neither transferred nor retained substantially all the risks and benefits related to the financial asset but has transferred control of it.

Financial liabilities are derecognised when they are extinguished and when the Group has transferred all risks and charges relating to the instrument.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, demand deposits with banks, other short-term investments that are readily converted into cash (convertible to cash equivalents within 90 days) and subject to an insignificant risk of change in value. They are measured at fair value and changes in fair value are recognised in the income statement. The bank overdraft is shown under "Current financial liabilities".

For the purposes of cash flow presentation, when preparing the statement of cash flows, short-term bank borrowings are shown under cash flows from financing activities, since they are mainly attributable to bank advances and short-term bank loans.

2.5.3. Shareholders' Equity

1. Share capital

The share capital is the subscribed and paid-up capital by the Company. Costs strictly related to the issue of new shares are classified as a reduction in share capital, net of any deferred tax effect.

2. Legal and other reserves

The legal reserve derives from the allocation of part of the Company's profit/(loss) for the year (5% each year until it reaches 20% of the share capital) and can only be used to cover losses. Other reserves include specific profit and capital reserves, the economic results of previous years for the portion not distributed or allocated to reserves, as well as the reserve generated upon first-time adoption of the IFRS.

2.5.4. Non-current and current liabilities

Employee benefits

Short-term benefits are represented by wages, salaries, related social security costs, allowances in lieu of holidays and incentives paid in the form of bonuses payable in the twelve months as from the end of the reporting period.

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These benefits are recognised as components of the personnel costs in the period in which the working activities were provided.

Post-employment benefits are divided into two categories: defined contribution plans and defined benefit plans.

In the defined contribution plans, the contribution costs are recognised in the income statement when they are incurred, based on their nominal value.

In the defined benefit plans, which also include post-employment benefits in accordance with Article 2120 of the Italian Civil Code ("Post-employment benefits"), the amount of the benefit to be paid to the employee is quantifiable only after the termination of the employment relationship, and is linked to one or more factors such as age, length of service and remuneration; therefore, the related liability is recognised in the statement of comprehensive income on the basis of an actuarial calculation. The liability recognised in the financial statements for the defined benefit plans corresponds to the present value of the obligation at the end of the reporting period. The obligations for the defined benefit plans are determined annually by an independent actuary using the projected unit credit method. The present value of the defined-benefit plan is determined by discounting future cash flows at a discounting rate benchmarked to the iBoxx Eurozone Corporates AA 10+ index at each measurement date.

As from 1 January 2007, the 2007 finance act and the related implementing decrees introduced amendments concerning Post-employment benefits. The amendments include the decision of employees as to the destination of their accruing Post-employment benefits. In particular, the new flows of Post-employment benefits may be allocated by the employee to selected pension funds or maintained in the company. In the case of allocation to external pension funds, the company is only required to pay a defined contribution to the chosen fund, and as from that date, the new amounts accrued become defined contribution plans not subject to actuarial measurement.

Provisions for risks and charges

Provisions are recognised when: (i) the existence of a present legal or constructive obligation arising from a past event is probable; (ii) the fulfilment of the obligation is likely to be onerous; (iii) the amount of the obligation can be reliably estimated. Provisions are recognised at the best estimate of the amount the enterprise would reasonably pay to fulfil the obligation or to transfer it to a third party. When the financial effect of time is significant and the payment dates of the obligations can be reliably estimated, the provision is discounted. The rate used to determine the present value of the liability reflects current market values and includes the additional effects related to the specific risk related to each liability. The increase in the provision related to the passage of time is recognised in the income statement under "Net finance costs".

The funds are periodically updated to reflect changes in cost estimates, lead times and the discounting rate; revisions to estimates of provisions are recognised in the same item of the income statement that previously held

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the provision or, when the liability is related to assets, as an offsetting entry to the asset to which it refers.

Deferred tax liabilities

See Note 2.5.7 "Other significant accounting standards and measurement bases - Taxes" below.

Financial liabilities

Financial liabilities include financial payables as well as other financial liabilities, including derivative financial instruments and liabilities for assets under finance lease agreements.

Financial liabilities are classified into the following two categories under IFRS 9: 1) financial liabilities measured at amortised cost using the effective interest rate method; 2) financial liabilities measured at fair value with changes in fair value recognised in the income statement, which are in turn classified into the two sub-categories Held for Trading and FVPL at inception.

The Group's financial liabilities fall into the first category.

Trade payables and other liabilities, income tax payables

Trade and other payables and other short- and long-term liabilities are measured at fair value upon initial recognition. The initial carrying amount is subsequently adjusted for principal repayments and amortisation of the difference between the repayment value and the initial carrying amount. Amortisation is carried out on the basis of the effective internal interest rate represented by the rate that brings the present value of cash flows related to the liability into line with the initial carrying amount at the time of initial recognition (the amortised cost method).

If there is a change in cash flows and it is possible to reliably estimate them, the value of payables is recalculated to reflect this change based on the present value of the new cash flows and the internal rate of return initially determined.

The item "Income tax payables" includes all those liabilities to the tax authorities that are payable or can be offset financially in the short term in connection with direct taxes. The same liabilities, but related to indirect taxes, are classified under "Other current liabilities".

2.5.5. Revenues and costs

Revenue recognition

Revenues are recognised on the basis of the consideration expected to be received for the goods and services provided, based on five steps: 1) identification of a contract defined as a commercial agreement between two or more parties capable of generating rights and obligations; 2) identification of the performance obligations contained in the contract; 3) calculation of the transaction price, or the amount expected for the transfer of goods and services to the customer; 4) allocation of the transaction price to each performance obligation, based on the selling prices of each obligation; 5) recognition of the revenues allocated to the performance obligation when it is fulfilled, i.e. when the customer obtains control of the goods and services.

The customer's control of the goods is normally identified with the delivery or shipment of the goods. Revenues from the rendering of services are recognised in the accounting period in which the services are rendered, by reference to the completion of the service rendered and in relation to the total services still to be rendered.

Cost recognition

Costs related to the purchase of goods are recognised when the risks and benefits of the goods are transferred; costs for services received are recognised proportionally when the service is rendered.

Finance costs

Finance costs are recognised in the income statement in the year in which they accrued according to the effective interest method, as specified in paragraph 9 of IAS 39.

2.5.6. Earnings per share

The Company determines earnings per share in accordance with IAS 33 - Earnings per Share.

1. Earnings per share – basic

Earnings per share - basic is calculated by dividing the earnings per share of the parent company's shareholders by the weighted average number of ordinary shares outstanding during the year, excluding treasury shares.

2. Earnings per share - diluted

The diluted earnings per share is calculated by dividing the earnings per share of the parent company's shareholders by the weighted average number of ordinary shares outstanding during the year, excluding treasury shares. For the purpose of calculating diluted earnings per share, the weighted average number of shares outstanding is adjusted by assuming the exercise by all assignees of the rights potentially having a dilutive effect, while the earnings per share of the Parent Company's shareholders are adjusted to take into account any after-tax effects of the exercise of such rights.

2.5.7. Other significant accounting standards and measurement bases

Translation of items expressed in currencies other than the Euro

The financial statements are presented in Euro, which is the functional currency of the Company and Group companies. Foreign currency transactions are translated into Euro using the exchange rates in force on the date

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of the transaction. Foreign exchange gains and losses resulting from the closing of the transactions in question and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss. It should be noted that foreign exchange gains and losses realised on commercial transactions are classified within the items "Other revenues and income" and "Other operating costs", respectively.

Non-monetary assets and liabilities in foreign currencies measured at cost are recognised at the exchange rate of initial recognition; when measured at fair value or at the recoverable amount or realisable value, the exchange rate at the date of determination is used.

Government grants

Operating grants are fully recognised in the Income statement when the recognition requirements are met.

The benefit of a loan from public bodies at a subsidised rate is treated as a Government grant. This benefit is determined at the start of the loan as the difference between the initial carrying amount of the loan (fair value plus costs directly attributable to obtaining the loan) and the amount received, and is subsequently recognised in the Income statement in accordance with the regulations for recognising government grants.

Taxes

Current income tax is calculated, for each company belonging to the Group, on the basis of estimated taxable income. The expected payable is recognised under the item "Income tax payables". Current tax payables and receivables are recognised at the amount expected to be paid/recovered to/from the tax authorities by applying the tax rates and tax regulations in force or substantially approved at the end of the reporting period and referable to the period. Current tax receivables and payables are offset if and only if *i)* the entity has an enforceable right to set off the recognised amounts; and *ii)* the entity intends either to settle the net residual amount or to realise the asset and settle the liability simultaneously.

Deferred and anticipated income taxes are calculated according to the "liability method" on temporary differences between the values of assets and liabilities in the financial statements and the corresponding values recognised for tax purposes. Deferred tax assets are recognised when their recovery is probable.

Deferred tax assets and liabilities are not recognised if they relate to the initial recognition of an asset or liability in a transaction other than a business combination that has no impact on profit or taxable income.

Deferred tax assets and deferred tax liabilities are classified as non-current assets and liabilities and are offset at the individual legal entity level if they refer to taxes that can be offset. The balance of the offset, if positive, is entered under "Deferred tax assets", if negative, under "Deferred tax liabilities". Deferred tax assets and deferred tax liabilities are offset if, and only if, *i)* the entity has a legally exercisable right to offset the current tax assets with

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current tax liabilities; and *ii)* the deferred tax assets and deferred tax liabilities are related to income taxes applied by the same tax jurisdiction.

Deferred tax liabilities are calculated for all temporary differences arising between the tax base of an asset or liability and its carrying amount, with the exception of goodwill and those related to temporary differences arising from undistributed reserves recognised in shareholders' equity in subsidiaries and associates, when the timing of the reversal of these temporary differences is under the Group's control and it is probable that these differences will not reverse in a foreseeable time frame. For this reason, deferred tax liabilities were allocated, for subsidiaries only, on the dividend determined at the time of approval of the draft financial statements by the respective Boards of Directors. On the other hand, for associates, deferred tax liabilities were allocated on the temporary difference arising between the tax base of the asset recognised in the consolidated financial statements and its carrying amount. Anticipated tax, including those relating to previous tax losses, for the portion not offset by deferred tax liabilities, are recognised to the extent that it is probable that future taxable income will be available against which they can be recovered.

Deferred tax liabilities are determined using the tax rates that are expected to apply in the years in which the temporary differences will be realised or extinguished and that are substantially approved at the end of the reporting period.

Current and deferred taxes are recognised in the income statement, except for those relating to items directly debited or credited to equity, in which case the tax effect is recognised directly to equity.

Other taxes other than income taxes are included in the income statement under "Other operating costs".

Dividends received

Dividends are recognised on the date the resolution is passed by the shareholders' meeting of the investee company.

Distribution of dividends

The distribution of dividends to the Company's shareholders results in a payable in the financial statements for the period in which the distribution was approved by the Company's shareholders.

2.5.8. Related parties

Related parties are defined as those that share the same parent company with INDEL B SPA, those companies that directly or indirectly control, are controlled by, or are subject to joint control by the Parent Company and those in which the Parent Company holds an interest such that it can exercise significant influence. The definition of related parties also includes key management executives and their close family members of INDEL B SPA and its subsidiaries. Key management executives are those who have the power and responsibility, directly or indirectly, for planning, directing, controlling the activities of the Company and include the relevant directors.

2.5.9. Use of estimates

The preparation of the financial statements requires the Directors to apply accounting standards and methods that, in certain circumstances, are based on difficult and subjective evaluations and estimates based on historical experience and assumptions that are from time to time considered reasonable and realistic depending on the relevant circumstances. The application of these estimates and assumptions affects the amounts reported in the financial statements, such as the statement of financial position, income statement and statement of cash flows, as well as the disclosures made. The actual results of items in the financial statements for which the aforementioned estimates and assumptions have been used may differ from those reported in the financial statements due to the uncertainty surrounding the assumptions and conditions on which the estimates are based.

The most significant accounting standards that require greater subjectivity by the directors in making estimates and for which a change in the conditions underlying the assumptions used could have a significant impact on the restated aggregate financial data are briefly described below.

1. Goodwill: the analysis of the recoverability of the carrying amount of goodwill is carried out at least once a year; moreover, the Group reviews the carrying amount of goodwill when facts and circumstances require such a review. The estimates and assumptions reflect the Group's state of knowledge about business developments and take into account forecasts about future market developments. With regard to the goodwill recognised in the financial statements arising from the acquisition of the Autoclima Group, the Company carried out an impairment test at the end of the reporting period. The assumptions used in the preparation of the impairment test may not materialise within the timescales and in the manner envisaged. Therefore, the results of this test could lead to a different assessment of the actual recoverability of the carrying amount of goodwill.

   It should also be noted that the estimates and assumptions reflect the Group's state of knowledge about business developments and take into account forecasts about future market developments, which remain subject to a high degree of uncertainty due to the ongoing economic difficulties in many countries. In connection with this, the directors drew up the prudential forward-looking plans.

2. Equity investments in associates and jointly controlled companies: the Company carries out an annual analysis of whether there are any indicators of impairment in respect of equity investments held in associates and jointly controlled companies and consolidated using the equity method. Where there are indications of impairment, an impairment test is carried out to assess the recoverability of the amounts recognised in the financial statements.

3. Depreciation of property, plant and machinery and amortisation of intangible assets: the cost of property, plant and machinery and intangible assets is depreciated/amortised on a straight-line basis over the estimated useful life of each asset. The economic useful life of property, plant and machinery and intangible assets is determined at the time they are acquired and is based on past experience for similar assets, market conditions and advances with regard to future events that could have an impact, including changes in technology. Therefore, the actual economic life can differ from the estimated useful life. The Group assesses annually changes in technology and industry, any changes in contractual conditions and regulations in force related to the use of property, plant and machinery and intangible assets, and the recovery value to update the remaining useful life. The result of these analyses can change the amortisation/depreciation period and thus also the amortisation/depreciation charge for the year and future years.

4. Provisions for product guarantee costs: the calculation of provisions for costs related to guarantee services is affected by estimates made by management that are based on historical data. In certain special circumstances, these estimates may therefore not reflect forward-looking events that differ significantly from what has occurred in the past.

5. Valuation of receivables: trade receivables are adjusted by the relevant bad debt provision to reflect their actual recoverable amount. The determination of the amount of the write-downs made requires the directors to make subjective assessments based on the documentation and information available, including on the customer's solvency, as well as on experience and historical trends.

6. Provisions for risks: the identification of the existence or non-existence of a current (legal or implicit) obligation is sometimes difficult to determine. The directors assess these phenomena on a case-by-case basis, together with an estimate of the amount of economic resources required to fulfil the obligation. When the directors consider that the occurrence of a liability is only possible, the risks are disclosed in the appropriate information section on commitments and risks, without giving rise to any provision.

7. Recovery of anticipated tax assets: deferred tax assets are recognised with reference to income components with deferred tax deductibility, for an amount whose recovery in future years is deemed by the Directors to be highly probable. If it is found in the future that the Group is unable to recover all or part of the anticipated tax recognised in the financial statements, the relevant adjustment will be recognised in the Income statement.

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2.6. Typology and procedures for the management of financial risks

The Group's business is exposed to a number of financial risks that can affect its financial position, the results of the operations and of the cash flows.

The main types of such risks are set out below:

- market risk, arising from exposure to fluctuations in exchange rates and interest rates and to changes in the price of certain materials used to supply products;
- credit risk, arising from the possibility that one or more counterparties may become insolvent;
- liquidity risk, arising from the Group's failure to obtain the required financial resources to meet short-term financial commitments.

The operational management of the aforementioned risks is divided among the various organisational units to which the individual types of risk are functionally assigned.

Moreover, the main financial risks are reported and discussed at the Parent Company level in order to create the conditions for hedging and insuring them as well for assessing any residual risk.

The significance of the Group's exposure to the various financial risk categories identified is discussed below.

Market risk

- **Currency risk**

The exposure to the risk of changes in exchange rates arises from the Group's business activities carried out in currencies other than the euro. Revenues and costs denominated in foreign currencies can be affected by exchange rate fluctuations with an impact on trade margins (economic risk), just as trade payables and receivables in foreign currencies can be affected by the conversion rates used, with an impact on the economic result (transaction risk). Finally, exchange rate fluctuations are also reflected in the consolidated results and on shareholders' equity since the financial statements of some companies included in the consolidation area are prepared in currencies other than the Euro and subsequently translated (translation risk).

The main exchange ratio to which the Group is exposed is the Euro/US Dollar (USD) ratio, with reference mainly to cash and cash equivalents held in USD and purchases and sales made in USD. Another exchange ratio to which the Group is exposed is the Euro/Brazilian real ratio, with reference to the value of the equity investment in the associate Elber.

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With reference to the currency risk, a sensitivity analysis was carried out to determine the effect on the income statement and shareholders' equity that would result from a 10% appreciation/depreciation of the Euro against the US dollar, while keeping other variables unchanged. The analysis was carried out considering cash and cash equivalents as well as trade receivables and trade payables at the end of each financial year.

The table below shows the results of the analysis carried out:

	Impact on profit and shareholders' equity, net of tax effect	
(in thousands of Euros)	USD	
Sensitivity analysis	-10%	+10%
Financial year ended 31/12/2024	332	(272)
Financial year ended 31/12/2023	150	(123)

Note: the positive sign indicates a higher profit and an increase in shareholders' equity; the negative sign indicates a lower profit and a decrease in shareholders' equity; the negative percentage sign an appreciation, the positive percentage sign a depreciation of the dollar.

- Interest rate risk

The interest rate risk derives from the possible increase in net finance costs as a result of unfavourable changes in market rates on floating-rate financial positions, which expose the Group to a "cash flow" risk arising from interest rate volatility.

The interest rate risk to which the Group is exposed mainly derives from outstanding mortgages and bank loans.

Fixed-rate payables expose the Group to fair value risk in relation to changes in the fair value of the payable related to market changes in reference rates.

In view of the expected trend of the economic situation, the Group's decision during the financial period was mainly oriented towards the use of fixed-rate financial indebtedness, in order to limit the cash flow risk related to variable-rate indebtedness.

It should be noted that the Group does not use interest rate derivatives ("Interest Rate Swaps") to hedge interest rate risk.

With reference to the interest rate risk, a sensitivity analysis was carried out to determine the effect on the income statement and shareholders' equity that would result from a hypothetical increase and decrease of 50 bps with respect to those actually recorded during the three-year period under review, while keeping other variables

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unchanged. The analysis was carried out considering cash and cash equivalents, as well as short and medium/long-term mortgages and loans.

The table below shows the results of the analysis carried out:

(in thousands of Euros)	Impact on profit and shareholders' equity, net of tax effect		Impact on shareholders' equity, net of tax effect	
Sensitivity analysis	-50 bps	+50 bps	-50 bps	+50 bps
Financial year ended 31/12/2024	(93)	93	(93)	93
Financial year ended 31/12/2023	(94)	94	(94)	94

Note: the positive sign indicates a higher profit and an increase in shareholders' equity; the negative sign indicates a lower profit and a decrease in shareholders' equity.

- **Price risk**

The Group's production costs are affected by the price trends of the main raw materials used such as, in particular, metals and plastics. The price of such materials varies depending on a number of factors, many of which are beyond the Group's control and difficult to predict.

With reference to the purchases made by the Group on the Chinese market and denominated in USD or Euro, the Group is also exposed to a price risk due to the development of the exchange rate with the local currency; the price of products purchased in USD or Euro can vary based on the exchange rate of the local currency (Renminbi) against the US dollar and the Euro, respectively, in accordance with customary commercial practices in the Chinese market.

The Group's strategy is to reduce the risk of price increases of goods or raw materials by entering into fixed-price supply contracts on the one hand and by contractually renegotiating the prices charged to After Market customers (Automotive dealers and installers and Hospitality market and Leisure time customers) on the other hand, while the OEM component of revenues shows a greater rigidity of contractual price conditions.

Despite the increasing global difficulties, the Group has always been able to source and purchase sufficient raw materials and semi-finished products to meet its requirements, maintain its quality standards and fulfil all orders from its customers. With respect to the year ended 31 December 2024, the Group has not adopted any form of volatility risk hedging for raw material costs.

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- ## Credit risk

Credit risk is the risk that the Group will suffer a financial loss as a result of a third party defaulting on a payment obligation.

With reference to counterparty risk, cash and cash equivalents are held at primary banking and financial institutions, while the risk related to normal commercial transactions is monitored by the Group's management with the aim of minimising the counterparty risk, which is mainly related to payment extensions granted in relation to the sale of products and services, based on historical information on the insolvency rates of the counterparties themselves. The strategies to manage this risk consist in selecting its customers also on the basis of solvency criteria, in using internal procedures to assess their creditworthiness, and, to a certain extent, in insuring its receivables and using letters of credit to guarantee the successful completion of collections.

Specifically, the information obtained when creating personal data is used for the purpose of assigning specific commercial credit lines and requesting specific insurance to cover the credit line. The credit lines and insured amounts are then periodically monitored and, if necessary, updated to reflect the most recent information obtained.

After this allocation and monitoring phase, in order to contain the risk and reduce days of payment, sales orders received are analysed to determine whether they exceed the allocated credit limit and/or whether they are overdue. Finally, a payment reminder system is initiated on a periodic basis in case of exposures past due by more than 30 days.

The impact of the top 10 customers on the Group's total trade receivables as at 31 December 2024 was 46% (41% as at 31 December 2023).

The following table shows the analysis of past due and not impaired trade receivables as at 31 December 2024 and 2023:

	Breakdown of trade receivables by maturity				
(in thousands of Euros)	31/12/2024	Falling due	Past due within 90 days	Past due from 90 to 180 days	Past due for more than 180 days
Trade receivables before provision	35,785	33,802	1,760	111	112
Bad debt provision	(742)	(117)	(439)	(109)	(77)
Total trade receivables	35,043	33,685	1,321	2	35

The decrease in receivables is mainly due to the drop in turnover.

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(in thousands of Euros)	31/12/2023	Falling due	Past due within 90 days	Past due from 90 to 180 days	Past due for more than 180 days
	Breakdown of trade receivables by maturity				
Trade receivables before provision	39,961	37,079	2,589	74	219
Bad debt provision	(788)	(84)	(544)	(47)	(113)
Total trade receivables	39,173	36,995	2,045	27	106

- ## Liquidity risk

Liquidity risk, or funding risk, is the risk that the Group may have difficulty in obtaining the funds necessary to meet its obligations under financial instruments.

The prudent management of liquidity risk in the Group's normal course of business requires the maintenance of an adequate level of cash and cash equivalents and the availability of an adequate level of credit facilities. The following tables summarise the credit lines as at 31 December 2024 and 2023, showing the amount granted, the amount drawn and the amount available:

	31/12/2024			31/12/2023		
(in thousands of Euros)	Line amount	Use	Available amount	Line amount	Use	Available amount
Rimini Banca	100	-	100	100	-	100
BPER Banca	40	-	40	40	-	40
Banco BPM	50	-	50	50	-	50
Intesa San Paolo	500	-	500	500	-	500
Unicredit	100	-	100	100	-	100
Banca d'Alba	1,000	-	1,000	1,000	-	1,000
Current accounts	1,790	-	1,790	1,790	-	1,790
Rimini Banca	1,600	-	1,600	1,600	-	1,600

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Cariparma/Credit Agricole	1,500	-	1,500	1,500	-	1,500
BPER Banca	550	-	550	550	-	550
Banco BPM	950	-	950	950	-	950
Intesa San Paolo	4,000	(785)	3,215	4,000	(1,520)	2,480
Banca d'Alba	2,500	(1,181)	1,319	2,500	(892)	1,608
Unicredit	1,400	(624)	776	1,400	(596)	804
Advances on invoices subject to collection	12,500	(2,590)	9,910	12,500	(3,008)	9,492
Factoring	-	-	-	-	-	-
Total	14,290	(2,590)	11,700	14,290	(3,008)	11,282

The following tables include an analysis of liabilities by maturity. The various maturities are based on the period between the end of the reporting period and the contractual expiry date of the obligations. The amounts shown in the tables are contractual amounts and are not discounted. The table does not show the disbursements related to tax payables that will be paid to the tax authorities on the basis of the deadlines set by the regulations in force.

(In thousands of Euros)	31/12/2024	Expected disbursements			
		Within 1 year	Between 1 and 5 years	Beyond 5 years	Total
Financial liabilities	26,562	17,619	12,361	646	30,627
Trade payables	35,018	35,018	-	-	35,018
Other liabilities	10,083	10,004	79	-	10,083
Total	71,663	62,641	12,440	646	75,728

During 2024, the Parent Company and the subsidiary Autoclima took out new credit lines, obtaining fixed interest rates, which are now more favourable than floating rates, given the instability in the financial market. The group believes it is important to maintain an adequate level of liquidity, to provide financial stability to support further investment in business growth.

(In thousands of Euros)	31/12/2023	Expected disbursements			
		Within 1 year	Between 1 and 5 years	Beyond 5 years	Total
Financial liabilities	41,954	27,278	14,734	835	42,847
Trade payables	33,018	33,018	-	-	33,018
Other liabilities	10,261	10,261	-	-	10,261
Total	85,233	70,557	14,734	857	86,126

It is specified that there are sufficient credit lines, liquidity and receivables, together with the Company's and the Group's ability to generate operating cash flows, to meet the above exposure, with special reference to commitments maturing "within 1 year".

Capital risk management

The Group also monitors capital on the basis of the Gearing Ratio defined as the ratio between (i) Net Financial Indebtedness (as defined below) and (ii) the sum of consolidated shareholders' equity and Net Financial Indebtedness.

The following table shows the Gearing Ratio as at 31 December 2024 and 2023:

(In thousands of Euros)	31/12/2024	31/12/2023
Net financial indebtedness (A)	10,294	7,451
Shareholders' equity (B)	123,727	126,631
Total capital (C)=(A)+(B)	134,021	134,082
Gearing ratio (A)/(C)	7.7%	5.6%

For information on the method of calculating Net Financial Indebtedness, please refer to Note 2.8.17 "Net Financial Indebtedness".

To complete the disclosure on financial risks, the following is a reconciliation between the classes of financial assets and liabilities as identified in the statement of financial position and the types of financial assets and liabilities identified on the basis of the requirements of the international accounting standard - IFRS 7 - adopted in these Consolidated Financial Statements.

(In thousands of Euros)	Amortised cost	Fair value recognised in OCI	Fair value recognised in the income statement	31/12/2024
Statement of financial position assets				
Non-current financial assets	13			13
Other receivables and other non-current assets	204			204
Deferred tax assets	1,378			1,378
Other equity investments	34			34
Trade receivables	-			-
Cash and cash equivalents	-		66	66
Other receivables and other current assets	35,043			35,043
Total	36,672			36,738
Statement of financial position liabilities				
Non-current financial liabilities	10,314			10,314
Current financial liabilities	16,248			16,248
Trade payables	35,018		-	35,018
Other current liabilities	10,004			10,004
Total	71,584	-	-	71,584

(In thousands of Euros)	Amortised cost	Fair value recognised in OCI	Fair value recognised in the income statement	31/12/2023
Statement of financial position assets				
Non-current financial assets	13			13
Other receivables and other non-current assets	275			275
Deferred tax assets	1,603			1,603
Other equity investments	-		66	66
Trade receivables	39,173			39,173
Cash and cash equivalents	34,380			34,380
Other receivables and other current assets	5,036			5,036
Total	80,480	-	66	80,546

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Statement of financial position liabilities

Non-current financial liabilities	15,451			15,451
Current financial liabilities	26,503			26,503
Trade payables	33,018		-	33,018
Other current liabilities	10,153			10,153
Total	85,125	-	-	85,125

It should be noted that the fair value of financial assets and liabilities approximates the carrying amount.

Fair value

In relation to assets and liabilities recognised in the statement of financial position, IFRS 13 requires that such values be classified on the basis of a hierarchical level that reflects the importance of the inputs used when determining the fair value.

A classification of the fair values of financial instruments based on the following hierarchical levels is shown below:

1. Level 1: Fair value determined on the basis of inputs represented by quoted prices (unadjusted) in active markets for identical financial instruments. Therefore, Level 1 focuses on determining the following elements:

    - the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability;

    - the entity's ability to enter into a transaction with the asset or liability at that market price on the measurement date.

2. Level 2: Fair values determined using valuation techniques with reference to observable variables in active markets. The inputs for this level include:

    - quoted prices for similar assets or liabilities in active markets;

    - quoted prices for identical or similar assets or liabilities in markets that are not active;

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- inputs other than quoted prices that are observable for the asset or liability, for example interest rates and yield curves observable at commonly quoted intervals, implied volatilities and credit spreads;

- inputs corroborated by the market.

3. Level 3: Fair value determined using valuation techniques with reference to unobservable market variables.

A Level 3 fair value was used to measure the items measured at fair value shown in the table above.

2.7. Segment reporting

An operating segment is a component of an entity:

- that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity);
- whose operating results are regularly reviewed by the entity's chief operating decision maker (for Indel B SPA the Chief Executive Officer) to make decisions about resources to be allocated to the segment and assess its performance;

- for which discrete financial information is available.

The Group identified only one operating segment. In particular, the management information prepared and made available to the Chief Executive Officer for the above purposes considers the business activities carried out by the Group as a whole; consequently, no segment information is presented in the financial statements.

In the financial years ended 31 December 2024 and 2023, there was also no concentration of revenues of individual customers exceeding 10%; for more details, see paragraph "2.9.1 Revenues from sales".

2.8. Notes to the statement of financial position

2.8.1. Intangible assets

The changes in this item can be broken down as follows:

(In thousands of Euros)	Goodwill	Develop ment costs	Patents and know-how	Concession s, licences, trademarks and similar rights	Other intangible assets	Intangible assets in progress and payments on account	Total
Net values as at 01/01/2023	8,127	519	26	3,443	7,146	126	19,386
Historical cost as at 01/01/2023	8,127	4,843	79	6,100	12,580	126	31,855
Increases	-	100	-	163		98	361
Decreases	-	-	-	-	-	-	-
Foreign exchange translation differences	-	-	-	(2)	-	-	(2)
Other changes including reclassifications	(980)	139	-	-		(133)	(975)
Historical cost as at 31/12/2023	7,146	5,081	79	6,261	12,580	91	31,237
Accumulated amortisation as at 01/01/2023	-	(4,324)	(53)	(2,655)	(5,433)	-	(12,468)
Amortisation	-	(277)	(2)	(323)	(432)	-	(1,034)
Decreases	-	-	-	-	-	-	-
Foreign exchange translation differences	-	-	-	1	1	-	2
Other changes including reclassifications	-	-	-	-	-	-	-
Accumulated amortisation as at 31/12/2023	-	(4,601)	(55)	(2,977)	(5,864)	-	(13,498)
Net values as at 31/12/2023	7,146	480	24	3,284	6,715	91	17,739
Historical cost as at 01/01/2024	7,146	5,081	79	6,261	12,580	91	31,237
Increases	-	18	-	10	5	156	189
Decreases	-	-	-	-	-	-	-
Foreign exchange translation differences	-	-	-	(1)	-	-	(1)
Other changes including reclassifications		43	-	-	-	(43)	-
Historical cost as at 31/12/2024	7,146	5,142	79	6,270	12,585	204	31,426
Accumulated amortisation as at 01/01/2024	-	(4,601)	(55)	(2,977)	(5,864)	-	(13,498)
Amortisation	-	(173)	(2)	(302)	(432)	-	(909)
Decreases	-	-	-	-	-	-	-
Foreign exchange translation differences	-	-	-	1	-	-	1
Other changes including reclassifications	-	-	-	-	-	-	-

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Accumulated amortisation as at 31/12/2024	-	(4,774)	(57)	(3,278)	(6,297)	-	(14,406)
Net values as at 31/12/2024	7,146	369	22	2,992	6,287	204	17,020

It is recalled that, in 2023, the goodwill recognised for the subsidiary Indel B North America was fully written down as a result of impairment testing. This write-down is recognised under "Other changes including reclassifications" for Euro 980 thousand.

Investments mainly concern:

- development costs and intangible assets in progress, for a total of Euro 174 thousand, mainly relate to the development of specific projects which concerned R&D activities aimed at the technical design and experimental study of new product solutions intended to expand the company's offer potential.
- concessions, licences, trademarks and similar rights, amounting to Euro 10, mainly for the purchase of Cisco licences for security by the Parent Company and for label printer management;

Goodwill as at 31 December 2024 amounted to Euro 7,146 thousand and referred entirely to the subsidiary Autoclima and its subsidiaries; as the goodwill of Euro 980 thousand referred to the American company Indel B North America, as mentioned above, was entirely written down in 2023 following an impairment test performed by an independent third-party consultant. Goodwill is regarded as an intangible asset with an indefinite useful life and is therefore not amortised, but is tested for impairment at least annually to determine whether the carrying amount has been impaired. For the 2024 financial statements, impairment tests were carried out on goodwill recorded by reference to the cash-generating unit to which it can be allocated. The Cash-generating units are identified with the legal entities acquired.

This method allows the most effective check of goodwill and future investment plans and provides a homogeneous analysis of the information disclosed to the market.

The purpose of impairment testing is to determine whether the carrying amount of an asset exceeds its estimated recoverable amount.

The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

The fair value is defined as the amount for which an asset can be exchanged in an ordinary transaction between market participants, less the costs to sell.

The value in use is the present value of the estimated future cash inflows and outflows that will result from the continuous use of the asset and its final disposal.

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The value in use used in the impairment test of the goodwill of the Autoclima Group is based on the operating cash flows derived from the economic and financial projections based on the 2025-2029 plans received from the board of directors of the company and approved by the Board of Directors of Indel B on 17 April 2025.

The impairment test on the company's business plan was performed with the help of independent experts (KPMG S.p.A.), by comparing:

- the value of Net Invested Capital - NIC (including goodwill and other intangibles, if any) recognised in the Group's consolidated financial statements at the end of the reporting period and allocated to the identified CGU (Carrying Amount);

- the recoverable amount of the Autoclima CGU identified in terms of value in use, for which goodwill is allocated, resulting from the application of the Unlevered Discounted Cash Flow Method to the expected cash flows.

In accordance with International Accounting Standards and current best practice, the Recoverable Amount in terms of Value in Use has been estimated using the Discounted Cash Flow ("DCF") method.

The Value in Use, determined as the Enterprise Value, was obtained by summing:

- the present value of the discounted Unlevered Free Cash Flows for the explicit projection period 2025-2029 for the identified CGUs;

the present value of the Terminal Value calculated after the last explicit projection year (2029).

To determine the Terminal Value required to estimate the Enterprise Value, we considered the value of the cash flows generated under the assumption of continuity at the end of the explicit projection period (2029). The terminal value was estimated by applying a perpetuity considering the long-term sustainable average normal cash flow, the discounting rate and a perpetual growth rate. In particular, the normalised cash flow was calculated using EBITDA and amortisation amounts equal to those of 2029. The Terminal Value was estimated using a growth rate equal to the expected long-term inflation estimates for the reference countries (source IMF, October 2024).

The discounting rate used for discounting the cash flows is the post-tax WACC (Weighted Average Cost of Capital) as at 31 December 2023 for the Autoclima Group which is equal to 9.8% and the G-rate is equal to 2.1%.

The Company, with the support of the appointed independent expert, carried out sensitivity analyses on the results of the financial year described above.

The results of the impairment test on the Autoclima CGU did not indicate any need for write-downs, given the extensive cover resulting from the financial year and the sensitivity analyses carried out.

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As at 31 December 2024 and 2023, intangible assets were not encumbered or secured.

2.8.2. Property, plant and machinery

The changes in this item can be broken down as follows:

(In thousands of Euro)	Land	Buildings and leasehold improvements	Plant and machinery	Fixtures and fittings, tools and equipment	Other assets	Property, plant and machinery in progress and payments on account	Total
Net values as at 01/01/2023	4,079	21,847	8,898	1,180	1,580	2,086	39,670
Historical cost as at 01/01/2023	4,079	27,092	25,015	5,612	7,720	2,086	71,604
Increases	234	82	1,491	414	494	5,631	8,346
Decreases	-	-	(15)	(10)	(221)	(56)	(302)
Foreign exchange translation differences	(8)	(17)	-	(17)	1	-	(41)
Other changes including reclassifications	-	1,468	473	140	4	(2,041)	43
Historical cost as at 31/12/2023	4,305	28,625	26,964	6,139	7,998	5,620	79,650
Accumulated depreciation as at 01/01/2023	-	(5,245)	(16,117)	(4,432)	(6,140)	-	(31,934)
Depreciation	-	(868)	(1,940)	(513)	(489)	-	(3,811)
Decreases	-	-	3	9	155	-	167
Foreign exchange translation differences	-	6	(1)	9	1	-	15
Other changes including reclassifications	-	-	14	-	(1)	-	13
Accumulated depreciation as at 31/12/2023	-	(6,107)	(18,041)	(4,927)	(6,475)	-	(35,551)
Net values as at 31/12/2023	4,305	22,517	8,923	1,211	1,523	5,620	44,100
Historical cost as at 01/01/2024	4,305	28,625	26,964	6,139	7,998	5,620	79,650
Increases	337	411	4,242	797	664	2,132	8,583
Decreases	-	-	(43)	(97)	(365)	-	(505)

Foreign exchange translation differences	15	29		(4)	5	-	45
Other changes including reclassifications	-	3,749	1,517	24	56	(5,346)	-
Historical cost as at 31/12/2024	4,657	32,814	32,680	6,859	8,358	2,406	87,773
Accumulated depreciation as at 01/01/2024	-	(6,107)	(18,041)	(4,927)	(6,475)	-	(35,551)
Depreciation	-	(961)	(2,172)	(562)	(532)	-	(4,227)
Decreases	-	-	43	49	361	-	453
Foreign exchange translation differences	-	(11)	-	3	(4)	-	(12)
Other changes including reclassifications	-	-	-	25	(25)	-	-
Accumulated depreciation as at 31/12/2024	-	(7,079)	(20,170)	(5,412)	(6,675)	-	(39,336)
Net values as at 31/12/2024	4,657	25,735	12,510	1,447	1,683	2,406	48,437

The investments in property, plant and machinery made by the Group in 2024, totalling Euro 8,583 thousand, mainly related to:

- land of Euro 337 thousand, mainly with reference to the purchase of new building land by the subsidiary Autoclima, located in Cambiano;

- buildings and leasehold improvements, for an amount of Euro 411 thousand, of which Euro 219 thousand refer to the purchase of a new non-industrial building by the subsidiary Autoclima located in Cambiano, the remaining investments concern the expansion of the already operative production area located in Via Montefeltro 118/C, in the hamlet of Secchiano, municipality of Novafeltria, and the construction, within the same area, of the building intended for the new company Lindel S.r.l, incorporated on 11 June 2024 but not yet operative as at 31 December 2024;

- plant and machinery for Euro 4,242 thousand, mainly referring to *i*) new plants relating to the new buildings at Secchiano; *ii*) a new photovoltaic plant; *iii*) a new production line; *iv*) purchase of new moulds for production; *v*) improvements to production lines; *vi*) improvements to generic plants;

- fixtures and fittings, tools and equipment of Euro 797 thousand, mainly referring to the purchase of equipment for laboratory and workshop tests and trials, and various equipment for assembly lines;

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- other assets of Euro 664 thousand, mainly referring to i) the purchase of internal means of transport; ii) the purchase of forklift trucks; iii) the purchase of PCs and printers;

- property, plant and machinery in progress and payments on account for Euro 2,132 thousand, mainly referring to the construction of the new production buildings in the municipality of Russi, by the subsidiary Autoclima, the purchase of an automatic warehouse in the already operational production area located in via Montefeltro 118, Secchiano (RN), and extraordinary maintenance measures at the factory located in Sant'Agata Feltria (RN).

As at 31 December 2024, no property was encumbered by a mortgage.

2.8.3. Right of use

This item can be broken down as follows:

(In thousands of Euros)	31/12/2024	31/12/2023
Right-of-use assets		
Land and buildings	2,560	2,744
Plant and machinery	-	-
Other assets	342	221
Total	**2,902**	**2,965**
Of which:		
Historical cost	6,335	5,988
Accumulated depreciation	(3,433)	(3,023)
Right-of-use payables		
Right-of-use payables - current	719	625
Right-of-use payables - non-current	2,312	2,441
Total	**3,031**	**3,066**

The impact of IFRS 16 on EBITDA as at 31 December 2024 is positive by Euro 948 thousand, the impact on EBIT is positive by Euro 58 thousand, and the impact on pre-tax profit is negative by Euro 47 thousand.

Changes in this item are broken down as follows:

(In thousands of Euros)	Buildings - Right of use	Plant and machinery - Right of use	Other assets - Right of use	Total
Historical cost as at 01/01/2023	4,328	1,106	413	5,847
Increases			111	111
Decreases			(43)	(43)
Foreign exchange translation differences	6			6
Other changes including reclassifications (*)	67			67
Historical cost as at 01/01/2024	4,401	1,106	481	5,988
Increases	374	-	317	691
Decreases	(156)	-	(186)	(342)
Foreign exchange translation differences	1		(3)	(2)
Other changes including reclassifications (*)				-
Historical cost as at 31/12/2024	4,620	1,106	609	6,335
Accumulated depreciation as at 01/01/2023	(1,027)	(1,106)	(187)	(2,320)
Depreciation	(543)		(123)	(666)
Decreases			36	36
Foreign exchange translation differences	(20)			(20)
Other changes including reclassifications (*)	(67)		14	(53)
Accumulated depreciation as at 01/01/2024	(1,657)	(1,106)	(260)	(3,023)
Depreciation	(570)	-	(177)	(747)
Decreases	154	-	183	337
Foreign exchange translation differences	(1)		1	-
Other changes including reclassifications (*)	14		(14)	-
Accumulated depreciation as at 31/12/2024	(2,060)	(1,106)	(267)	(3,433)
Net values as at 31/12/2024	2,560	-	342	2,902

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This item represents the discounted value of future lease payments relating to multi-year operating leases outstanding as at 31 December 2024, as required by IFRS 16 effective from 1 January 2019.

2.8.4. Equity investments measured using the equity method

The changes in this item can be broken down as follows:

(In thousands of Euros)	Jointly controlled entities	Associates	Total
Values as at 1 January 2023	7,174	6,851	14,024
Investments/Divestments			
Dividends	(1,100)	(234)	(1,334)
Net result	2,761	682	3,443
Write-down following impairment test		(3,200)	(3,200)
Foreign exchange translation differences	(153)	724	571
Values as at 31 December 2023	8,682	4,823	13,505
Investments/Divestments			
Dividends	(1,900)	(315)	(2,215)
Net result	1,929	427	2,356
Write-down following impairment test		(348)	(348)
Foreign exchange translation differences	293	(796)	(503)
Values as at 31 December 2024	9,004	3,791	12,795

As at 31 December 2024, the category "Jointly controlled entities" refers to the 50% equity investment in Indel Webasto Marine S.r.l. (hereinafter "Indel Webasto Marine"). The foreign exchange translation differences are related to the subsidiary by the Indel Webasto Marine USA.

As at 31 December 2024, the category "Associates" refers to the 40% stake held in the company Elber Industria de Refrigeracao Ltda (hereinafter referred to as "Elber") for Euro 3,791 thousand (Euro 4,823 as at 31 December 2023).

The Directors considered the presence of any impairment indicators and identified an impairment indicator with reference to the associate Elber, owing to a slight drop in margins and depreciation of the local currency, and therefore carried out an impairment test.

The Impairment test was carried out by comparing:

- the carrying amount of the equity investment;

- the recoverable amount of the equity investment, identified in terms of Value in Use, resulting from the application of the Unlevered Discounted Cash Flow ("UDCF") Method to the expected cash flows.

The recoverable amounts of the equity investment (Equity Value) were estimated in terms of Value in Use. In particular, the following elements were considered:

- present value of Unlevered Free Cash Flows for the explicit forecast period (2025-2029);

- present value of the Terminal Value calculated after the last explicit projection year (2029);

- value of the Net Financial Position as at 31 December 2024.

To determine the Enterprise Value, the value of the cash flows generated based on the 2025-2029 plan received by the Board of Directors, and approved by the Board of Directors of Indel B on 17 April 2025, under the assumption of continuity at the end of the explicit projection period (2029), was considered. The terminal value was estimated by applying a perpetuity considering the long-term sustainable average normal cash flow, the discounting rate and a perpetual growth rate. In particular, Indel B calculated the adjusted cash flow using EBITDA and investments as a percentage of revenues equal to those of 2029. The Terminal Value was calculated using a perpetual growth rate (growth rate or "g") equal to the expected long-term inflation estimates for the reference countries (source IMF, October 2024).

The estimated WACC for the Elber equity investment was 18.5% with a G-Rate of 3.5%.

The Company, with the support of the appointed independent expert, carried out sensitivity analyses on the results of the financial year described above.

In conclusion, in relation to the associate Elber, based on the impairment test and the related sensitivity analyses performed, the Directors estimated that a write-down of Euro 348 million should be recognised in the income statement, as the difference between the Equity Value (estimated at approximately Euro 3,778 million) and the carrying amount of the equity investment.

It should also be noted that the Directors, with the support of the independent expert, also measured the fair value of the equity investment, estimated using the transaction method. The estimated fair value was substantially equal to or less than the Value in Use; therefore, the Directors carried out the write-down as described above.

- Indel Webasto Marine (consolidated financial statements)

(In thousands of Euros)	Indel Webasto Marine (consolidated financial statements)	
	31/12/2024	31/12/2023
Non-current assets	706	753
Current assets	22,141	22,381
Of which cash and cash equivalents	9,885	7,340
Total assets	22,848	23,134
Total shareholders' equity	19,871	19,341
Non-current liabilities	657	764
Of which financial	-	129
Current liabilities	2,320	3,029
Of which financial	133	614
Total liabilities and SE	22,848	23,134

(In thousands of Euros)	Indel Webasto Marine (consolidated financial statements)	
	31/12/2024	31/12/2023
Total revenues	27,700	35,456
Amortisation, depreciation, provisions and write-downs	(191)	(177)
Net finance (income)/costs	78	6
Income tax	(1,602)	(2,187)
Profit/(loss) for the year	3,716	5,554
Dividends distributed to Indel B	1,900	1,100

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- Elber

(In thousands of Euros)	Elber	
	31/12/2024	31/12/2023
Non-current assets	30,421	36,025
Current assets	11,911	14,084
Of which cash and cash equivalents	1,533	2,062
Total assets	42,332	50,109
Total shareholders' equity	31,706	37,832
Non-current liabilities	5,533	5,186
Of which financial	1,434	582
Current liabilities	5,093	7,091
Of which financial	2,659	2,379
Total liabilities and SE	42,332	50,109

(In thousands of Euros)	Elber	
	31/12/2024	31/12/2023
Total revenues	21,298	21,015
Amortisation, depreciation, provisions and write-downs	(696)	(540)
Net finance (income)/costs	(562)	95
Income tax	(403)	(664)
Profit/(loss) for the year	1,118	1,814
Dividends distributed to Indel B	315	234

Other equity investments

This item, amounting to Euro 66 thousand as at 31 December 2024 (Euro 66 thousand as at 31 December 2023), refers to the value of the 3.5% equity investment held in Bartech System Int USA.

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2.8.5. Other receivables and other assets (non-current and current)

This item can be broken down as follows:

(In thousands of Euros)	31/12/2024	31/12/2023	Chg	% chg
Tax receivables due beyond 12 months	41	82	(41)	-50%
Other non-current assets	163	193	(30)	-16%
Other receivables and other non-current assets	204	275	(71)	-26%
Tax receivables	2,945	4,381	(1,436)	-33%
Receivables from social security institutions	85	108	(23)	-21%
Accrued income and prepaid expenses	411	441	(30)	-7%
Other current assets	137	106	31	29%
Other receivables and other current assets	3,578	5,036	(1,458)	-29%

The item "Current tax receivables" refers to VAT receivables amounting to Euro 2,945 thousand as at 31 December 2024, which will be used by offsetting tax payables.

2.8.6. Inventories

This item can be broken down as follows:

(In thousands of Euros)	31/12/2024	31/12/2023	Chg	% chg
Raw materials and consumables	35,366	33,920	1,446	4%
Work in progress and semi-finished goods	2,506	2,980	(474)	-16%
Finished products and goods for resale	29,980	26,939	3,041	11%
Provision for inventory obsolescence	(3,018)	(2,589)	(429)	17%
Total	64,834	61,250	3,584	6%

The item “Inventories” as at 31 December 2024 increased with respect to 31 December 2023; this increase was partly caused by the market downturn in the second half of 2024. A further cause is to be sought in the extended transit time of goods from China due to the Israeli-Palestinian conflict, which generated numerous inconveniences and increases in tariffs for shipping from the Far-East. The permanence of merchandise that are in transit has meant that the item “Finished products and goods for resale” increased significantly.

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The following table shows the changes in the provision for inventory obsolescence for the years ended 31 December 2024 and 2023:

(In thousands of Euros)	Provision for inventory obsolescence
Values as at 01 January 2023	2,275
Allocations	335
Uses/Releases	(12)
Foreign exchange translation differences	(9)
Values as at 31 December 2023	2,589
Allocations	499
Uses/Releases	(77)
Foreign exchange translation differences	7
Values as at 31 December 2024	3,018

2.8.7. Trade receivables

This item can be broken down as follows:

(In thousands of Euros)	31/12/2024	31/12/2023
Gross trade receivables	35,785	39,961
Bad debt provision	(742)	(788)
Total	35,043	39,173

The item "Trade receivables" decreased compared to 31 December 2023 mainly due to the drop in sales, in particular in the Leisure market; the average collection days fell from 65 in 2023 to 64 in 2024.

Trade receivables not past due amounted to Euro 33,778 thousand as at 31 December 2024 (Euro 36,995 thousand as at 31 December 2023).

The value of past due trade receivables net of the related bad debt provision amounted to Euro 1,265 thousand as at 31 December 2024 (Euro 2,178 thousand as at 31 December 2023). The analysis of receivables by maturity is shown in Note 2.6 "Typology and procedures for the management of financial risks".

Changes in the bad debt provision for the years under review are shown below:

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(In thousands of Euros)	Bad debt provision
Values as at 01/01/2023	724
Allocations	119
Uses/Releases	(55)
Values as at 31/12/2023	788
Allocations	146
Uses/Releases	(192)
Values as at 31/12/2024	742

Receivables were written off using the bad debt provision when the likelihood of recovery is considered to be remote.

The carrying amount of trade receivables (net of bad debt provision) as at 31 December 2024 and 2023 is deemed to be more or less in line with their fair value.

The maximum exposure to credit risk at the end of each reporting period is the fair value of trade receivables.

For evidence of the receivables by maturity date, see Note 2.5 "Typology and procedures for the management of financial risks".

2.8.8. Cash and cash equivalents

This item can be broken down as follows:

(In thousands of Euros)	31/12/2024	31/12/2023
Bank and postal deposits	16,224	34,362
Cheques, cash at bank and in hand	10	17
Total	16,234	34,379

Bank and postal deposits include available funds deposited on current accounts with leading banking and financial institutions.

The following table shows the Group's cash and cash equivalents by currency as at 31 December 2024 and 2023:

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(In thousands of Euros)	31/12/2024	31/12/2023
EUR	11,699	29,974
USD	4,506	4,310
Other currencies	29	95
Total	16,234	34,379

It should be noted that there were no restricted cash and cash equivalents as at 31 December 2024. While as at 31 December 2023, there were term deposits amounting to Euro 16 million with a maximum term of the bond of three months.

Please refer to the analysis of the statement of cash flows for a better understanding of the changes related to this item.

2.8.9. Shareholders' equity

The main components of shareholders' equity are as follows:

(In thousands of Euros)	31/12/2024	31/12/2023
Share capital	5,842	5,842
Share premium reserve	14,700	23,334
Legal reserve	1,168	1,168
Other reserves	91,359	85,852
Profit/(loss) for the year	10,659	10,435
Total	123,727	126,631
Minority interests in share capital and reserves	606	290
Minority interests in profit/(loss) for the year	145	181
Total	124,478	127,101

Share capital

The Company's share capital of Euro 5,842 thousand as at 31 December 2024 (Euro 5,842 thousand as at 31 December 2023) is fully subscribed and paid-up and consists of 5,842,000 thousand ordinary shares with a nominal value of Euro 1.00 each.

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Share premium reserve

The share premium reserve amounted to Euro 14,700 thousand and resulted from the IPO transaction and the share capital increases of September and November 2017. The decrease in the reserve as at 31 December 2024 compared to 31 December 2023 is due to the treasury shares purchased by the Company during the year. During 2024, the Parent Company purchased 348,958 treasury shares, of which 314,944 purchased during the partial voluntary public tender offer launched in June 2024, for a total value of Euro 8,129 thousand. As at 31 December 2024, the Company held 569,669 shares at a value of Euro 13,388 thousand.

With reference to the share capital increase operations, the first increase was subscribed and paid for Euro 1,000,000 plus a share premium of Euro 20,839 thousand by Qualified Investors as part of the institutional placement aimed at listing the Company's shares on the EXM.

A further 100,000 shares were subscribed in September 2017 by the former shareholders of Autoclima S.p.A.

The issue price of the New Shares was set at Euro 25 per share, of which Euro 1.00 to be allocated to share capital and Euro 24.00 as share premium (Euro 2,400 thousand) in line with the criteria already used to determine the share price at the end of the listing process. This price was quantified in compliance with the proxy granted by the Shareholders' Meeting to the Board of Directors, which provided for the possibility of offering newly issued shares to third parties, even after the closing of the listing process, provided that the price in line with the market trend and in case not lower than the IPO offer price, which was set at Euro 23 per share.

Similarly, the share capital increase of November 2017 is related to the agreement with an institutional investor concerning the issue, in favour of the latter, of 160,000 new Indel B S.p.A. shares deriving from the share capital increase approved by resolutions passed at the Shareholders' Meetings of 7 March and 6 September 2018 at a subscription price of Euro 31.3 per share, of which Euro 1.00 is to be allocated to share capital and Euro 30.3 as a share premium (Euro 4,849 thousand), for a total value of Euro 5,008,000 (including share premium).

Legal reserve

The "Legal reserve" is related to the Parent Company and consists of provisions made pursuant to Article 2430 of the Italian Civil Code, as described in the section of the accounting standards of this document.

This reserve amounted to Euro 1,168 thousand as at 31 December 2024 (Euro 1,168 thousand as at 31 December 2023).

Other reserves

Other reserves, which totalled Euro 91,359 thousand as at 31 December 2024, mainly include the reserve for exchange-rate differences in the foreign currency financial statements of consolidated companies, the extraordinary reserve, the reserve for actuarial gains and losses, the economic results of previous years for the

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portion not distributed or allocated to the legal reserve, as well as the reserve generated upon first-time adoption of the IFRS.

Reconciliation of the Group's Shareholders' equity and Profit/(loss) for the period with the Parent Company's comparative figures.

(In thousands of Euros)	31/12/2024		31/12/2023	
	Shareholders' equity	Profit/(loss) for the year	Shareholders' equity	Profit/(loss) for the year
Shareholders' equity and Profit/(loss) as reported in the Parent Company's Financial Statements	95,159	7,218	101,035	4,915
Effect of consolidation of subsidiaries	77,201	5,802	70,968	7,035
Effect of elimination of equity investment values	(36,305)	-	(35,540)	-
Elimination of intra-group dividends	(11,577)	(2,215)	(9,362)	(1,334)
Minority interests	(751)	(146)	(470)	(181)
Group Shareholders' equity and Profit/(loss)	123,727	10,659	126,631	10,435

2.8.10. Provisions for risks and charges

The "Provisions for risks and charges" amounted to Euro 3,009 thousand as at 31 December 2024 (Euro 4,191 thousand as at 31 December 2023).

Changes in the provisions for risks and charges for the years ended 31 December 2024 and 2023 are shown below:

(In thousands of Euros)	Provision for agents' leaving indemnities	Product guarantee fund	Other provisions	Provisions for risks and charges
Values as at 01 January 2023	230	892	1,828	2,951
Allocations	15	1,872	51	1,938
Finance costs	7	-	-	7
Actuarial (gains)/losses	(5)	-	-	(5)
Other changes including reclassifications		1		1
Uses/Releases	-	(700)		(700)
Values as at 31 December 2023	247	2,065	1,879	4,191
Allocations	65	250	192	508
Finance costs	7	-	-	7

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Actuarial (gains)/losses	(30)	-	-	(30)
Other changes including reclassifications	(228)	(164)	228	(164)
Uses/Releases	(8)	(1,013)	(482)	(1,503)
Values as at 31 December 2024	53	1,138	1,818	3,009

The provision for agents' leaving indemnities represents a reasonable forecast of the charges that would be borne by the company in the event of termination of the agency relationship. This provision was measured, with regard to one-firm agents, using the actuarial method of measuring the unit credit projection carried out by independent actuaries in accordance with IAS 19, and with regard to multi-firm agents by applying the actuarial method set forth in IAS 37. The economic and demographic assumptions used for the purposes of the actuarial valuations of the provision for one-firm agents under IAS 19 are detailed below:

	2024	2023
Annual technical discounting rate	3.18%	3.17%
Annual inflation rate	-	-

It should be noted that during 2024, one of the Company's main agents terminated their mandate with Indel B. Following this termination, the Company, assisted by an expert on the matter, is in talks with the agent with a view to reaching an agreement. Since the agent was no longer in service at the balance sheet date, the provision was transferred to "other provisions" pending the settlement of the ongoing case.

The product guarantee fund represents the estimated future costs to be incurred for work on products sold and covered by the guarantee. This fund was calculated on the basis of historical information regarding the nature, frequency and average cost of repairs under guarantee. The average guarantee period for products sold and covered by a guarantee is approximately two years.

The provision of Euro 250 thousand is mainly attributable to the provision following the generic calculation that is based on historical information regarding the nature, frequency and average cost of repairs under warranty.

The item Uses/Releases, amounting to Euro 1,013 thousand, mainly refers to the closure of the defect report concerning the customer DAF and the conclusion of the recall campaign of the customer IVECO.

In any case, it should be noted that the Company has always taken out insurance policies with leading international companies, capable of covering any claims such as those that occurred in the last two financial years with the aforementioned customers.

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The subsidiary Autoclima S.p.A. markets its products (equipment or components for vehicle air-conditioning and refrigeration) in Russia operating through its Russian subsidiary Autoclima Russia LLC which, in turn, resells these products to other Russian companies outside the Indel B Group. The recently introduced and evolving European regulations impose specific restrictive measures on business transactions with certain counterparties located in Russia and Belarus. The violation of these restrictive measures results in the imposition of administrative fines. Identifying counterparties with whom transactions are not permitted is not always straightforward, as it involves checking not only the direct counterparty to the transaction, but also parties linked to it through direct or indirect investment relationships, which may also be on the lists of parties with which transactions are restricted. Therefore, the risk cannot be excluded that Autoclima Russia, operating in good faith and despite the adoption of specific procedures and controls to mitigate this risk, may be punished for having carried out (in the first period of application of these measures: financial year 2022 and the first months of 2023) transactions with parties subject to the aforementioned restrictive measures (transactions that would, in any case, be of an extremely small amount given the average unit value of transactions carried out by this company). For this reason, as at 31 December 2022, out of an abundance of caution and prudence, a provision of Euro 1 million was set aside to cover the costs that the company may have to bear if such violations are actually discovered by the competent authorities and the company is consequently subject to penalties in this respect. No adjustment to this provision was required in the consolidated financial statements as at 31 December 2024. Finally, it should be noted that there are currently no ongoing investigations or proceedings.

On 21 March 2023, the French company Electric Station Climatisation S.A.S. ("ESC"), part of the Autoclima Group, was served with proceedings brought before the Commercial Chamber of the Court of Strasbourg by the customer Soframe - Société Francaise de Materiél ("Soframe") and Lohr Industries ("Lohr"), the first hearing of which, originally set for 4 July 2023, was postponed to 9 January 2024, then further postponed to 7 January 2025 and then again postponed to 6 May 2025. The proceedings concern Soframe's and Lohr's challenge of alleged defects and malfunctions in air-conditioning systems designed, manufactured, installed and sold by Electric Station Climatisation S.A.S. under a contract for the supply of military vehicles to the Saudi Arabian National Guard, prior to the acquisition of the company by the Indel B Group. Owing to the counterparty's request (which was in any case considered insubstantial and specious), the Group immediately took steps to assess the risk profiles on the French company and the Indel B Group after consulting its experts and lawyers. The Directors believe, also on the basis of the advice from their lawyers, that they have valid reasons to support their defence and that currently the chances of a negative outcome are between possible and remote, especially with reference to the contested amounts. It should also be noted that, pursuant to the ESC purchase agreement, there are certain contractual guarantees that can be activated in the event of a negative outcome of the proceedings; last but not least, the risk for the Group would in any case be limited to the investment in the French company. Based on these assumptions, the Directors decided not to allocate any liabilities in the sub-consolidated financial statements of the Autoclima Group, except for a provision for legal expenses of Euro 150 thousand, already allocated in the financial statements for the year ended 31 December 2022.

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As at 31 December 2024, the item “Other provisions” also includes the provision of Euro 192 thousand following the final calculation related to the “Long Term Incentive Plan 2024-2026” for a number of strategic executives as well as its use for Euro 482 thousand following the payment of bonuses for the three-year period ended.

Other actual and/or potential disputes

As things stand, there are no other pending tax disputes.

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On 6 August 2018, a tax audit was initiated in the Brazilian associate, which led to the Brazilian tax authority's allegation of non-payment of IPI, the tax on industrial products, in previous years. It is not yet possible to predict the outcome of the audit; however, as the audit mostly refers to a period prior to the date of acquisition of 40% by Indel B, even if the audit were to result in liabilities for the associate, these would be almost fully indemnified by the seller and contractual guarantees are provided for this.

In confirmation of the above, it should be noted that the associate, considering the risk of loss to be probable, allocated a specific provision as at 31 December 2018 and, at the same time, recorded a receivable from the majority shareholder, as well as seller, for an amount equal to the part that will be indemnified by the same.

In the light of the above, no further risk should be deemed to exist in relation to the above-mentioned tax credits.

2.8.11. Employee benefits

Changes in "Employee benefits" for the years ended 31 December 2024 and 2023 are shown below:

(in thousands of Euros)	Employee benefits
Values as at 01 January 2023	1,438
Finance costs	94
Actuarial (gains)/losses	70
Uses/Releases	(96)
Values as at 31 December 2023	1,506
Finance costs	103
Actuarial (gains)/losses	(18)
Uses/Releases	(134)
Values as at 31 December 2024	1,456

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This item is entirely related to "Post-employment benefits", governed by Article 2120 of the Italian Civil Code, which includes the estimate of the obligation related to the amount to be paid to employees upon termination of employment as benefit. The benefit is calculated on the basis of the salary paid in respect of the employment relationship, revalued up to the time of its termination. As a result of the legislative changes introduced as at 1 January 2007, the accruing post-employment benefits are allocated either to pension funds or to the treasury fund set up with INPS, depending on the choice made by each employee. This implies that the liability relating to the post-employment benefits accrued prior to 1 January 2007 continues to represent a defined benefit plan to be measured according to actuarial techniques, while a portion of the accruing post-employment benefits is classified as a defined contribution plan as the company's obligation ends with the payment of contributions to the pension fund or INPS.

The provision reflects the effects of discounting in accordance with IAS 19.

The economic and demographic assumptions used for the purposes of the actuarial valuations:

	31/12/2024	31/12/2023
Discounting rate	3.38%	3.17%
Inflation rate	2.00%	2.00%
Rate of increase of Post-employment benefits	3.00%	3.00%

A sensitivity analysis, as at 31 December 2024, of the key actuarial assumptions used in the calculation model, is shown below, using the base scenario described in the table above and increasing and decreasing the average annual discount rate, the average annual inflation rate and the annual turnover rate, by one-half, one-quarter and one percentage point, respectively. The liability values thus obtained can be summarised in the table below:

(In thousands of Euros)	Annual discounting rate		Annual inflation rate		Annual turnover rate	
	+0.50%	-0.50%	+0.25%	-0.25%	+1.00%	-1.00%
Past Service Liability	1,424	1,490	1,479	1,434	1,458	1,455

There are no defined benefit plan assets.

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2.8.12. Financial liabilities (non-current and current)

A breakdown of current and non-current financial liabilities as at 31 December 2024 and 2023 is provided below:

(In thousands of Euros)	Balance as at 31/12/2024		Balance as at 31/12/2023	
Current and non-current financial liabilities	Current portion	Non-current portion	Current portion	Non-current portion
Bank mortgage and loans	14,784	7,429	24,342	12,157
Loan of the Ministry of Economic Development and SIMEST	277	573	275	853
Other financial liabilities	8	-	329	-
Right-of-use payables	719	2,312	625	2,441
Advances on current accounts	460	-	932	-
Total	16,248	10,314	26,503	15,451

The item "Right-of-use payables" refers to the financial payable mainly related to long-term lease agreements for the buildings in which certain branches of the Parent Company and its subsidiaries are located. The liability was recognised in accordance with the provisions of the new IFRS 16 effective as from 1 January 2019, and is determined as the present value of the future lease payments discounted at a marginal interest rate that has been determined to be between 1% and 3% based on the expected duration of each contract.

The item "Advances on current accounts" refers to current account overdrafts.

The following table provides a breakdown of bank mortgage and loans, including the loan granted by the Ministry of Economic Development and the loan disbursed in 2021 by SIMEST, outstanding as at 31 December 2024 and 2023:

(In thousands of Euros)	Maturity	31/12/2024	of which current portion	31/12/2023	of which current portion
Rimini Banca - ICCREA	2025/2026	8,209	5,160	6,102	2,893
Cariparma/Credit Agricole	2024/2025	1,628	1,628	5,051	3,423
Intesa San Paolo	2026/2027	4,213	2,400	5,245	2,006
Unicredit	2025/2027	3,537	1,649	2,273	1,817
Monte Paschi di Siena	2025	1,180	1,180	3,524	2,344
BPER	2025	1,348	1,348	4,030	2,682
Banco BPM	2024	-	-	7,000	7,000
Banco Desio	2025	1,097	1,097	3,274	2,177
Banca D'Alba	2027	1,000	322	-	-
Ministry of Development	2027	493	159	647	154

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SIMEST loan	2025/2027	358	118	480	121
Total		23,063	15,061	37,627	24,617

The following table provides a breakdown of bank mortgage and loans, including the loan granted by the Ministry of Economic Development, outstanding as at 31 December 2024 by maturity dates:

(In thousands of Euros)	Residual payable as at 31/12/2024	2025	2026	2027
Rimini Banca - ICCREA	8,209	5,160	3,049	-
Cariparma/Credit Agricole	1,628	1,628	-	-
Intesa San Paolo	4,213	2,400	1,496	317
Unicredit	3,537	1,649	1,245	643
Monte Paschi di Siena	1,180	1,180	-	-
BPER	1,348	1,348	-	-
Banco BPM	-	-	-	-
Banco Desio	1,097	1,097	-	-
Banca D'Alba	1,000	322	333	345
Ministry of Development	493	159	164	170
SIMEST loan	358	118	120	120
Total	23,063	15,061	6,407	1,595

Loans outstanding as at 31 December 2024

1. Loan agreement with Banco Desio

On 21 February 2022, Indel B SpA took out a Loan of Euro 6,500 thousand (the "Banco Desio Loan"). The Banco Desio loan has a duration of 3 years, with repayment in 6 half-yearly instalments.

3. Loan agreement with BPER Banca

On 30 April 2020, Indel B SpA took out an unsecured loan with BPER Banca S.p.A. of Euro 5,000 thousand (the "BPER Banca Loan").

The BPER Banca loan has a duration of five years with repayment in 20 quarterly instalments.

On 31 March 2022, Indel B SpA took out an additional loan with BPER Banca of Euro 5,000 thousand (the "BPER

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Banca 2 Loan"). The BPER Banca loan has a duration of 3 years with repayment in 6 half-yearly instalments.

4. Loan agreement with Crédit Agricole Cariparma

On 24 July 2018, Indel B SpA took out an unsecured loan with Crédit Agricole Cariparma of Euro 3,000 thousand (the "Crédit Agricole Loan").

The Crédit Agricole loan has a duration of 5 years, with repayment in 10 half-yearly instalments.

On 29 November 2019, Indel B SpA took out an additional unsecured loan with Crédit Agricole of Euro 5,000 thousand (the "Crédit Agricole 2 Loan").

The Crédit Agricole 2 loan has a duration of five years with repayment in 60 monthly instalments.

It also provides for the calculation and disclosure of certain financial covenants:

- NFP/EBITDA
- EBITDA/Net Finance Costs

These covenants have been met for 2024.

On 29 June 2022, Indel B SpA took out an additional loan with Crédit Agricole of Euro 6,000 thousand (the "Crédit Agricole 3 Loan"). The Crédit Agricole loan has a duration of 3 years with repayment in 12 quarterly instalments.

5. Loan agreement with Monte dei Paschi di Siena

On 24 February 2022, Indel B S.p.A. took out a loan agreement of Euro 7,000 thousand (the "Monte Paschi Siena Loan").

The Monte Paschi Siena loan has a duration of 3 years with repayment in half-yearly instalments.

It also provides for the calculation and disclosure of certain financial covenants:

- NFP/EBITDA
- Net Finance Costs/EBITDA

These covenants have been met for 2024.

6. Loan agreement with Riviera Banca Credito Cooperativo Di Rimini E Gradara - Soc.Coop.

On 12 May 2020, Indel B SpA took out a loan of Euro 5,000 thousand with Riviera Banca Credito Cooperativo di

Rimini e Gradara Società Cooperativa (the "Riviera Banca Loan").

The Rimini Banca loan has a duration of 5 years with repayment in 8 half-yearly instalments.

On 25 May 2023, Indel B SpA entered into a loan agreement of Euro 5,000 thousand. The “Riviera Banca 2 loan” has a duration of 38 months, with repayment of 1 interest-only instalment, which expired on 30 June 2023, and 6 half-yearly instalments, the first of which expired on 31 December 2023.

On 11 December 2024, Indel B SpA entered into a loan agreement for Euro 5,000 thousand. The “Riviera Banca 3 loan” has a duration of 22 months, with repayment of 1 interest-only instalment, which expired on 31 December 2024, and 7 quarterly instalments.

7. Loan agreement with Unicredit

On 9 January 2020, a loan of Euro 9,000 thousand with a duration of 5 years and a fixed interest rate (the "Unicredit Loan") was taken out by Indel B SpA.

It also provides for the calculation and disclosure of certain financial covenants:

- NFP/EBITDA
- EBITDA/Net Finance Costs

These covenants have been met for 2024.

On 28 May 2024, a loan of Euro 8,000 thousand with a duration of 36 months and repayment in 12 quarterly instalments (the “Unicredit 2 Loan”) was taken out by Indel B SpA.
On 2 October 2024, a partial early repayment was made amounting to Euro 4,000 thousand plus accrued interest.

It also provides for the calculation and disclosure of certain financial covenants:

- EBITDA/NET FINANCE COSTS > o = 5
- NET FINANCIAL INDEBTEDNESS/EBITDA < o = 2

These covenants have been met for 2024.

8. Loan agreements with Intesa San Paolo

On 31 May 2023, Indel B SpA entered into a loan agreement of Euro 5,000 thousand.
The Intesa San Paolo loan has a duration of 3 years, with repayment of 1 interest-only instalment, which expired on 30 June 2023, and quarterly instalments, the first of which expired on 29 September 2023.

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It also provides for the calculation and disclosure of certain financial covenants on the annual consolidated financial statements:

- NFP/EBITDA
- EBITDA/Finance Costs

These covenants have been met for 2024.

On 27 November 2024, the subsidiary Autoclima SpA entered into a loan agreement for Euro 1,000 thousand. The Intesa Sanpaolo loan has a duration of three years, with repayment in 36 monthly instalments, the first of which was due on 27 December 2024.

9. Loan agreement with Banca D'Alba

On 17 December 2024, the subsidiary Autoclima S.p.A. entered into a loan agreement for Euro 1,000 thousand. The loan taken out with Banca D'Alba has a duration of three years, with repayment in 36 monthly instalments, the first of which was due on 17 January 2025.

10. Loan agreement with Banco BPM

On 3 April 2023, Indel B SpA entered into a loan agreement for Euro 7,000 thousand (the "Banco BPM Loan"). The Banco BPM loan has a duration of 18 months, with repayment of 4 interest-only instalments, the first of which expired on 30 June 2023, and 3 quarterly principal and interest payments, the first of which expired on 30 June 2024.

11. Loan of the Ministry of Economic Development

On 27 November 2013, Indel B S.p.A. received - through Decree no. 02260 of the Ministry of Economic Development, as amended - subsidies relating to the programme concerning the study and development of an innovative high-efficiency thermoelectric refrigerator for a total of Euro 2,787 thousand, of which Euro 1,692 thousand as a subsidised loan (the "Ministry Loan") and Euro 1,095 thousand as a grant.

During 2015, Indel B S.p.A. obtained the first disbursement of the Ministry Loan of Euro 1,523 thousand, as well as the first disbursement of the grant of Euro 917 thousand. During 2016, INDEL B S.p.A. received the remaining portion of the Ministry Loan of Euro 169 thousand, as well as the remaining portion of the grant of Euro 178 thousand.

The Ministerial Loan is to be repaid in 10 deferred annual instalments, including principal and interest, from 27 November 2018 to 27 November 2027, the first instalment of which is to run from the end of the grace period.

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Interest for the grace period is paid annually; any interest on arrears is equal to the current official reference rate plus 3%.

The subsidies relating to the Ministry Loan may be cancelled, in whole or in part, in the event of failure to repay the interest-only instalment for more than one year, or the loan instalments granted, or as a result of the termination of the loan agreement, with the consequent obligation for INDEL B S.p.A. to return the benefit already disbursed, plus interest equal to the official reference rate in force, increased by 5%.

At the end of the reporting period, the Company had complied with its instalment plan.

12. Simest 35360 loan

On 27 April 2021, Loan Agreement with SIMEST, Operation no. 35360, was finalised, pursuant to the provisions of Art. 6, paragraph 2, letter c) of Italian Decree Law no. 112 of 25 June 2008, converted with amendments by Italian Law no. 133 of 6 August 2008, and CIPE Resolution no. 112 of 6 November 2009, and by Italian Decree Law no. 18 of 17 March 2020, converted by Italian Law no. 27 of 24 April 2020, which was disbursed on 19 May 2021, for the amount of Euro 800 thousand including the disbursement of the portion from the availability of the revolving fund established by Italian Law no. 394 of 29 July 1981, and the disbursement of the "non-repayable" portion of Euro 320 thousand, envisaged by Italian Decree Law no. 34 of 19 May 2020 (known as "Rilancio" Decree) to be used for the improvement and preservation of its capital strength in order to increase its competitiveness on foreign markets.

The payment to SIMEST of the principal amount of Euro 480 thousand, together with interest, shall be made as follows: the principal amount of Euro 480 thousand, in eight half-yearly instalments, each of equal amount, at the due dates of 30 June and 31 December of each year, commencing on 30 June 2024 and ending on 31 December 2027 and, the interest on the above-mentioned principal amount, at the half-yearly due dates of 30 June and 31 December of each year, commencing on 31 December 2021 and ending on 31 December 2027 in arrears, at the effective rate of 0.55% per year.

Moreover, a certified copy of the approved financial statements for the second full financial year following the date of disbursement (2023 financial statements) and the relevant VAT return was submitted to SIMEST within 30 days following the filing date in order to verify whether the following objectives have been achieved:

- maintain or exceed at the end of the Grace Period the entry level of capital strength, which according to the financial statements for the year ended 31 December 2019 is 1.18;
- maintain or exceed at the end of the Grace Period the percentage of foreign entry turnover resulting from the VAT return as at 31 December 2019 equal to 83.33% (rows VE30, VE34 for the foreign turnover value and VE50 for the total turnover).

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We received confirmation from Simest of the successful outcome with regard to meeting the required targets and, consequently, of an adjustment to our credit of the recalculated interest in the new repayment plan.

13. Simest 44366 loan

On 30 April 2021, Loan Agreement with SIMEST, Operation no. 44366, was finalised, pursuant to the provisions of Art. 6, paragraph 2, letter c) of Italian Decree Law no. 112 of 25 June 2008, converted with amendments by Italian Law no. 133 of 6 August 2008, and CIPE Resolution no. 112 of 6 November 2009, and by Italian Decree Law no. 18 of 17 March 2020, converted by Italian Law no. 27 of 24 April 2020, which was disbursed on 14 May 2021, for the amount of Euro 3.7 thousand, including the disbursement of the portion from the availability of the revolving fund established by Italian Law no. 394 of 29 July 1981, and the disbursement of the "non-repayable" portion of Euro 1.5 thousand, envisaged by Italian Decree Law no. 34 of 19 May 2020 (known as "Rilancio" Decree) to be used for participating in fairs and exhibitions in foreign countries or in international trade fairs in Italy.

The principal amount of Euro 2.2 thousand, together with interest, shall be paid as follows: the principal amount of Euro 2.2 thousand, in six half-yearly instalments, each of equal amount, at the due dates of 30 April and 31 October of each year, commencing on 31 October 2022 and ending on 30 April 2025 and, the interest at the half-yearly due dates of 30 April and 31 October of each year, commencing on 31 October 2021 and ending on 30 April 2025 in arrears, at the rate of 0.55%.

On 24 June 2022, an amount of Euro 2 thousand was repaid due to a recalculation required in the reporting of expenses.

The information required by IAS 7 is presented in the table below:

	Current financial payables		Non-current financial payables		
	Current financial payables	Current financial payables for leases and Ministry Loan	Non-current financial payables	Non-current financial payables for leases and Ministry Loan	Total
31/12/2023	25,603	900	12,157	3,294	41,954
Cash flows	(29,327)	(1,014)	15,000	692	(14,550)
Acquisitions					-
Other changes/reclassifications	18,976	1,110	(19,728)	(1,101)	(842)
31/12/2024	15,252	996	7,429	2,885	26,562

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Net cash flows include outflows for period repayments and inflows related to obtaining new loans.

2.8.13. Deferred tax liabilities/deferred tax assets

Changes in "Deferred tax liabilities and deferred tax assets" for the years ended 31 December 2024 and 2023 are shown below:

(In thousands of Euros)	Balance as at 31 December 2023	Provisions/releases through the income statement	Provisions/releases to equity	Balance as at 31 December 2024
Property, plant and machinery	519	12	-	531
Intangible assets	23	(7)	-	16
Provisions for risks and charges	754	(302)	-	452
Bad debt provision	45	(14)	-	31
Inventories	672	103	-	775
Employee benefits	29	-	(3)	26
Additional charges on loans	1	-	-	1
On IFRS 16	300	(1)	(1)	298
Other	402	(39)	-	363
Total deferred tax assets	2,745	(248)	(4)	2,493
Offsetting pursuant to IAS 12	(1,142)	27		(1,115)
Total deferred tax assets	1,603	(225)	-	1,378
Property, plant and machinery	1,317	(41)	-	1,276
Intangible assets	2,782	(182)	-	2,600
Inventories	-	-	-	-
Provisions for risks and charges	11	-	8	19
Employee benefits	12	(1)	0	12
Foreign currency gains	25	(25)	-	(0)
On IFRS 16	299	1	1	300
Other	67	1	-	68
Total deferred tax liabilities	4,513	(248)	9	4,274
Offsetting pursuant to IAS 12	(1,142)	27	-	(1,115)
Total deferred tax liabilities	3,371	(221)	9	3,159
Net deferred tax assets	(1,768)	(4)	(11)	(1,781)

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In accordance with IAS 12, deferred tax assets and deferred tax liabilities are offset only if the entity has a legally exercisable right to offset the current tax assets with current tax liabilities and the deferred tax assets and deferred tax liabilities are related to income taxes applied by the same tax jurisdiction. Deferred taxes on temporary differences arising from undistributed reserves recognised in shareholders' equity in subsidiaries not included in the financial statements, as defined in section "2.5.7. Other significant accounting standards and measurement bases", amounts to Euro 581 thousand.

The Group expects to have future taxable income to absorb the anticipated tax recognised.

2.8.14. Trade payables

This item can be broken down as follows:

(In thousands of Euros)	31/12/2024	31/12/2023
Trade payables	35,018	33,018
Total	35,018	33,018

Trade payables of Euro 35,018 thousand as at 31 December 2024 (Euro 33,018 thousand as at 31 December 2023), mainly refer to purchases of goods and services and provisions for invoices to be received. Trade payables increased with respect to the previous year; this increase was mainly due to the extended transit time of goods from China due to the difficulties in the logistics area caused by the ongoing Israel-Palestine conflict. The payable as at 31 December 2024 benefits from better management of payment terms with some suppliers of the Parent Company; the average payment days rose from 74 in 2023 to 89 in 2024.

The carrying amount of trade payables as at 31 December 2024 and 2023 is deemed to be a reasonable approximation of their fair value.

2.8.15. Income tax receivables and payables

Income tax receivables of Euro 1,268 thousand as at 31 December 2024 (Euro 1,643 thousand as at 31 December 2023) represent the net credit balance of the Group's position with the Tax Authorities due to current taxes (IRES and IRAP).

Income tax payables of Euro 40 thousand as at 31 December 2024 (Euro 469 thousand as at 31 December 2023) represent the net debit balance of the Group's position with the Tax Authorities due to current taxes (IRES and IRAP).

2.8.16. Other liabilities (non-current and current)

This item can be broken down as follows:

(In thousands of Euros)	31/12/2024	31/12/2023
Payables to employees	5,404	5,201
Advances from customers	455	929
Payables to social security institutions	1,960	1,719
Tax payables	1,551	1,446
Other current payables	634	858
Total	10,004	10,153

The item "Payables to employees" mainly includes payables to employees for wages and salaries to be paid, for holidays accrued but not taken at the end of the reporting period, and for production bonuses.

The item "Advances from customers" mainly includes advances received from customers for the purchase of moulds for the production of customised refrigerators.

The item "Tax payables" mainly includes payables to the tax authorities for withholding taxes on employee income.

The item "Other current payables" mainly includes payables for services and accrued expenses and deferred income.

2.8.17. Net financial indebtedness

The following table shows the breakdown of the Group's net financial indebtedness as at 31 December 2024 and 31 December 2023 restated, determined in accordance with the new ESMA Guidelines of 4 March 2021 (Consob Warning Notice no. 5/21 to Consob Communication DEM/606429 3 of 28 July 2006).

(In thousands of Euros)	31/12/2024	31/12/2023
A. Cash and cash equivalents*(note 2.8.8)*	16,234	18,379
B. Cash equivalents	-	16,000
C. Other current financial assets	34	124
D. Liquidity (A)+(B)+(C)	16,268	34,503
E. Current financial payable (including debt instruments, but excluding the current portion of non-current financial payables) *(note 2.8.12)*	(1,464)	(2,161)
F. Current portion of the non-current financial payables *(note 2.8.12)*	(14,784)	(24,342)
G. Current financial indebtedness (E)+(F)	(16,248)	(26,503)

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H. Net current financial indebtedness (G)+(D)	20	8,000
I. Non-current financial payable (excluding the current portion and debt instruments (*note 2.8.12)*	(10,314)	(15,451)
J. Debt instruments	-	-
K. Other trade payables and other non-current payables	-	-
L. Non-current financial indebtedness (I)+(J)+(K)	(10,314)	(15,451)
M. Total financial indebtedness (H)+(L)	(10,294)	(7,451)

The financial indebtedness of the group is mainly expressed in fixed interest rates. Consequently, it is not exposed to the risks related to interest rate fluctuations. The financial payable includes liabilities related to lease contracts reclassified according to IFRS 16, the current portion of which amounted to Euro 719 thousand and the non-current portion to Euro 2,312 thousand.

In 2024, new loans of approximately Euro 15,000 thousand were taken out, mainly to finance the expansion of the Parent Company's production plant located in the municipality of Novafeltria and the establishment of the new company Lindel, as well as the extension of the Russi production site by the subsidiary Autoclima.

The Parent Company paid Euro 7,875 thousand on 5 July 2024 in relation to the voluntary public tender offer (OPA) via which around 31 thousand treasury shares were purchased.

The Parent Company also distributed dividends in the amount of Euro 4,488 thousand.

Furthermore, it is recalled that the receivable for the sale of the equity investment in Guangdong Iceco Enterprise recognised in favour of the purchaser Xinyu Yuanxing Ent. China was collected in the amount of Euro 6,283 thousand in 2023

With regard to the changes in net financial indebtedness, please refer to the information shown in the Consolidated Statement of Cash Flows.

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2.9. Notes to the income statement

2.9.1. Revenues from sales

A breakdown of the item "Revenues from sales" for the financial years ended 31 December 2024 and 2023 is shown below:

(In thousands of Euros)	31/12/2024	31/12/2023
Revenues from product sales	196,553	218,566
Sundry revenues	3,015	2,591
Revenues from sales	199,568	221,157

The item "Sundry revenues" mainly includes revenues from the sale of moulds and charge-backs of transport costs.

The breakdown of "Revenues from product sales" by geographical area is shown below:

(In thousands of Euros)	31/12/2024	31/12/2023
Europe (excluding Italy)	106,035	118,786
Italy	55,331	56,265
The Americas	30,176	37,759
Rest of the world	5,011	5,755
Revenues from product sales	196,553	218,566

For more details on the revenue trend, please refer to the detailed description in the Report on operations of the Board of Directors.

2.9.2. Other revenues and income

A breakdown of the item "Other revenues and income" for the financial years ended 31 December 2024 and 2023 is shown below:

(In thousands of Euros)	31/12/2024	31/12/2023
Government grants	76	214
Foreign currency gains	837	1,275
Other income	3,031	3,875
Other revenues and income	3,945	5,364

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Government grants for the financial year ended 31 December 2024, amounting to Euro 76 thousand, mainly refer to the disbursement of grants for training plans and the disbursement of grants for the tax credit relating to assets acquired.

Government grants for the financial year ended 31 December 2023 of Euro 214 thousand mainly refer to the disbursement of grants, for the tax credit related to electricity consumption and gas consumption.

The item "Other income" mainly includes: I) rental income; II) cheap construction; III) royalties; IV) current damages; V) recovery of expenses for the current year. The item “Other income” also includes the insurance reimbursement on the claim related to the customer DAF for Euro 650 thousand.

It is also recalled that in 2023 extraordinary income of Euro 1,685 thousand was recorded from the insurance company related to damages caused by the heavy snowfall that occurred in January 2023. Following checks and assessments, the damage caused by the bad weather was fully reimbursed by the insurance company.

2.9.3. Purchases and consumption of raw materials, semi-finished and finished products

A breakdown of the item "Purchases and consumption of raw materials, semi-finished and finished products" for the financial years ended 31 December 2024 and 2023 is shown below:

(In thousands of Euros)	31/12/2024	31/12/2023
Purchases of raw materials, consumables and goods and change in inventories of raw materials	116,553	129,358
Change in inventories of finished and semi-finished products	(2,783)	3,895
Total	113,770	133,253

The change is mainly due to the contraction of turnover, together with a more efficient management of procurement also aimed at managing the difficulties related to the consequences of the ongoing conflicts.

2.9.4. Costs for services

A breakdown of the item "Costs for services" for the financial years ended 31 December 2024 and 2023 is shown below:

(In thousands of Euros)	31/12/2024	31/12/2023
Transport	12,001	11,356
Consultancy	2,546	2,484
Maintenance	1,839	1,672
Fees to directors and statutory auditors	887	932

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Exhibitions, trade fairs and advertising	1,230	1,136
Insurance companies	1,541	1,492
Utilities	1,124	1,304
Premiums and commissions	667	605
Outsourced work	803	843
Travel expenses	793	732
Customer service costs	890	805
Quality certification costs	671	416
Costs for leased assets	178	201
Other costs	2,830	2,386
Total	**28,000**	**26,364**

During the second half of 2024, there was new growth in transport costs compared to the first half of 2024; despite management of contractual business with companies providing logistics services having improved, the difficulties are related to the international conflict situations underway.

The higher consultancy costs relate to the management of the tender offer carried out by the Parent Company in June 2024 and to the advisory services required for the implementation of the new European legislation on sustainability reporting.

The lower utility costs are the result of a reduction in internal production due to decreases in turnover. It should also be considered that, in the first months of 2023, the exceptional snowfall had led to significant expenses for the methane used to melt the snow deposits.

Higher quality certification costs were necessary for the validation of new products for the market.

The increase in other costs was mainly due to the transfer of a production line of the main Sant'Agata Feltria establishment to the Secchiano plant, the renewal of licences on programmes, and some targeted investments to improve workplace safety.

2.9.5. Personnel costs

A breakdown of the item "Personnel costs" for the financial years ended 31 December 2024 and 2023 is shown below:

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(In thousands of Euros)	31/12/2024	31/12/2023
Wages and salaries	28,520	26,357
Social security costs	8,411	8,153
Temporary work	737	2,243
Provisions for personnel	1,732	1,611
Other costs	748	788
Total	40,148	39,152

The increase in labour costs is mainly linked to the renewal of the Metalworkers' National Collective Labour Agreement, which provided for contractual increases as at 1 June 2023 and 1 June 2024, as well as new additions to strengthen the managerial structure.

The table below shows the average number of employees (FTE) of the Company, broken down by category, for the years ended 31 December 2024 and 2023:

(In Units)	31/12/2024 Average	31/12/2023 Average
Executives	18	16
Middle Managers	27	23
White-collar workers	185	183
Blue-collar workers	581	621
Temporary workers	22	55
Total	833	897

The decrease in the average number of employees is mainly due to the reduction in temporary work contracts related to the decrease in turnover and production volumes.

2.9.6. Other operating costs

The breakdown of the item "Other operating costs" for the financial years ended 31 December 2024 and 2023 is shown below:

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(In thousands of Euros)	31/12/2024	31/12/2023
Foreign exchange losses	929	1,585
Taxes	329	338
Losses on receivables	13	40
Other operating costs	624	1,500
Total	1,895	3,463

The item "Foreign exchange losses" mainly refers to the adjustment of foreign currency items.

The item “Other operating costs” mainly relates to *(i)* operating fixed assets, *(ii)* membership contributions and, *(iii)* non-deductible costs.

It is recalled that in the previous year the item “Other operating costs” mainly refers to costs incurred by the Parent Company to cope with the state of emergency created following the heavy snowfall in January 2023.

2.9.7. Portion of the result of equity investments measured using the equity method

The breakdown of the item "Portion of results of equity investments measured using the equity method" for the financial years ended 31 December 2024 and 2023 is shown below:

(In thousands of Euros)	31/12/2024	31/12/2023
Indel Webasto Marine	1,930	2,761
Elber Industria de Refrigeracao Ltda	79	(2,518)
Total	2,009	243

This item refers to the portion of the Group's net result achieved by Indel Webasto Marine and Elber Industria de Refrigeracao.

The decline in the results of Indel Webasto Marine reflects the general performance of the Leisure and Recreational Vehicle markets.

It should be noted that the result of Elber Industria de Refrigeracao in 2024 includes the write-down of the equity investment of Euro 348 thousand (Euro 3,200 thousand in 2023), following the impairment test, and the portion of the positive result for the year of Euro 427 thousand (Euro 726 thousand in 2023).

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2.9.8. Amortisation, depreciation, provisions and write-downs

The breakdown of the item "Amortisation, depreciation, provisions and write-downs" for the financial years ended 31 December 2024 and 2023 is shown below:

(In thousands of Euros)	31/12/2024	31/12/2023
Depreciation of property, plant and machinery	4,227	3,811
Amortisation of intangible assets	909	1,034
Depreciation of right of use	747	666
Write-down of receivables and other assets	147	1,099
Provisions for risks and charges	314	1,887
Total	6,344	8,497

The increase in depreciation of property, plant and machinery is mainly due to the investments made during 2023 and 2024.

It is recalled that in 2023 the item “Write-down of receivables and other assets” included the write-down of goodwill related to Indel B North America, as a result of the Impairment Test.

With regard to the provision for risks and charges, please refer to the related note in section 2.8.10 "Provisions for risks and charges".

2.9.9. Financial income and expenses

The breakdown of the item "Financial income/expenses" for the financial years ended 31 December 2024 and 2023 is shown below:

(In thousands of Euros)	31/12/2024	31/12/2023
Interest income	362	319
Other finance income	283	495
Total finance income	645	814
Interest expenses on current accounts, mortgages, loans and rights of use	(1,109)	(975)
Bank charges and other finance costs	(149)	(954)
Total finance costs	(1,258)	(1,929)
Total	(613)	(1,115)

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The item “Interest income” includes interest on bank current accounts.

The item "Other finance income" mainly includes foreign currency gains, which decreased compared to last year.

The item "Interest expenses on current accounts, mortgages and loans" increased for the latest funding obtained. The interest rates on new loans obtained in 2024 and 2023 are higher compared to those obtained in previous periods, when the rates on the markets were much lower. The group has chosen to take out new fixed-rate loans in order to limit the risk generated by the sharp rise in interest rates.

With regard to “Bank charges and other finance costs”, the decrease is related to the recognition in 2023 of realised financial foreign exchange losses, resulting from the collection of the last tranche of the receivable generated by the sale of the investment in Guangdong.

2.9.10. Income from equity investments

The breakdown of the item "Income from equity investments" for the financial years ended 31 December 2024 and 2023 is shown below:

(In thousands of Euros)	31/12/2024	31/12/2023
Income from equity investments	-	12
Total	-	12

No income from equity investments was recorded in 2024.
It is recalled that in 2023, this item referred to the capital gain, equal to Euro 12 thousand, deriving from the sale of 2% of the equity investment in IndelB GMBH.

2.9.11. Income tax

The breakdown of the item "Income tax" for the financial years ended 31 December 2024 and 2023 is shown below:

(In thousands of Euros)	31/12/2024	31/12/2023
Current taxes (IRES, IRAP)	3,846	4,841
Deferred tax assets/liabilities	2	(438)
Taxes related to previous years	99	(86)
Total	3,947	4,316

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The following table shows the reconciliation of the theoretical tax rate with the actual impact on the result:

(In thousands of Euros)	31/12/2024	%	31/12/2023	%
Pre-tax profit (loss)	14,752		14,932	
Theoretical income tax (IRES)	3,540	24.0%	3,584	24.0%
IRAP	646	4.4%	966	6.5%
Tax effect of permanent differences and other differences	(239)	(1.6%)	(234)	(1.6%)
Taxes	3,947		4,316	
Effective tax rate		26.8%		28.9%

The effective tax rates net of the result of equity investments consolidated using the equity method are approximately 26.8% in 2024 and 28.9% in 2023. The decrease in the tax rate, as per the table above, shown in 2024 compared to the previous year is mainly due to lower write-downs recognised on the value of equity investments compared to last year, partially offset by the absence of the ACE benefit for 2024 and to the change in the tax treatment, which took place in 2024, on exchange differences deriving from the adjustment of foreign currency receivables and payables.

2.10. Earnings per share

The following table shows the calculation of earnings per share for the years ended 31 December 2024 and 2023:

(In thousands of Euros)	31/12/2024	31/12/2023
Profit/(loss) for the year (in thousands of Euros)	10,659	10,435
Average number of ordinary shares (in thousands)	5,427	5,632
Basic and diluted earnings per share (in Euro)	1.96	1.85

The shares making up the share capital are ordinary shares and there are no obligations regarding the distribution of preferred dividends or other preferred forms of allocation of results between shares. Moreover, there are no outstanding instruments with a potentially dilutive effect on the result attributable to the shareholders of the Parent Company.

As at 31 December 2024, the parent company held 569,669 shares at a value of Euro 13,388 thousand.

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2.11. Significant non-recurring events and transactions

For the sake of completeness, information on the impact of non-recurring events and transactions on the Group's economic and financial results is presented below.

Non-recurring events and transactions are identified primarily by the nature of the transactions. In particular, non-recurring costs/income include events that by their nature do not occur continuously in the normal course of business.

The effects of non-recurring events and transactions for the financial year ended 31 December 2024 are as follows:

(In thousands of Euros)	As at 31 December 2024	
	Shareholders' equity	Profit/(loss) for the year
Book value (a)	123,727	10,805
Other extraordinary revenues and income	(4)	(4)
Costs	479	479
Write-down of equity investment in Elber	348	348
Total effects (b)	823	823
Financial statement notional value (a) - (b)	124,550	11,628

The amount of Euro 4 thousand (Euro 6 thousand gross of the tax effect) refers to non-recurring revenues incurred in relation to charge-backs, to associates, of consultancy services linked to the application of the new European regulations on sustainability reporting.

The amount of Euro 479 thousand (Euro 665 thousand gross of the tax effect) refers to non-recurring costs incurred in relation to:

- Extraordinary consultancy for Euro 341 thousand (Euro 473 thousand gross of the related tax effect) mainly related to the application of the new European regulations on CSRD sustainability reporting and the management of the public tender offer on treasury shares carried out by the Parent Company in June 2024.

- Provision of the strategic executives' LTIP, accrued in personnel costs and contributions of Euro 138 thousand (Euro 192 thousand gross of the tax effect).

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The amount of Euro 348 thousand (Euro 348 thousand gross of the related tax effect) refers to the write-down of equity investment in the company Elber Indústria de Refrigeração Ltda as a result of the Impairment Test.

The effects of non-recurring events and transactions for the financial year ended 31 December 2023 are as follows:

(In thousands of Euros)	As at 31 December 2023	
	Shareholders' equity	Profit/(loss) for the year
Book value (a)	126,631	10,616
Other extraordinary revenues and income	404	404
Write-down of equity investment in Elber	3,200	3,200
Write-down of goodwill Indel B North America	980	980
Costs	4,584	4,584
Total effects (b)	131,215	15,200
Financial statement notional value (a) - (b)	126,631	10,616

The amount of Euro 404 thousand (Euro 560 thousand gross of the tax effect) refers to non-recurring costs incurred in relation to:

- Extraordinary consultancy of Euro 379 thousand (Euro 526 thousand gross of the related tax effect) incurred mainly by the subsidiary Autoclima for the implementation of the new ERP and for the management of sales in the Russian market in compliance with the new regulations in force related to the current conflict.

- Provision of the strategic executives' LTIP, accrued in personnel costs and contributions of Euro 25 thousand (Euro 34 thousand gross of the tax effect).

The amount of Euro 3,200 thousand (Euro 3,200 thousand gross of the related tax effect) refers to the write-down of the equity investment in the company Elber Indústria de Refrigeração Ltda as a result of the Impairment Test.

The amount of Euro 980 thousand (Euro 980 thousand gross of the related tax effect) refers to the write-down of the goodwill related to Indel B North America as a result of the Impairment test.

It should be noted that the amounts of the insurance income related to the damage caused by the heavy snowfall in January 2023 and the related costs incurred do not appear in the statement as they are of the opposite amount.

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2.12. Other information

2.12.1. Commitments and guarantees

The Group's main commitments are shown below:

1. Investment commitments

Investment commitments amounted to a total of Euro 2,224 thousand and referred mainly to the new factory of the subsidiary Autoclima, located in Russi and to machinery necessary for the expansion of the production sites at Sant'Agata and Secchiano.

2. Sureties issued in favour of third parties

In 2024, the following sureties are still outstanding:

- on 23 January 2020, to cover outstanding disputes, for advance VAT refund relating to the third quarter of 2019 in favour of the Tax Authorities of Pesaro and Urbino a sine-die policy of Euro 717 thousand.

- on 06 December 2019, to cover outstanding disputes, for advance VAT refund in favour of the Tax Authorities of Pesaro and Urbino a sine-die policy of Euro 621 thousand.

2.12.2. Dividends

On 24 May 2024, the Company resolved to distribute a dividend in the gross unit amount of Euro 0.80 per share for a total of Euro 4,488 thousand. These dividends were paid in full during the first half of 2024.

2.12.3. Contingent liabilities

There are no contingent liabilities that have not been reflected in the financial statements.

2.12.4. Remuneration to members of the boards of directors and statutory auditors

The remuneration of the Company's directors and of the members of the Board of Statutory Auditors, including those who also perform these functions in other companies included in the consolidation area, amounted to Euro 621 thousand and Euro 86 thousand for the year ended 31 December 2024 (Euro 617 thousand and Euro 86 thousand for the year ended 31 December 2023, respectively).

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2.12.5. Fees to independent auditors

(In Euro)		31/12/2024	31/12/2023
External audit	PricewaterhouseCoopers S.p.A.	111	111
Other services	PricewaterhouseCoopers S.p.A.	-	20
	PricewaterhouseCoopers S.p.A. network	-	-
Total		111	131

The fee to RSM S.p.A. for auditing activities relating to the Sustainability Report pursuant to Italian Legislative Decree no. 125/2024 amounted to Euro 40 thousand.

2.13. Transactions with related parties

The Group's transactions with related parties (hereinafter, "Related Party Transactions") are mainly of commercial and financial and are carried out on an arm's length basis.

The Group has transactions with the following related parties:

- the company Amp. Fin. S.r.l. (the "Parent Company");
- the company Indel Webasto Marine S.r.l. (the "Jointly controlled entity") and the company Elber Industria de Refrigeracao Ltda (the "Associates");
- key management personnel ("Top Management");
- other parties in which the Group holds an interest through the Parent company and/or members of Top Management (the "Other related parties").

Subsidiaries

The Group has no relations with the parent company for the financial years ended 31 December 2024 and 2023.

Jointly controlled entities and associates

The following table shows the statement of financial position and income statement balances related to the Group's transactions with jointly controlled entities and associates for the years ended 31 December 2024 and 2023, with an indication of the impact on the relevant item in the financial statements:

(In thousands of Euros)	Inventories		Trade receivables		Other receivables and other current assets		Trade payables		Other current liabilities	
	31/12/2024	31/12/2023	31/12/2024	31/12/2023	31/12/2024	31/12/2023	31/12/2024	31/12/2023	31/12/2024	31/12/2023
Indel Webasto Marine	-	-	732	912	-	-	(50)	(22)		(18)
Elber	-	-	-	-	-	-	-	-	-	-
Total	-	-	732	912	-	-	(50)	(22)	-	(18)
% weight on financial statement item	0.0%	0.0%	2.1%	2.3%	0.0%	0.0%	-0.1%	-0.1%	0.0%	-0.2%

(In thousands of Euros)	Revenues from sales		Other revenues and income		Costs for the purchase of raw materials, semi-finished and finished products		Costs for services		Income and Costs from equity investments	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Indel Webasto Marine	7,628	9,862	659	539	(119)	(149)	(0)	(14)	1,900	1,100
Elber		1	-	-	-	-	-	-	315	234
Total	7,628	9,862	659	539	(119)	(149)	(0)	(14)	2,215	1,334
% weight on financial statement item	3.8%	4.5%	16.7%	10.0%	0.1%	0.1%	0.0%	0.4%	-361.4%	-120.9%

1. Indel Webasto Marine S.r.l.

Revenues from sales and trade receivables from the jointly controlled entity Indel Webasto Marine are related to the sale of finished products (mainly refrigerators) mainly for the "Leisure Time" market, which includes pleasure boating and recreational vehicles.

Other revenues and income are mainly related to the provision of administrative services by the Company and to rents for the production plants located in Secchiano di Novafeltria.

Purchases and consumption of raw materials, semi-finished and finished products and trade payables refer to the purchase of components used in the production of refrigerators and ice makers. Costs for services are related to the technical support to the reworking of refrigerators.

2. Elber Indústria de Refrigeração Ltda

As at 6 June 2017, Elber Industria de Refrigeracao became an associate of the Parent Company following the Company's acquisition of a 40% stake in the capital. There are no significant transactions except for finance income related to dividends distributed by the associate.

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Other related parties

The following table shows the statement of financial position and income statement balances related to the Company's transactions with other related parties for the years ended 31 December 2024 and 2023, with an indication of the impact on the relevant item in the financial statements:

(In thousands of Euros)	Right of use		Other receivables and other non-current assets		Trade receivables		Non-current financial liabilities		Trade payables		Current financial liabilities	
	31/12/2024	31/12/2023	31/12/2024	31/12/2023	31/12/2024	31/12/2023	31/12/2024	31/12/2023	31/12/2024	31/12/2023	31/12/2024	31/12/2023
Indel Webasto Marine USA	-	-	-	-	483	333	-	-	-	-	-	-
Berloni Immobiliare	-	-	-	-	17	17	-	-	(10)	(10)	-	-
Immobiliare Sant'Ag	-	1,489	-	50	-	-	-	(1,385)	-	-	(174)	(169)
AMP Immobiliare	1,319	-	50	-	-	-	(1,217)-	-	-	-	-	-
Iterby Project Srl	-	-	-	-	1	1	-	-	-	-	-	-
Società Agricola Berloni	-	-	-	-	-	-	-	-	-	-	-	-
Total	1,319	1,489	50	50	501	479	(1,217)	(1,385)	(10)	(10)	(174)	(169)
% weight on financial statement item	45.5%	50.2%	24.6%	18.3%	1.4%	1.2%	-11.8%	-9.0%	0.0%	0.0%	-1.1%	-0.6%

(In thousands of Euros)	Revenues from sales		Costs for the purchase of raw materials, semi-finished and finished products		Costs for services		Other operating costs		Amortisation, depreciation, provisions and write-downs		Financial income/expenses	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Indel Webasto Marine USA	3,871	5,336	(2)	-	-	-	-	-	-	-	0	0
Immobiliare Sant'Ag	-	-	-	-	-	-	-	(1)	-	(176)	-	(5)
AMP Immobiliare	-	-	-	-	-	-	(1)	(0)	(176)	-	(32)	(30)
Iterby Project Srl	4	8	(7)	-	-	-	-	-	-	-	-	-
Società Agricola Berloni	-	-	-	-	(75)	(55)	-	-	-	-	-	-
Total	3,875	5,344	(9)	-	(75)	(55)	(1)	(1)	(176)	(176)	(31)	(35)
% weight on financial statement item	1.9%	2.4%	0.0%	0.0%	0.3%	0.2%	0.1%	0.0%	2.8%	2.1%	5.1%	3.2%

1. Indel Webasto Marine USA

Revenues from sales with Indel Webasto Marine USA mainly refer to the sale of products in the United States of America for the markets of pleasure boating and recreational vehicles.

2. Berloni Immobiliare S.r.l./AMP.FIN S.r.l./Immobiliare Sant'Agata/AMP Immobiliare

The right of use, financial liabilities, and finance costs in place refer to rentals paid for the lease of properties and

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the production plants incorporated therein, mainly factories, warehouses and buildings located in Sant'Agata Feltria.

It should be noted that the contract with Berloni Immobiliare was replaced with the companies Immobiliare Sant'Agata and AMP Immobiliare, the new owners of the properties leased to Indel B Spa.

3. Other transactions

Transactions carried out into with Iterby Project S.r.l. and Iterby Italiana Mobili S.r.l. mainly refer to trade relations relating to the purchase and sale of components such as sheet metal supports for furniture and the purchase of wood products used in the production of wine cellars.

The transactions carried out with Società Agricola Berloni mainly refer to periodic green maintenance services provided by the latter in areas owned by the Company.

Top management

The transactions entered into with the Top Management during the financial years ended 31 December 2024 and 2023 essentially correspond to the relevant fees and remuneration, including social security charges.

The total amount of fees and related charges of the Company's Board of Directors was Euro 745 thousand in 2024 (Euro 742 thousand in 2023).

The total amount of fees to strategic executives was Euro 2,233 thousand in 2024 (Euro 2,108 thousand in 2023).

The Fees of the Top Management are related to the Directors, the members of the Control and Risk Committee, the Remuneration Committee and the Strategic executives.

(In thousands of Euros)		31/12/2024	31/12/2023
Fees for the office	Directors' fees including charges	570	561
	Variable Directors' Fees	175	181
Non-monetary benefits	Home insurance benefit including charges	45	39
Bonuses and other incentives	Variable bonus including charges	573	615
	LTIP	192	51
Other fees	Fixed salaries and attendance fees including charges	1,423	1,403
Total		**2,978**	**2,850**

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2.14. Significant events after the 2024 reporting period

On 1 January 2025, Sea was merged via incorporation into the parent company Autoclima S.p.A. Subsequent to 31 December 2024, on 2 April 2025, the US administration introduced heavy import duties, which were then partially suspended on 9 April for EU countries and increased for China. For the purposes of the valuations of these financial statements, this event has been considered, in accordance with IAS 10, as a non-adjusting event, as this condition did not exist prior to 31 December 2024. To date, due to the uncertainty as to whether or not they will be applied and the actual amount, we are not yet able to quantify exactly the impact of these duties on our Group. However, it should be noted that given the Group's financial and capital strength and cash generation capacity, no further critical issues are foreseen.
In addition, on 21 March 2025, the Company took out a new loan with Banco Desio for the amount of Euro 3,000 thousand. The Banco Desio 2 loan has a duration of 24 months, with repayment of 1 interest-only instalment, the first of which will expire on 30 June 2025, and 4 six-monthly instalments, the first of which will expire on 31 December 2025.

2.15. Information pursuant to Art. 1, para. 125 of Italian Law no. 124 of 4 August 2017

2.15.1. Paragraph 125 – Contributions, subsidies, economic benefits received

During the year, the Group received subsidies, contributions, paid assignments and in any case economic benefits pursuant to Italian Law no. 124/2017, Art. 1, paragraph 125, totalling Euro 793 thousand.

The following table provides data on the payers, the amount received and a brief description of the reasons for the benefit:

(In Euro)

Beneficiary company	Disbursing subject	Contribution received	Reason
INDEL B SPA	TAX AUTHORITIES	3,000	Tax deduction for energy redevelopment expenses (Italian Decree Law no. 63/2013)
INDEL B SPA	TAX AUTHORITIES	2,351	Tax deduction for energy redevelopment expenses (Italian Decree Law no. 63/2013)
INDEL B SPA	TAX AUTHORITIES	70,032	IRES tax saving due to IRAP deduction Italian Decree Law no. 185/2008-Italian Decree Law no. 201/2012 (base 2023 tax period of Euro 291,798)

INDEL B SPA	TAX AUTHORITIES	159,364	IRES tax saving due to Italian Law no. 208/15 et seq. (super-hyper amortisation) (base 2023 tax period of Euro 664,017)
INDEL B SPA	TAX AUTHORITIES	244,000	IRES tax saving due to ACE facilities (base 2023 of return Euro 1,016,669)
INDEL B SPA	TAX AUTHORITIES	3,437	Tax credit 6% Italian Law no. 160/2019 for 4.0 property, plant and machinery of Euro 17,186.00 to be used in 5 instalments of Euro 3,437.35 each (instalment 4/5)
INDEL B SPA	TAX AUTHORITIES	1,332	Tax credit 6% Italian Law no. 160/2019 for 4.0 property, plant and machinery of Euro 6,660.00 to be used in 5 instalments of Euro 1,332.00 each (instalment 3/5)
INDEL B SPA	TAX AUTHORITIES	33,454	Tax credit 10% Italian Law no. 178/2020 for 4.0 property, plant and machinery of Euro 100,361.00 to be used in 3 instalments of Euro 33,453.67 each (instalment 3/3)
INDEL B SPA	TAX AUTHORITIES	10,167	Tax credit 50% Italian Law no. 178/2020 for 4.0 property, plant and machinery of Euro 30,500.00 to be used in 3 instalments of Euro 10,166.67 each (instalment 3/3)
INDEL B SPA	TAX AUTHORITIES	4,333	Tax credit 10% Italian Law no. 178/2020 for 4.0 property, plant and machinery of Euro 13,000.00 to be used in 3 instalments of Euro 4,333.33 each (instalment 2/3)
INDEL B SPA	TAX AUTHORITIES	1,471	Tax credit 6% Italian Law no. 178/2020 for 4.0 property, plant and machinery of Euro 4,412.00 to be used in 3 instalments of Euro 1,470.90 each (instalment 1/3)
INDEL B SPA	INPS	23,985	Permanent hiring incentive Italian Law no. 205/2017
INDEL B SPA	INPS	77,050	Tax exemption Italian Law no. 178/2020
INDEL B SPA	FONDOIMPRESA	39,731	Personal training grant from Fondoimpresa
AUTOCLIMA SPA	INPS	2,472	Benefit envisaged by Article 7, paragraph 5, letter b) of Italian Decree Law no. 76/2013 in favour of employers who hire, with a full-time and open-ended contract, workers in receipt of the ASpI indemnity
AUTOCLIMA SPA	INPS	44,232	Exemption from contributions for the hiring of young people on permanent contracts and for the conversion of fixed-term contracts into permanent contracts as from 1 January 2021
AUTOCLIMA SPA	INPS	20,172	exemption from contributions for the hiring of young people on permanent contracts and for the conversion of fixed-term contracts into permanent contracts carried out as from 1 January 2023 until 31 December 2023
AUTOCLIMA SPA	TAX AUTHORITIES	21,869	IRES tax savings (super-amortisation)
CONDOR B	TAX AUTHORITIES	1,116	IRES tax saving due to IRAP deduction Italian Decree Law no. 185/2008-Italian Decree Law no. 201/2012 (2023 tax period on Euro 4,652)
CONDOR B	TAX AUTHORITIES	5,190	IRES tax saving due to Italian Law no. 208/15 et seq. (super-amortisation) (2023 tax period on Euro 21,623)

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CONDOR B	TAX AUTHORITIES	9,928	IRES tax savings due to ACE facilities (2023 tax period on Euro 40,952)
CONDOR B	INPS	14,278	Tax exemption Italian Law no. 178/2020
Total		792,964	

In addition to what is indicated in the table above, it should be noted that the company INDEL B SPA paid the instalments of the subsidised loans listed below during 2024:

- seventh instalment of Euro 173,884.46 (including interest) of the subsidised loan obtained from the Ministry of Economic Development (Grant Decree no. 02260 of 27 November 2013) disbursed in 2015 and 2016 for a total amount of Euro 1,691,967.

- fourth and fifth instalment of Euro 235.64 (including interest) of the subsidised loan of Euro 2,250 disbursed by SIMEST in 2021 from the availability of the revolving fund established by Italian Law no. 394 of 29 July 1981, for Participating in trade fairs, exhibitions and system missions in foreign markets and/or international trade fairs/events in Italy, Circular no. 4/394/2020. Aid measure number (EC) SA57891.

- first and second capital instalment, plus interest equal to a total of Euro 122,471.40 on the subsidised loan amounting to Euro 480,000.00 disbursed by SIMEST in the year 2021 from the availability of the revolving fund established by Law No. 394 of 29 July 1981, aimed at improving and safeguarding the financial soundness of exporting companies ref. Circular no. 3/394/2020 Aid measure number.

Single electronic format XBRL

Directive 2013/50/EU - amending Directive 2004/109/EC (known as "Transparency Directive") - initially established that as from 1 January 2020 (the deadline was then postponed by one year), all Consolidated Annual Financial Reports must be prepared in a single electronic reporting format. The task of developing regulatory technical standards to specify this format was given to the European Securities and Markets Authority (ESMA), which published the European Single Electronic Format (ESEF).

The new format is a combination of xHTML (eXtensible HyperText Markup Language), for presenting financial reports in a human-readable format, and XBRL (eXtensible Business Reporting Language) markup, with the aim of facilitating the accessibility, analysis and comparability of consolidated financial statements prepared in accordance with International Financial Reporting Standards (IFRS).

iXBRL is an open standard that allows a single document to provide structured and at the same time human (as well as machine) readable data. This is done by adding "tags" to the document, i.e. elements that allow the

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information in the consolidated financial statements to be transcoded into an electronic format in the same way as a barcode is read.

In this sense, iXBRL aims to prepare consolidated financial statements in a format that provides the structured data required by regulators and analysts, while allowing drafters to retain full control over layout and presentation. The Company enlisted the services of KPMG Fides Servizi di Amministrazione S.p.A. for the preparation of this electronic format.

Attestazione del bilancio consolidato ai sensi dell'art. 81-ter del Regolamento Consob n.11971 del 14 maggio 1999 e successive modifiche e integrazioni

1. I sottoscritti Luca Bora, Amministratore Delegato, e Mirco Manganello, in qualità di Dirigente Preposto alla redazione dei documenti contabili societari di Indel B S.p.A., attestano, tenuto anche conto di quanto previsto dall'art.154-bis, commi 3 e 4, del decreto legislativo 24 febbraio 1998, n. 58:

- l'adeguatezza in relazione alle caratteristiche dell'impresa e
- l'effettiva applicazione delle procedure amministrative e contabili per la formazione del bilancio consolidato nel corso dell'esercizio 2024.

2. Si attesta, inoltre, che:

2.1 il bilancio consolidato:

a) è redatto in conformità ai principi contabili internazionali applicabili riconosciuti nella Comunità europea ai sensi del regolamento (CE) n. 1606/2002 del Parlamento europeo e del Consiglio, del 19 luglio 2002;

b) corrisponde alle risultanze dei libri e delle scritture contabili;

c) a quanto consta è idoneo a fornire una rappresentazione veritiera e corretta della situazione patrimoniale, economica e finanziaria dell'emittente e dell'insieme delle imprese incluse nel consolidamento.

3.1 La relazione sulla gestione comprende un'analisi attendibile dell'andamento e del risultato della gestione, nonché della situazione dell'emittente e dell'insieme delle imprese incluse nel consolidamento, unitamente alla descrizione dei principali rischi e incertezze cui sono esposti.

Sant' Agata Feltria 29/04/2025

Amministratore Delegato

Dirigente preposto alla redazione dei documenti contabili societari

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Relazione della società di revisione indipendente

ai sensi dell'articolo 14 del DLgs 27 gennaio 2010, n° 39 e dell'articolo 10 del Regolamento (UE) n° 537/2014

Agli azionisti della
Indel B SpA

Relazione sulla revisione contabile del bilancio consolidato

Giudizio

Abbiamo svolto la revisione contabile del bilancio consolidato del gruppo Indel B (il "Gruppo Indel B" o il "Gruppo"), costituito dalla situazione patrimoniale-finanziaria consolidata al 31 dicembre 2024, dal conto economico consolidato, dal conto economico complessivo consolidato, dal prospetto delle variazioni del patrimonio netto consolidato, dal rendiconto finanziario consolidato per l'esercizio chiuso a tale data e dalle note esplicative al bilancio che includono le informazioni rilevanti sui principi contabili applicati.

A nostro giudizio, il bilancio consolidato fornisce una rappresentazione veritiera e corretta della situazione patrimoniale e finanziaria del Gruppo Indel B al 31 dicembre 2024, del risultato economico e dei flussi di cassa per l'esercizio chiuso a tale data in conformità ai principi contabili IFRS emanati dall'International Accounting Standards Board e adottati dall'Unione Europea nonché ai provvedimenti emanati in attuazione dell'articolo 9 del DLgs n° 38/2005.

Elementi alla base del giudizio

Abbiamo svolto la revisione contabile in conformità ai principi di revisione internazionali (ISA Italia). Le nostre responsabilità ai sensi di tali principi sono ulteriormente descritte nella sezione *Responsabilità della società di revisione per la revisione contabile del bilancio consolidato* della presente relazione. Siamo indipendenti rispetto alla Società in conformità alle norme e ai principi in materia di etica e di indipendenza applicabili nell'ordinamento italiano alla revisione contabile del bilancio. Riteniamo di aver acquisito elementi probativi sufficienti e appropriati su cui basare il nostro giudizio.

Aspetti chiave della revisione contabile

Gli aspetti chiave della revisione contabile sono quegli aspetti che, secondo il nostro giudizio professionale, sono stati maggiormente significativi nell'ambito della revisione contabile del bilancio consolidato dell'esercizio in esame. Tali aspetti sono stati da noi affrontati nell'ambito della revisione contabile e nella formazione del nostro giudizio sul bilancio consolidato nel suo complesso; pertanto, su tali aspetti non esprimiamo un giudizio separato.

Aspetti chiave	*Procedure di revisione in risposta agli aspetti chiave*
Recuperabilità dell'avviamento	
I criteri di valutazione relativi all'avviamento sono descritti nel paragrafo 2.5 "Criteri applicati nella valutazione delle voci di bilancio" e nel paragrafo 2.8.1 "Attività immateriali" delle note esplicative al bilancio consolidato. Il bilancio consolidato della Indel B SpA al 31 dicembre 2024 comprende la voce "Avviamento", che ammonta a circa Euro 7,1 milioni, pari a circa il 4% del totale attivo patrimoniale. Tale avviamento si riferisce all'unità generatrice di flussi finanziari (*Cash Generating Unit o "CGU")* rappresentata dal Gruppo Autoclima. La Direzione della Società ha effettuato, ai sensi del principio contabile IAS 36, la verifica della presenza di eventuali perdite di valore mediante il confronto tra il valore di bilancio delle attività nette attribuibili alla *CGU* e il suo valore recuperabile, rappresentato dal maggior valore tra il *fair value* al netto dei costi di vendita ed il valore d'uso (*"impairment test"*). Quest'ultimo è stato determinato mediante l'attualizzazione dei flussi di cassa futuri previsti dal piano 2025-2029, così come approvato dagli amministratori in data 17 aprile 2025, nonché del valore terminale. Lo svolgimento *dell'impairment test* descritto sopra è caratterizzato da un elevato grado di giudizio e soggettività, con particolare riferimento alla: • determinazione dei flussi di cassa operativi attesi e dei tassi di crescita di lungo termine, che devono tener conto di fattori macroeconomici, prospettive future e risultati passati registrati dalla *CGU*;	Con riferimento a tale aspetto chiave, le nostre procedure di revisione hanno incluso: • un'attività di comprensione e valutazione della procedura di *impairment* adottata dalla Direzione; • la verifica delle metodologie di stima adottate ai fini del monitoraggio e della misurazione della recuperabilità dell'avviamento; • l'analisi di ragionevolezza delle considerazioni effettuate dalla Direzione in merito alla *CGU* individuata e all'allocazione dell'avviamento alla stessa, verificandone la coerenza con la struttura organizzativa del Gruppo Indel B, con i meccanismi decisionali interni e con la reportistica gestionale; • l'analisi delle principali assunzioni contenute nel piano economico-finanziario, verificandone la ragionevolezza in considerazione dei risultati conseguiti nell'esercizio 2024, dei dati storici e da quanto desumibile da fonti esterne, nonché delle evoluzioni di mercato attese; • un'analisi retrospettica confrontando le stime formulate negli esercizi precedenti con i dati consuntivati, al fine di validare la capacità della Direzione di formulare stime attendibili; • la valutazione del lavoro svolto dagli esperti che hanno supportato gli amministratori ai fini della predisposizione dell'*impairment test;* • l'analisi, con il supporto degli esperti della rete PwC nell'ambito di valutazioni d'impresa,

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- identificazione delle assunzioni tecniche da utilizzare per la costruzione del tasso di attualizzazione dei flussi di cui al punto precedente.

Per le ragioni sopra esposte, abbiamo considerato la recuperabilità del valore dell'avviamento un aspetto chiave della revisione del bilancio consolidato.

della metodologia e del modello valutativo utilizzato dalla Direzione per la predisposizione dell'*impairment test*, inclusa la ragionevolezza dei tassi di attualizzazione, dei tassi di crescita e delle relative analisi di sensitività;

- la verifica della corretta determinazione dei valori di bilancio delle attività e passività attribuibili alla *CGU*, incluso l'avviamento allocato, utilizzati per il confronto con il valore d'uso;

- la verifica della completezza e dell'accuratezza dell'informativa riportata nelle note esplicative.

Recuperabilità delle partecipazioni contabilizzate con il metodo del patrimonio netto

I criteri di valutazione relativi alla valutazione delle partecipazioni contabilizzate con il metodo del patrimonio netto sono descritti nel paragrafo 2.5 "Criteri applicati nella valutazione delle voci di bilancio" e nel paragrafo 2.8.4 "Partecipazioni valutate con il metodo del patrimonio netto" delle note esplicative al bilancio consolidato.

Il valore delle partecipazioni valutate con il metodo del patrimonio netto al 31 dicembre 2024 ammonta a circa Euro 12,8 milioni, pari al 6% del totale attivo patrimoniale.

Con riferimento a tale voce di bilancio, gli amministratori hanno svolto, ai sensi del principio contabile IAS 36, un'analisi volta a individuare la presenza di eventuali indicatori di perdite di valore e, ove applicabile nelle circostanze, hanno svolto un test di *impairment* (di seguito "*impairment test*"). L'*impairment test* ha avuto l'obiettivo di identificare eventuali perdite di valore mediante il confronto tra il valore di bilancio della partecipazione assoggettata a verifica con il suo valore recuperabile, rappresentato dal maggiore tra il *fair value,* al netto dei costi di dismissione, e il valore d'uso. Quest'ultimo è stato stimato

Con riferimento a tale aspetto chiave, le nostre procedure di revisione hanno incluso:

- lo svolgimento di adeguate procedure di revisione sulle informazioni contabili fornite dalle società partecipate, a supporto della valutazione nel bilancio consolidato;

- la comprensione e la valutazione dell'analisi svolta dalla Società al fine di individuare la presenza di indicatori di perdite di valore e, ove applicabile, la comprensione della procedura di valutazione dell'eventuale perdita di valore adottata dalla Direzione;

- la verifica delle metodologie di stima adottate ai fini del monitoraggio e della misurazione della recuperabilità del valore delle partecipazioni contabilizzate con il metodo del patrimonio netto;

- la valutazione del lavoro svolto dagli esperti che hanno supportato gli amministratori ai fini della predisposizione dell'*impairment test*;

- l'analisi delle principali assunzioni contenute

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mediante il metodo di attualizzazione dei flussi di cassa attesi ("*Discounted Cash Flow*"), nonché del valore terminale.
La stima di cui sopra si è basata sui flussi di cassa futuri previsti per le società partecipate dal piano 2025-2029, così come approvato dagli amministratori in data 17 aprile 2025.

Lo svolgimento dell'*impairment test* è caratterizzato da un elevato grado di giudizio e soggettività, con particolare riferimento alla:

- determinazione dei flussi di cassa operativi attesi e dei tassi di crescita di lungo termine, che devono tener conto di fattori macroeconomici, prospettive future e risultati passati registrati dalle società partecipate;
- identificazione delle assunzioni tecniche da utilizzare per la costruzione del tasso di attualizzazione dei flussi di cui al punto precedente.

Per le ragioni sopra esposte, abbiamo considerato la recuperabilità del valore delle partecipazioni contabilizzate con il metodo del patrimonio netto un aspetto chiave della revisione del bilancio consolidato.

nel piano economico-finanziario delle società partecipate assoggettate ad *impairment test*, verificandone la ragionevolezza in considerazione dei risultati conseguiti nell'esercizio 2024, dei dati storici e da quanto desumibile da fonti esterne, nonché delle evoluzioni di mercato attese;

- un'analisi retrospettica confrontando le stime formulate negli esercizi precedenti con i dati consuntivati, al fine di validare la capacità della Direzione di formulare stime attendibili;
- l'analisi, con il supporto degli esperti della rete PwC nell'ambito di valutazioni d'impresa, della metodologia e del modello valutativo utilizzato dalla Direzione per la predisposizione del *test* di *impairment*, nonché della determinazione del valore d'uso, inclusa la ragionevolezza dei tassi di attualizzazione, dei tassi di crescita e delle relative analisi di sensitività;
- la verifica della completezza e accuratezza dell'informativa fornita nelle note esplicative relativamente all'*impairment test*.

Responsabilità degli Amministratori e del Collegio Sindacale per il bilancio consolidato

Gli amministratori sono responsabili per la redazione del bilancio consolidato che fornisca una rappresentazione veritiera e corretta in conformità ai principi contabili IFRS emanati dall'International Accounting Standards Board e adottati dall'Unione Europea nonché ai provvedimenti emanati in attuazione dell'articolo 9 del DLgs n° 38/2005 e, nei termini previsti dalla legge, per quella parte del controllo interno dagli stessi ritenuta necessaria per consentire la redazione di un bilancio che non contenga errori significativi dovuti a frodi o a comportamenti o eventi non intenzionali.

Gli amministratori sono responsabili per la valutazione della capacità del Gruppo Indel B di continuare a operare come un'entità in funzionamento e, nella redazione del bilancio consolidato, per l'appropriatezza dell'utilizzo del presupposto della continuità aziendale, nonché per una adeguata informativa in materia. Gli amministratori utilizzano il presupposto della continuità aziendale nella redazione del bilancio consolidato a meno che abbiano valutato che sussistono le condizioni per la liquidazione della capogruppo Indel B SpA o per l'interruzione dell'attività o non abbiano alternative realistiche a tali scelte.

Il Collegio Sindacale ha la responsabilità della vigilanza, nei termini previsti dalla legge, sul processo di predisposizione dell'informativa finanziaria del Gruppo.

Responsabilità della società di revisione per la revisione contabile del bilancio consolidato

I nostri obiettivi sono l'acquisizione di una ragionevole sicurezza che il bilancio consolidato nel suo complesso non contenga errori significativi, dovuti a frodi o a comportamenti o eventi non intenzionali, e l'emissione di una relazione di revisione che includa il nostro giudizio. Per ragionevole sicurezza si intende un livello elevato di sicurezza che, tuttavia, non fornisce la garanzia che una revisione contabile svolta in conformità ai principi di revisione internazionali (ISA Italia) individui sempre un errore significativo, qualora esistente. Gli errori possono derivare da frodi o da comportamenti o eventi non intenzionali e sono considerati significativi qualora ci si possa ragionevolmente attendere che essi, singolarmente o nel loro insieme, siano in grado di influenzare le decisioni economiche prese dagli utilizzatori sulla base del bilancio consolidato.

Nell'ambito della revisione contabile svolta in conformità ai principi di revisione internazionali (ISA Italia), abbiamo esercitato il giudizio professionale e abbiamo mantenuto lo scetticismo professionale per tutta la durata della revisione contabile. Inoltre:

- abbiamo identificato e valutato i rischi di errori significativi nel bilancio consolidato, dovuti a frodi o a comportamenti o eventi non intenzionali; abbiamo definito e svolto procedure di revisione in risposta a tali rischi; abbiamo acquisito elementi probativi sufficienti e appropriati su cui basare il nostro giudizio. Il rischio di non individuare un errore significativo dovuto a frodi è più elevato rispetto al rischio di non individuare un errore significativo derivante da comportamenti o eventi non intenzionali, poiché la frode può implicare l'esistenza di collusioni, falsificazioni, omissioni intenzionali, rappresentazioni fuorvianti o forzature del controllo interno;
- abbiamo acquisito una comprensione del controllo interno rilevante ai fini della revisione contabile allo scopo di definire procedure di revisione appropriate nelle circostanze e non per esprimere un giudizio sull'efficacia del controllo interno del Gruppo Indel B;
- abbiamo valutato l'appropriatezza dei principi contabili utilizzati nonché la ragionevolezza delle stime contabili effettuate dagli amministratori, inclusa la relativa informativa;
- siamo giunti a una conclusione sull'appropriatezza dell'utilizzo da parte degli amministratori del presupposto della continuità aziendale e, in base agli elementi probativi acquisiti, sull'eventuale esistenza di un'incertezza significativa riguardo a eventi o circostanze che possono far sorgere dubbi significativi sulla capacità del Gruppo Indel B di continuare a operare come un'entità in funzionamento. In presenza di un'incertezza significativa, siamo tenuti a richiamare l'attenzione nella relazione di revisione sulla relativa informativa di bilancio ovvero, qualora tale informativa sia inadeguata, a riflettere tale circostanza nella formulazione del nostro giudizio. Le nostre conclusioni sono basate sugli elementi probativi acquisiti fino alla data della presente relazione. Tuttavia, eventi o circostanze successivi possono comportare che il Gruppo Indel B cessi di operare come un'entità in funzionamento;
- abbiamo valutato la presentazione, la struttura e il contenuto del bilancio consolidato nel suo complesso, inclusa l'informativa, e se il bilancio consolidato rappresenti le operazioni e gli eventi sottostanti in modo da fornire una corretta rappresentazione;
- abbiamo acquisito elementi probativi sufficienti e appropriati sulle informazioni finanziarie delle imprese o delle differenti attività economiche svolte all'interno del Gruppo Indel B per

esprimere un giudizio sul bilancio consolidato. Siamo responsabili della direzione, della supervisione e dello svolgimento dell'incarico di revisione contabile del Gruppo Indel B. Siamo gli unici responsabili del giudizio di revisione sul bilancio consolidato.

Abbiamo comunicato ai responsabili delle attività di governance, identificati a un livello appropriato come richiesto dagli ISA Italia, tra gli altri aspetti, la portata e la tempistica pianificate per la revisione contabile e i risultati significativi emersi, incluse le eventuali carenze significative nel controllo interno identificate nel corso della revisione contabile.

Abbiamo fornito ai responsabili delle attività di governance anche una dichiarazione sul fatto che abbiamo rispettato le norme e i principi in materia di etica e di indipendenza applicabili nell'ordinamento italiano e abbiamo comunicato loro ogni situazione che possa ragionevolmente avere un effetto sulla nostra indipendenza e, ove applicabile, le azioni intraprese per eliminare i relativi rischi o le misure di salvaguardia applicate.

Tra gli aspetti comunicati ai responsabili delle attività di governance, abbiamo identificato quelli che sono stati più rilevanti nell'ambito della revisione contabile del bilancio consolidato dell'esercizio in esame, che hanno costituito quindi gli aspetti chiave della revisione. Abbiamo descritto tali aspetti nella relazione di revisione.

Altre informazioni comunicate ai sensi dell'articolo 10 del Regolamento (UE) 537/2014

L'assemblea degli azionisti della Indel B SpA ci ha conferito in data 7 marzo 2017 l'incarico di revisione legale del bilancio d'esercizio e consolidato della Società per gli esercizi dal 31 dicembre 2017 al 31 dicembre 2025.

Dichiariamo che non sono stati prestati servizi diversi dalla revisione contabile vietati ai sensi dell'articolo 5, paragrafo 1, del Regolamento (UE) 537/2014 e che siamo rimasti indipendenti rispetto alla Società nell'esecuzione della revisione legale.

Confermiamo che il giudizio sul bilancio consolidato espresso nella presente relazione è in linea con quanto indicato nella relazione aggiuntiva destinata al Collegio Sindacale, nella sua funzione di comitato per il controllo interno e la revisione contabile, predisposta ai sensi dell'articolo 11 del citato Regolamento.

Relazione su altre disposizioni di legge e regolamentari

Giudizio sulla conformità alle disposizioni del Regolamento Delegato (UE) 2019/815

Gli amministratori della Indel B SpA sono responsabili per l'applicazione delle disposizioni del Regolamento Delegato (UE) 2019/815 della Commissione Europea in materia di norme tecniche di regolamentazione relative alla specificazione del formato elettronico unico di comunicazione (ESEF - *European Single Electronic Format*) (nel seguito "Regolamento Delegato") al bilancio consolidato al 31 dicembre 2024, da includere nella relazione finanziaria annuale.

Abbiamo svolto le procedure indicate nel principio di revisione (SA Italia) n° 700B al fine di esprimere un giudizio sulla conformità del bilancio consolidato alle disposizioni del Regolamento Delegato.

A nostro giudizio, il bilancio consolidato al 31 dicembre 2024 è stato predisposto nel formato XHTML ed è stato marcato, in tutti gli aspetti significativi, in conformità alle disposizioni del Regolamento Delegato.

Alcune informazioni contenute nelle note esplicative al bilancio consolidato quando estratte dal formato XHTML in un'istanza XBRL, a causa di taluni limiti tecnici, potrebbero non essere riprodotte in maniera identica rispetto alle corrispondenti informazioni visualizzabili nel bilancio consolidato in formato XHTML.

Giudizi e dichiarazione ai sensi dell'articolo 14, comma 2, lettere e), e-bis) ed e-ter), del DLgs 39/2010 e ai sensi dell'articolo 123-bis, comma 4, del DLgs 58/1998

Gli amministratori della Indel B SpA sono responsabili per la predisposizione della relazione sulla gestione e della relazione sul governo societario e gli assetti proprietari del Gruppo Indel B al 31 dicembre 2024, incluse la loro coerenza con il relativo bilancio consolidato e la loro conformità alle norme di legge.

Abbiamo svolto le procedure indicate nel principio di revisione (SA Italia) n° 720B al fine di:

- esprimere un giudizio sulla coerenza della relazione sulla gestione e di alcune specifiche informazioni contenute nella relazione sul governo societario e gli assetti proprietari indicate nell'articolo 123-bis, comma 4, del DLgs 58/1998, con il bilancio consolidato;
- esprimere un giudizio sulla conformità alle norme di legge della relazione sulla gestione, esclusa la sezione relativa alla rendicontazione consolidata di sostenibilità, e di alcune specifiche informazioni contenute nella relazione sul governo societario e gli assetti proprietari indicate nell'articolo 123-bis, comma 4, del DLgs 58/1998;
- rilasciare una dichiarazione su eventuali errori significativi nella relazione sulla gestione e in alcune specifiche informazioni contenute nella relazione sul governo societario e gli assetti proprietari indicate nell'articolo 123-bis, comma 4, del DLgs 58/1998.

A nostro giudizio, la relazione sulla gestione e le specifiche informazioni contenute nella relazione sul governo societario e gli assetti proprietari indicate nell'articolo 123-bis, comma 4, del DLgs 58/1998 sono coerenti con il bilancio consolidato del Gruppo Indel B al 31 dicembre 2024.

Inoltre, a nostro giudizio, la relazione sulla gestione, esclusa la sezione relativa alla rendicontazione consolidata di sostenibilità, e le specifiche informazioni contenute nella relazione sul governo societario e gli assetti proprietari indicate nell'articolo 123-bis, comma 4, del DLgs 58/1998 sono redatte in conformità alle norme di legge.

Con riferimento alla dichiarazione di cui all'articolo 14, comma 2, lettera e-ter), del DLgs 39/2010, rilasciata sulla base delle conoscenze e della comprensione dell'impresa e del relativo contesto acquisite nel corso dell'attività di revisione, non abbiamo nulla da riportare.

Il nostro giudizio sulla conformità alle norme di legge non si estende alla sezione della relazione sulla gestione relativa alla rendicontazione consolidata di sostenibilità. Le conclusioni sulla conformità di tale sezione alle norme che ne disciplinano i criteri di redazione e all'osservanza degli obblighi di informativa previsti dall'articolo 8 del Regolamento (UE) 2020/852 sono formulate da parte di altro revisore nella relazione di attestazione ai sensi dell'articolo 14-bis del DLgs 39/2010.

Bologna, 29 aprile 2025

PricewaterhouseCoopers SpA

Federico Scapinelli
(Revisore legale)

Attestazione della rendicontazione di sostenibilità ai sensi dell'art. 81-ter comma 1, del Regolamento Consob n.11971 del 14 maggio 1999 e successive modifiche e integrazioni

1. I sottoscritti Luca Bora, Amministratore Delegato, e Mirco Manganello, in qualità di Dirigente Preposto alla redazione dei documenti contabili societari di Indel B S.p.A., attestano, ai sensi dall'art.154-bis, comma 5-ter, del decreto legislativo 24 febbraio 1998, n. 58 che la rendicontazione di sostenibilità inclusa nella relazione sulla gestione è stata redatta:

a) conformemente agli standard di rendicontazione applicati ai sensi della direttiva 2013/34/UE dal Parlamento Europeo e dal Consiglio, del 26 giugno 2013 e del decreto legislativo 6 settembre 2024 n. 125;

b) con le specifiche adottate a norma dell'art. 8, paragrafo 4, del regolamento UE 2020/852 del Parlamento Europeo e del Consiglio del 18 giugno 2020.

Sant' Agata Feltria 28/04/2025

Amministratore Delegato

Dirigente preposto alla redazione dei documenti contabili societari

RSM

RSM Società di Revisione e Organizzazione Contabile S.p.A.

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Relazione della società di revisione indipendente sull'esame limitato della rendicontazione consolidata di sostenibilità ai sensi dell'art. 14-bis del D.Lgs. 27 gennaio 2010, n. 39

Agli Azionisti della **Indel B S.p.A.**

Conclusioni

Ai sensi dell'art. 8 del D.Lgs. 6 settembre 2024, n. 125 (di seguito anche il "Decreto"), siamo stati incaricati di effettuare l'esame limitato ("limited assurance engagement") della rendicontazione consolidata di sostenibilità del Gruppo Indel B (di seguito anche il "Gruppo") relativa all'esercizio chiuso al 31 dicembre 2024 predisposta ai sensi dell'art. 4 del Decreto, presentata nella specifica sezione della relazione sulla gestione.

Sulla base del lavoro svolto, non sono pervenuti alla nostra attenzione elementi che ci facciano ritenere che:

- la rendicontazione consolidata di sostenibilità del Gruppo Indel B relativa all'esercizio chiuso al 31 dicembre 2024 non sia stata redatta, in tutti gli aspetti significativi, in conformità ai principi di rendicontazione adottati dalla Commissione Europea ai sensi della Direttiva 2013/34/UE (*European Sustainability Reporting Standards*, di seguito anche "ESRS");
- le informazioni contenute nel paragrafo "Tassonomia" della rendicontazione consolidata di sostenibilità non siano state redatte, in tutti gli aspetti significativi, in conformità all'art. 8 del Regolamento (UE) n. 852 del 18 giugno 2020 (di seguito anche "Regolamento Tassonomia").

Elementi alla base delle conclusioni

Abbiamo svolto l'incarico di esame limitato in conformità al Principio di Attestazione della Rendicontazione di Sostenibilità – SSAE (Italia). Le procedure svolte in tale tipologia di incarico variano per natura e tempistica rispetto a quelle necessarie per lo svolgimento di un incarico finalizzato ad acquisire un livello di sicurezza ragionevole e sono altresì meno estese. Conseguentemente, il livello di sicurezza ottenuto in un incarico di esame limitato è sostanzialmente inferiore rispetto al livello di sicurezza che sarebbe stato ottenuto se fosse stato svolto un incarico finalizzato ad acquisire un livello di sicurezza ragionevole. Le nostre responsabilità ai sensi del Principio di Attestazione della Rendicontazione di Sostenibilità – SSAE (Italia) sono ulteriormente descritte nel paragrafo "*Responsabilità della società di revisione per l'attestazione sulla rendicontazione consolidata di sostenibilità*" della presente relazione.

Siamo indipendenti in conformità alle norme e ai principi in materia di etica e di indipendenza applicabili all'incarico di attestazione della rendicontazione consolidata di sostenibilità nell'ordinamento italiano.

La nostra società di revisione applica il Principio Internazionale sulla Gestione della Qualità (ISQM Italia 1) in base al quale è tenuta a configurare, mettere in atto e rendere operativo un sistema di gestione della qualità che includa direttive o procedure sulla conformità ai principi etici, ai principi professionali e alle disposizioni di legge e regolamentari applicabili.

Riteniamo di aver acquisito evidenze sufficienti e appropriate su cui basare le nostre conclusioni.

Altri aspetti

La rendicontazione consolidata di sostenibilità dell'esercizio chiuso al 31 dicembre 2024 contiene, nello specifico paragrafo "Tassonomia", le informazioni comparative di cui all'art. 8 del Regolamento Tassonomia riferite all'esercizio chiuso al 31 dicembre 2023, che non sono state sottoposte a verifica.

Responsabilità degli Amministratori e del Collegio Sindacale della Indel B S.p.A. per la rendicontazione consolidata di sostenibilità

Gli Amministratori sono responsabili per lo sviluppo e l'implementazione delle procedure attuate per individuare le informazioni incluse nella rendicontazione consolidata di sostenibilità in conformità a quanto richiesto dagli ESRS (di seguito il "processo di valutazione della rilevanza") e per la descrizione di tali procedure nel paragrafo "Analisi di doppia rilevanza" della rendicontazione consolidata di sostenibilità.

Gli Amministratori sono inoltre responsabili per la redazione della rendicontazione consolidata di sostenibilità, che contiene le informazioni identificate mediante il processo di valutazione della rilevanza, in conformità a quanto richiesto dall'art. 4 del Decreto, inclusa:

- la conformità agli ESRS;
- la conformità all'art. 8 del Regolamento Tassonomia delle informazioni contenute nel paragrafo "Tassonomia".

Tale responsabilità comporta la configurazione, la messa in atto e il mantenimento, nei termini previsti dalla legge, di quella parte del controllo interno ritenuta necessaria dagli Amministratori al fine di consentire la redazione di una rendicontazione consolidata di sostenibilità in conformità a quanto richiesto dall'art. 4 del Decreto, che non contenga errori significativi dovuti a frodi o a comportamenti o eventi non intenzionali. Tale responsabilità comporta altresì la selezione e l'applicazione di metodi appropriati per elaborare le informazioni nonché l'elaborazione di ipotesi e stime in merito a specifiche informazioni di sostenibilità che siano ragionevoli nelle circostanze.

Il Collegio Sindacale ha la responsabilità della vigilanza, nei termini previsti dalla legge, sull'osservanza delle disposizioni stabilite nel Decreto.

Limitazioni intrinseche nella redazione della rendicontazione consolidata di sostenibilità

Ai fini della rendicontazione delle informazioni prospettiche in conformità agli ESRS, agli Amministratori è richiesta l'elaborazione di tali informazioni sulla base di ipotesi, descritte nella rendicontazione consolidata di sostenibilità, in merito a eventi che potranno accadere in futuro e a possibili future azioni da parte del Gruppo. A causa dell'aleatorietà connessa alla realizzazione di qualsiasi evento futuro, sia per quanto concerne il concretizzarsi dell'accadimento sia per quanto riguarda la misura e la tempistica della sua manifestazione, gli scostamenti fra i valori consuntivi e le informazioni prospettiche potrebbero essere significativi.

L'informativa fornita dal Gruppo in merito alle emissioni di Scope 3 è soggetta a maggiori limitazioni intrinseche rispetto a quelle di Scope 1 e 2, a causa della scarsa disponibilità e della precisione relativa delle informazioni utilizzate per definire le informazioni sulle emissioni di Scope 3, sia di natura quantitativa sia di natura qualitativa, relative alla catena del valore.

Responsabilità della società di revisione per l'attestazione sulla rendicontazione consolidata di sostenibilità

I nostri obiettivi sono pianificare e svolgere procedure al fine di acquisire un livello di sicurezza limitato che la rendicontazione consolidata di sostenibilità non contenga errori significativi, dovuti a frodi o a comportamenti o eventi non intenzionali, ed emettere una relazione contenente le nostre conclusioni. Gli errori possono derivare da frodi o da comportamenti o eventi non intenzionali e sono considerati significativi qualora ci si possa ragionevolmente attendere che essi, singolarmente o nel loro insieme, siano in grado di influenzare le decisioni degli utilizzatori prese sulla base della rendicontazione consolidata di sostenibilità.

Nell'ambito dell'incarico finalizzato ad acquisire un livello di sicurezza limitato in conformità al Principio di Attestazione della Rendicontazione di Sostenibilità – SSAE (Italia), abbiamo esercitato il giudizio professionale e abbiamo mantenuto lo scetticismo professionale per tutta la durata dell'incarico.

Le nostre responsabilità includono:

- la considerazione dei rischi per identificare l'informativa nella quale è probabile che si verifichi un errore significativo, sia dovuto a frodi o a comportamenti o eventi non intenzionali;
- la definizione e lo svolgimento di procedure per verificare l'informativa nella quale è probabile che si verifichi un errore significativo. Il rischio di non individuare un errore significativo dovuto a frodi è più elevato rispetto al rischio di non individuare un errore significativo derivante da comportamenti o eventi non intenzionali, poiché la frode può implicare l'esistenza di collusioni, falsificazioni, omissioni intenzionali, rappresentazioni fuorvianti o forzature del controllo interno;
- la direzione, la supervisione e lo svolgimento dell'esame limitato della rendicontazione consolidata di sostenibilità e l'assunzione della piena responsabilità delle conclusioni sulla rendicontazione consolidata di sostenibilità.

Riepilogo del lavoro svolto

Un incarico finalizzato ad acquisire un livello di sicurezza limitato comporta lo svolgimento di procedure per ottenere evidenze quale base per la formulazione delle nostre conclusioni.

Le procedure svolte si sono basate sul nostro giudizio professionale e hanno compreso colloqui, prevalentemente con il personale della Indel B S.p.A. responsabile per la predisposizione delle informazioni presentate nella rendicontazione consolidata di sostenibilità, nonché analisi di documenti, ricalcoli e altre procedure volte all'acquisizione di evidenze ritenute utili.

Abbiamo svolto le seguenti principali procedure:

- comprensione del modello di *business*, delle strategie del Gruppo e del contesto in cui opera con riferimento alle questioni di sostenibilità;
- comprensione del processo posto in essere dal Gruppo per l'identificazione e la valutazione degli impatti, rischi e opportunità ("IRO") rilevanti, in base al principio di doppia rilevanza, in relazione alle questioni di sostenibilità e, sulla base delle informazioni ivi acquisite, svolgimento di considerazioni in merito a eventuali elementi contraddittori emersi che possono evidenziare l'esistenza di questioni di sostenibilità non considerate dal Gruppo nel processo di valutazione della rilevanza. In particolare, prevalentemente attraverso indagini, osservazioni e ispezioni, abbiamo compreso come il Gruppo:
    - ha tenuto conto degli interessi e delle opinioni dei portatori d'interesse coinvolti;

- ha identificato gli IRO relativi alle questioni di sostenibilità, e ne abbiamo riscontrato la coerenza con la nostra conoscenza del Gruppo e del contesto in cui opera;
- ha definito e valutato gli IRO rilevanti attraverso l'analisi delle soglie di rilevanza qualitative e quantitative dallo stesso determinate.

– comprensione dei processi che sottendono alla generazione, rilevazione e gestione delle informazioni qualitative e quantitative incluse nella rendicontazione consolidata di sostenibilità, ivi inclusa l'analisi del perimetro di rendicontazione attraverso interviste e colloqui con il personale del Gruppo e svolgimento di limitate verifiche documentali;

– identificazione dell'informativa associata ad un rischio di errore significativo;

– definizione e svolgimento delle procedure, basate sul nostro giudizio professionale, per rispondere ai rischi di errore significativi identificati:

  - per le informazioni raccolte a livello di Gruppo:
    - svolgimento di indagini e limitate verifiche con riferimento alle informazioni qualitative e, in particolare, alle politiche, alle azioni e agli obiettivi inerenti alle questioni di sostenibilità;
    - svolgimento di procedure di analisi comparativa, ispezioni, osservazioni e ricalcoli su base campionaria con riferimento alle informazioni quantitative;
  - per le informazioni raccolte a livello di società controllata, effettuazione delle visite in loco presso Indel B S.p.A. e Condor B S.r.l.. Tali società controllate sono state selezionate sulla base delle loro attività e del loro contributo alle metriche della rendicontazione consolidata di sostenibilità. Nel corso di tali visite abbiamo effettuato colloqui con il personale del Gruppo e acquisito riscontri documentali in merito alla determinazione delle metriche;

– comprensione del processo posto in essere dal Gruppo per identificare le attività economiche ammissibili e determinarne la natura allineata in base alle previsioni del Regolamento Tassonomia, e verifica della relativa informativa inclusa nella rendicontazione consolidata di sostenibilità;

– riscontro delle informazioni riportate nella rendicontazione consolidata di sostenibilità con le informazioni contenute nel bilancio consolidato del Gruppo ai sensi del quadro sull'informativa finanziaria applicabile o con i dati contabili utilizzati per la redazione del bilancio consolidato stesso o con i dati gestionali di natura contabile;

– verifica della conformità agli ESRS della struttura e della presentazione dell'informativa inclusa nella rendicontazione consolidata di sostenibilità;

- ai sensi dell'art. 9-bis, comma 8-ter, del D.Lgs. 27 gennaio 2010, n. 39, scambio con il revisore legale incaricato della revisione legale del bilancio consolidato del Gruppo di ogni informazione attinente alla verifica degli elementi di collegamento della rendicontazione consolidata di sostenibilità con il bilancio consolidato, necessaria allo svolgimento del nostro incarico;
- ottenimento della lettera di attestazione.

Milano, 28 aprile 2025

RSM Società di Revisione e Organizzazione Contabile S.p.A.

Pierpaolo Pagliarini

Pierpaolo Pagliarini
(Socio – Revisore Legale)

2024

SEPARATE FINANCIAL STATEMENTS

As at 31 December 2024

SEPARATE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2024

1. Financial statements of Indel B s.p.a.

1.1. Statement of financial position

(In units of Euro)		Financial year ended 31 December					
	Notes	2024	Of which related parties	% weight	2023	Of which related parties	% weight
ASSETS							
Non-current assets							
Intangible assets	2.6.1	263,371	-	-	374,927	-	-
Property, plant and machinery	2.6.2	27,070,409	-	-	26,911,328	-	-
Right of use	2.6.3	2,217,057	1,965,044	89%	2,400,170	2,277,360	95%
Equity investments	2.6.4	38,505,490	38,505,490	100%	38,815,226	38,815,226	100%
Other equity investments	2.6.5	66,042	-	-	66,042	-	-
Financial assets assets	2.6.6	4,385,023	4,385,023	100%	2,042,987	2,042,987	100%
Other receivables and other non-current assets	2.6.7	93,520	50,398	54%	171,823	50,398	29%
Deferred tax assets	2.6.8	962,910	-	-	1,191,254	-	-
Total non-current assets		73,563,822	44,905,955	61%	71,973,757	43,185,971	60%
Current assets							
Inventories	2.6.9	43234466	-	-	39,416,758	-	-
Trade receivables	2.6.10	23,009,470	1,418,610	6%	25,126,193	2,248,760	9%
Cash and cash equivalents	2.6.11	8,587,012	-	-	31,533,800	-	-
Income tax receivables	2.6.17	703,691	-	-	1,335,665	-	-
Current financial assets	2.6.6	1,082,203	1,048,128	97%	1,549,353	1,425,339	92%
Other receivables and other current assets	2.6.7	1,939,338	-	-	3,877,489	-	-
Total current assets		78,556,180	2,466,738	3%	102,839,258	3,674,099	4%
Total assets		152,120,002	47,372,692	31%	174,813,015	46,860,070	27%

SHAREHOLDERS' EQUITY AND LIABILITIES							
Shareholders' Equity							
Share capital		5,842,000	-	-	5,842,000	-	-
Reserves		82,099,228	-	-	90,277,925	-	-
Profit/(loss) for the year		7,218,071	-	-	4,914,687	-	-
Total shareholders' equity	2.6.12	95,159,299	-	-	101,034,612	-	-
Non-current liabilities							
Provisions for risks and charges	2.6.13	1,510,535	146,144	10%	2,590,618	339,703	13%
Employee benefits	2.6.14	625,771	-	-	634,333	-	-
Financial liabilities assets	2.6.15	8,304,422	1,749,395	21%	14,456,539	2,064,401	14%
Other non-current liabilities	2.6.18	64,912	-	-	92,126	-	-
Total non-current liabilities		10,505,640	1,895,539	18%	17,773,616	2,404,104	14%
Current liabilities							
Trade payables	2.6.16	25,900,701	859,141	3%	24,868,350	1,358,043	5%
Income tax payables	2.6.17	-	-	-	-	-	-
Current financial liabilities	2.6.15	14,447,737	174,050	1%	24,835,783	169,309	1%
Other current liabilities	2.6.18	6,106,625	677,433	2%	6,300,654	609,945	10%
Total current liabilities		46,455,063	1,710,623	4%	56,004,787	2,137,297	4%
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		152,120,002	3,606,162	2%	174,813,015	4,541,401	3%

1.2. Income statement

(In units of Euro)		Financial year ended 31 December					
	Notes	2024	Of which related parties	% weight	2023	Of which related parties	% weight
Revenues *of which non-recurring*	2.7.1	121,457,897 *40,000*	14,103,768	12%	143,920,861 -	18,841,625	13%
Other Revenues and income	2.7.2	3,454,348	1,249,188	36%	4,994,543	978,640	20%
Total revenues		**124,912,245**			**148,915,404**		
Purchases and consumption of raw materials, semi-finished and finished products	2.7.3	(70,553,764)	(4,086,654)	6%	(91,075,747)	(5,506,847)	6%
Costs for services *of which non-recurring*	2.7.4	(18,890,241) *(348,147)*	(732,194)	4%	(17,540,072) *(20,800)*	(682,940)	2%
Personnel costs *of which non-recurring*	2.7.5	(23,226,350) *(146,144)*	(2,143,598)	9%	(22,912,565) *(34,067)*	(1,879,122)	9%
Other operating costs	2.7.6	(752,590)	(1,390)	0%	(2,473,139)	(15,782)	1%
Amortisation, depreciation, provisions and write-downs *of which non-recurring*	2.7.7	(4,746,607) *(1,075,000)*	(318,372)	7%	(8,821,239) *(3,830,000)*	(317,861)	4%
EBIT		**6,742,693**			**6,092,642**		
Finance income	2.7.8	716,274	105,341	15%	921,858	129,620	14%
Financial costs	2.7.8	(990,824)	(46,335)	5%	(1,698,379)	(52,418)	3%
Income (costs) from equity investments	2.7.9	3,040,130	3,040,130	100%	1,985,748	1,985,748	100%
Pre-tax profit (loss)		**9,508,273**			**7,301,869**		
Income tax	2.7.10	(2,290,202)			(2,387,182)		
Profit/(loss) for the year		**7,218,071**			**4,914,687**		
Basic and diluted earnings per share (in Euro)	2.8	*1.33*			*0.87*		

1.3. Statement of comprehensive income

(In units of Euro)	Financial year ended 31 December 2024	Financial year ended 31 December 2023
Profit/(loss) for the year (A)	**7,218,071**	**4,914,687**
Actuarial gains/(losses) on employee benefits and provision for agents' leaving indemnities	40,131	(24,422)
Tax effect - Actuarial gains/(losses) on employee benefits and provision for agents' leaving indemnities	(10,783)	5,681
Total items that will not be subsequently reclassified to the income statement	**29,348**	**(18,741)**
Total other comprehensive income components, net of the tax effect (B)	**29,348**	**(18,741)**
Total profit for the year (A)+(B)	**7,247,419**	**4,895,947**
Basic and diluted earnings per share (in Euro)	*1.33*	0.87

1.4. Statement of changes in shareholders' equity

(In units of Euro)	Notes	Share capital	Reserves	Profit/(loss) for the year	Total shareholders' equity
Balance as at 1 January 2023	2.6.12	5,842,000	83,755,396	11,607,604	101,205,000
Allocation of previous year's profit/(loss)		-	11,607,604	(11,607,604)	-
Transactions with shareholders:					
Distribution of dividends		-	(4,514,067)	-	(4,514,067)
Share capital increase		-	-	-	-
Purchase of treasury shares		-	(552,268)	-	(552,268)
Change in the consolidation area		-	-	-	-
Total transactions with shareholders		-	(5,066,335)	-	(5,066,335)
Comprehensive income for the year:					
Profit/(loss) for the year		-	-	4,914,687	4,914,687
Actuarial gains/(losses) on employee benefits and provision for agents' leaving indemnities, net of tax effect		-	(18,741)	-	(18,741)
Total comprehensive income for the year		-	(18,741)	4,914,687	4,895,946
Balance as at 31 December 2023	2.6.12	5,842,000	90,277,925	4,914,687	101,034,612
Allocation of previous year's profit/(loss)		-	4,914,687	(4,914,687)	-
Transactions with shareholders:					
Distribution of dividends		-	(4,488,370)	-	(4,488,370)
Share capital increase		-	-	-	-
Purchase of treasury shares		-	(8,634,361)	-	(8,634,361)
Change in the consolidation area		-	-	-	-
Total transactions with shareholders		-	(13,122,731)	-	(13,122,731)
Comprehensive income for the year:					
Profit/(loss) for the year		-	-	7,218,071	7,218,071
Actuarial gains/(losses) on employee benefits and provision for agents' leaving indemnities, net of tax effect		-	29,348	-	29,348
Total comprehensive income for the year		-	29,348	7,218,071	7,247,418
Balance as at 31 December 2024	2.6.12	5,842,000	82,099,228	7,218,071	95,159,299

1.5. Statement of cash flows

(In units of Euro)	Notes	Financial year ended 31 December 2024	2023
Operating activities			
Pre-tax profit (loss)		9,508,273	7,301,869
Adjustments for:			
Depreciation of property, plant and machinery and amortisation of intangible assets	2.6.1 2.6.2	3,333,318	3,146,018
Bad debt provisions	2.6.10	43,110	50,469
Provisions for risks and charges	2.6.13	441,324	1,831,760
Provisions/(Releases) for inventory obsolescence	2.6.9	427,000	100,000
Write-downs of equity investments	2.6.4 2.6.5	1,075,000	3,830,000
Net finance (income)/costs	2.7.8	(2,765,580)	(1,209,227)
Net exchange rate differences		(90,001)	308,180
Other non-monetary components		(176,972)	(39,000)
Cash flows from operations before changes in working capital		11,795,472	15,320,069
Cash flow provided by/(used in) changes in working capital		323,988	17,680,551
- Trade receivables and other assets	2.6.7 2.6.8 2.6.10	3,988,098	15,640,970
- Inventories	2.6.9	(4,244,708)	8,464,490
- Trade payables and other liabilities	2.6.16 2.6.17	580,598	(6,424,910)
Taxes paid		(1,145,706)	(2,222,266)
Finance income received		511,042	83,502
Finance costs paid		(937,679)	(831,433)
Use of provisions		(1,289,136)	(726,788)
Realised net exchange rate differences		176,440	(605,656)
Cash flow provided by/(used in) operating activities (A)		9,434,421	28,697,851
of which related parties:		*9,369,988*	*12,746,804*

Investment activities			
Net investments in property, plant and machinery and intangible assets	2.6.1 2.6.2	(3,197,729)	(6,906,214)
Change in financial receivables		7,887	(46,955)
Investments in equity investments	2.6.4	(306,000)	-
Dividends collected	2.7.9	3,040,130	1,985,748
Cash flow provided by/(used in) investing activities (B)		(455,713)	(4,967,421)
of which related parties:		*2,734,130*	*1,985,748*
Financing activities			
Taking out mortgages and loans	2.6.15	13,000,000	17,000,000
Repayment of mortgages and loans	2.6.15	(29,077,453)	(19,941,896)
Dividends paid	2.6.12	(4,488,370)	(4,514,067)
Purchase of treasury shares	2.6.12	(8,634,361)	(552,267)
Other changes in financial assets	2.6.6	(2,342,038)	457,013
Changes in liabilities for right of use	2.6.15	(173,757)	(363,213)
Other changes in financial liabilities	2.6.15	(339,272)	508,480
Cash flow provided by/(used in) financing activities (C)		(32,055,252)	(7,405,950)
of which related parties:		*(2,734,090)*	*233,438*
Increase/(decrease) in cash and cash equivalents (A)+(B)+(C)		(23,076,542)	16,324,480
Cash and cash equivalents at beginning of the year	2.6.11	31,533,800	15,315,119
Net effect of translating cash and cash equivalents denominated in foreign currencies		129,754	(105,799)
Cash and cash equivalents at end of the year	2.6.11	8,587,012	31,533,800

2. Explanatory notes to the financial statements

2.1. General information

INDEL B S.p.A. (hereinafter referred to as "INDEL B" or the "Company") is a company established and domiciled in Italy, with its registered and administrative office in Sant'Agata Feltria, Via Sarsinate 27, and organised under the laws of the Italian Republic.

The Company operates in the mobile refrigeration market applicable to the "Automotive" segments, which includes the production of a wide range of products such as mobile refrigerators, vehicle air conditioning systems for minibuses, industrial vehicles as well as special vehicles (e.g. ambulances, mobile clinics, civil defence vehicles, medicine transport vehicles, trams and trains) and refrigeration systems for the transport of foodstuffs at controlled temperatures. These systems are intended for large manufacturers, processing companies/body-builders as well as multi-market distributors in the "Leisure time" and in the "Hospitality" refrigeration market. The company is also active in the "parking" air-conditioning market for industrial vehicles and in the "Cooling Appliances" market, which mainly include wine cellars for storing wine and small refrigerators for storing milk.

As at 31 December 2024, 68.33% of the share capital of the Company of Euro 5,842,000 was held by Amp. Fin. S.r.l., with registered office in Pesaro, 9.75% is represented by treasury shares, 5.05% is held by Praud Assets Management Limited and 16.87% is free float on the EXM market of Borsa Italiana.

This document was approved by the Board of Directors of the Company on 17 April 2025 and was audited by PricewaterhouseCoopers S.p.A.

2.2. Summary of the adopted accounting standards

The main accounting policies and standards applied in the preparation of the Financial Statements are set out below.

2.2.1. Basis of preparation

The Financial Statements were prepared in accordance with EU-IFRS, i.e. all the "International Financial Reporting Standards", all the "International Accounting Standards" (IAS) and all the interpretations of the "International Reporting Interpretations Committee" (IFRIC), previously known as the "Standard Interpretations Committee" (SIC), which, at the end of the reporting period, were approved by the European Union in accordance with the procedure envisaged by Regulation (EC) no. 1606/2002 of the European Parliament and European Council of 19 July 2002. The IFRSs were applied consistently to all periods presented.

The Financial Statements were prepared on a going concern basis, assessed by the directors with reference to a period of at least 12 months as from the balance sheet date.

The Financial Statements were drawn up in Euro, the Company's functional currency. The amounts reported in the statement of financial position, income statement and statement of comprehensive income are expressed in Euro, while the amounts reported in the statement of cash flows, statement of changes in shareholders' equity and in the detailed tables included in the explanatory notes are expressed in thousands of Euros, unless otherwise indicated. The financial statements and related classification criteria adopted by the Company as part of the options envisaged by IAS 1 - Presentation of Financial Statements are shown below:

- The statement of financial position was prepared by classifying assets and liabilities on a "current/non-current" basis;

- The income statement was prepared separately from the statement of comprehensive income, and was prepared by classifying operating costs by nature;

- The statement of comprehensive income includes, in addition to the result for the year, other changes in shareholders' equity items attributable to transactions not implemented with the Company's shareholders;

- The statement of cash flows was prepared by presenting cash flows generated by operating activities according to the "indirect method".

2.2.2. Accounting standards

The accounting standards and policies adopted for the preparation of the Separate Financial Statements as at 31 December 2024 are consistent with those used for the preparation of the Consolidated Financial Statements as at 31 December 2024, for which reference is made for further information to paragraph "2.2.2 Accounting standards" of the Notes to the Consolidated Financial Statements.

IFRS accounting standards, amendments and interpretations applicable as from 1 January 2024

The measurement criteria used for the preparation of the consolidated financial statements as at 31 December 2024 do not differ from those used for the preparation of the consolidated financial statements for the year ended 31 December 2023, with the exception of the new accounting standards, amendments and interpretations effective from 1 January 2024 set out below:

Amendments to IAS 1 - Presentation of Financial Statements:

- classification of liabilities as current or non-current. This amendment requires companies to classify a liability as "non-current" when it has the unconditional right to defer payment for at least twelve months after the reporting date. The International Accounting Standards Board (IASB) has removed the requirement for the right to be "unconditional";

- non-current liabilities with covenants, with which the IASB reconfirmed that only the covenants that a company must comply with at or before the financial statements date affect the classification of a liability as current or non-current. Covenants referring to a later period do not affect this classification, however, companies are required to disclose useful information to help stakeholders understand that there may be a risk that such liabilities may become due within twelve months of the financial statements date.

Amendments to IAS 7 and IFRS 7- Statement of cash flows and financial instruments:

The document requires an entity to provide additional disclosures about reverse factoring arrangements that enable users of financial statements to evaluate how financial arrangements with suppliers may affect the entity's liabilities and cash flows and to understand the effect of those arrangements on the entity's exposure to liquidity risk. These amendments describe the terms of an arrangement for which an entity is required to disclose information, with two objectives: to include in the notes to the financial statements information that enables stakeholders to evaluate how the supplier's loan arrangements affect an entity's liabilities and cash flows and to understand the effect of the supplier's loan arrangements on the entity's exposure to liquidity risk and how the entity might be affected if the arrangements were no longer available.

Amendments to IFRS 16 - Leases and Lease Liabilities in Leaseback Sales

In sale and leaseback transactions, the measurement of liabilities arising from a sale and leaseback transaction is specified to ensure that the seller-lessee does not recognise any amount of profit or loss that relates to the right of use it retains.

Amendments to IAS 12 - Income Taxes

Change regarding deferred taxes relating to assets and liabilities arising from a single transaction, to specify how companies should account for deferred taxes on transactions such as leases and decommissioning obligations and other transactions for which companies recognise both an asset and a liability.

International Tax Reform - Pillar Two model rules

With regard to the Pillar Two model, it should be noted that Italian Legislative Decree No. 209 of 27 December 2023 assimilated Directive No. 2022/EU/2523 on "Global minimum tax" at national level, with the aim of guaranteeing a minimum level of taxation, at the rate of 15% for each jurisdiction of location, in the context of multinational groups and domestic groups with revenues in excess of Euro 750 million established in the European Union. The regulation originates from the rules formulated in connection with the OECD and is known as "Pillar II". In 2024, the Group did not exceed this threshold. Following the issuance of the above legislation, the IASB amended IAS 12 to specify the presentation of income taxes in connection with Pillar II. The amendments to IAS 12 relate, in particular, to the introduction of a temporary exception to the recognition requirements for deferred tax assets and liabilities relating to Pillar II Model Rules for entities affected by the international reform, which envisages, as an exception to the provisions of IAS 12, the non-recognition in the accounts or non-provision of information on deferred tax assets and liabilities relating to Pillar II income taxes.

IFRS and IFRIC accounting standards, amendments and interpretations endorsed by the European Union, not yet mandatorily applicable and not adopted in advance by the Company as at 31 December 2024

At the balance sheet date, the competent bodies of the European Union have approved the adoption of the following accounting standards and amendments, which have not yet been adopted by the company:

Amendments to IAS 21 - The Effects of Changes in Foreign Exchange Rates: Lack of convertibility. The document requires an entity to apply a method to be applied consistently in order to verify whether one currency can be converted into another and, when this is not possible, how to determine the exchange rate to be used. In addition, when a currency is not convertible, an entity must disclose information that allows users of its financial statements to assess how the lack of convertibility of a currency affects, or is expected to affect, its financial performance, financial position and cash flows.

IFRS accounting standards, amendments and interpretations not yet endorsed by the European Union and not adopted in advance by the Company

As of the date of this document, the competent bodies of the European Union have not yet completed the endorsement process necessary for the adoption of the amendments and principles described below:

Introduction IFRS 18 - Presentation and Disclosure in Financial Statements, will provide investors with more transparent and comparable information on the financial performance of companies, thus enabling better investment decisions. This standard will affect all companies that use the IFRS. The new standard introduces three new requirements to improve the reporting of the financial performance of companies and provide investors with a better basis for analysing and comparing companies:

- introduction of three new cost and revenue categories to improve the income statement structure (operating, investment and financial) and new subtotals including EBIT;
- greater transparency of performance measures defined by management;
- more efficient grouping of information in the financial statements.

Introduction IFRS 19 - Disclosure relating to Subsidiaries without Public Accountability. This standard will simplify the requirements in terms of the information to be disclosed in the explanatory notes to the financial statements for subsidiaries of groups that apply the international accounting standards, thereby also facilitating the transition to these standards of companies that apply local GAAP for the preparation of their financial statements.

The new standard allows subsidiaries, which previously adopted two lines of accounting records to meet local and international standard requirements, to maintain a single line of accounting records to meet the needs of both the parent company adopting international accounting standards and the users of their financial statements by reducing their disclosure requirements.

Amendments to IFRS 9 and IFRS 7:

Contracts relating to electricity dependent on nature. The amendments aim to support entities in reporting the financial effects of purchase agreements for electricity generated from renewable sources (often structured as Power Purchase Agreements). On the basis of these agreements, the amount of electricity generated and purchased can vary depending on uncontrollable factors such as weather conditions. The IASB made targeted amendments to IFRS 9 and IFRS 7. The amendments include:

- a clarification regarding the application of the “own use” requirements to this type of agreement;

- criteria for allowing such agreements to be accounted for as hedging instruments and new disclosure requirements to enable users of financial statements to understand the effect of these agreements on an entity's financial performance and cash flows.

This amendment shall apply as from the financial statements for years beginning on or after 1 January 2026.

Classification and measurement of financial instruments. The amendments concern a number of problematic aspects that have emerged from the post-implementation review of IFRS 9, including the accounting treatment of financial assets where returns vary when ESG objectives are met (i.e. green bonds). In particular, the amendments aim to:

- clarify the classification of financial assets with variable returns and linked to environmental, social and corporate governance (ESG) objectives and the criteria to be used for the SPPI test;

- determine that the date of settlement of liabilities through electronic payment systems is the date on which the liability is extinguished. However, an entity is permitted to adopt an accounting policy to allow a financial liability to be derecognised before delivering cash on the settlement date under certain specified conditions.

With these amendments, the IASB has also introduced additional disclosure requirements concerning in particular investments in equity instruments designated as FVOCI.

Furthermore, on 18 July 2024, the IASB published a document called “Annual Improvements Volume 11”. The document includes clarifications, simplifications, corrections and changes aimed at improving the consistency of several IFRS Accounting Standards, including:

- IFRS 1 First-time Adoption of International Financial Reporting Standards;

- IFRS 7 Financial Instruments: Disclosures and related guidance on the implementation of IFRS 7;

- IFRS 9 Financial Instruments;

- IFRS 10 Consolidated Financial Statements; and

- IAS 7 Statement of Cash Flows.

The application of the above standards has not had a material impact on Indel B's financial position, the results of the operations and of the cash flows.

Indel B has not adopted in advance new standards, interpretations or amendments that have been issued but are not yet effective. Indel B is also analysing these standards and considering whether their adoption will have a significant impact on the Financial Statements.

2.3. Measurement bases of financial statement items

The measurement bases adopted in the preparation of the Financial Statements as at 31 December 2024 are consistent with those used in the preparation of the Consolidated Financial Statements, to which reference is made, except for the measurement bases set out below.

2.3.1. Equity investments in subsidiaries, jointly controlled entities and associates

The equity investments in subsidiaries, jointly controlled entities and associates are recognised at acquisition or establishment cost. If there is any indication of impairment, recoverable amount is tested by comparing the carrying amount with the higher of the value in use, determined by discounting the future cash flows, where possible, of the equity investment, and the hypothetical sales value, determined on the basis of recent transactions or market multiples. The portion of losses in excess of the carrying amount is recognised in a special provision under liabilities to the extent that the company deems there to be a legal or implicit obligations to cover losses and in any case within the limits of shareholders' equity. If the subsequent performance of the impaired investee shows an improvement such that the reasons for the impairment no longer apply, the equity investments are revalued within the limits of the impairment losses recognised in prior years. Dividends from subsidiaries and associates are recognised in the income statement in the year in which they are approved.

2.3.2. Related parties

Related parties are defined as those that share the same parent company with Indel B, those companies that directly or indirectly control, are controlled by, or are subject to joint control by the Company and those in which the Company holds an interest such that it can exercise significant influence. The definition of related parties also includes key management personnel and their close family members. Key management executives are those who have the power and responsibility, directly or indirectly, for planning, directing, controlling the activities of the Company and include the relevant directors.

2.3.3. Use of estimates

The preparation of the financial statements requires the directors to apply accounting standards and methods that, in certain circumstances, are based on difficult and subjective evaluations and estimates based on historical experience and assumptions that are from time to time considered reasonable and realistic depending on the relevant circumstances. The application of these estimates and assumptions affects the amounts reported in the financial statements, such as the statement of financial position, income statement and statement of cash flows, as well as the disclosures made. The actual results of items in the financial statements for which the aforementioned estimates and assumptions have been used may differ from those reported in the financial statements due to the uncertainty surrounding the assumptions and conditions on which the estimates are based.

The most significant accounting standards that require greater subjectivity by the directors in making estimates and for which a change in the conditions underlying the assumptions used could have a significant impact on the financial data presented are briefly described below.

- Equity investments in subsidiaries, jointly controlled entities and associates: the Company carries out an annual analysis of whether there are any indicators of impairment in respect of equity investments held in subsidiaries, jointly controlled entities and associates. Where there are indications of impairment, an impairment test is carried out to assess the recoverability of the amounts recognised in the financial statements.

- Depreciation of property, plant and machinery and amortisation of intangible assets: the cost of property, plant and machinery and intangible assets is depreciated/amortised on a straight-line basis over the estimated useful life of each asset. The economic useful life of property, plant and machinery and intangible assets is determined at the time they are acquired and is based on past experience for similar assets, market conditions and advances with regard to future events that could have an impact, including changes in technology. Therefore, the actual economic life can differ from the estimated useful life. The Company assesses annually changes in technology and industry, any changes in contractual conditions and regulations in force related to the use of property, plant and machinery and intangible assets, and the recovery value to update the remaining useful life. The result of these analyses can change the amortisation/depreciation period and thus also the amortisation/depreciation charge for the year and future years.

- Provisions for product guarantee costs: the calculation of provisions for costs related to guarantee services is affected by estimates made by management that are based on historical data. In certain special circumstances, these estimates may therefore not reflect forward-looking events that differ significantly from what has occurred in the past.

- Valuation of receivables: trade receivables are adjusted by the relevant bad debt provision to reflect their actual recoverable amount. The determination of the amount of the write-downs made requires the directors to make subjective assessments based on the documentation and information available, including on the customer's solvency, as well as on experience and historical trends.

- Provisions for risks: the identification of the existence or non-existence of a current (legal or implicit) obligation is sometimes difficult to determine. The directors assess these phenomena on a case-by-case basis, together with an estimate of the amount of economic resources required to fulfil the obligation. When the directors consider that the occurrence of a liability is only possible, the risks are disclosed in the appropriate information section on commitments and risks, without giving rise to any provision.

- Recovery of anticipated tax assets: deferred tax assets are recognised with reference to income components with deferred tax deductibility, for an amount whose recovery in future years is deemed by the Directors to be highly probable. If it is found in the future that the Company is unable to recover all or part of the deferred tax assets recognised in the financial statements, the relevant adjustment will be recognised in the Income statement.

2.4. Typology and procedures for the management of financial risks

The Company's business is exposed to a number of financial risks that can affect its financial position, the results of the operations and of the cash flows.

The main types of such risks are set out below:

- market risk, arising from exposure to fluctuations in exchange rates and interest rates and to changes in the price of certain materials used to supply products;
- credit risk, arising from the possibility that one or more counterparties may become insolvent;
- liquidity risk, arising from the Company's failure to obtain the required financial resources to meet short-term financial commitments.

The operational management of the aforementioned risks is divided among the various organisational units to which the individual types of risk are functionally assigned.

Moreover, the main financial risks are reported and discussed in order to create the conditions for hedging and insuring them as well for assessing any residual risk.

The significance of the Company's exposure to the various financial risk categories identified is discussed below.

Market risk

- #### Currency risk

The exposure to the risk of changes in exchange rates arises from the Company's business activities carried out in currencies other than the euro. Revenues and costs denominated in foreign currencies can be affected by exchange rate fluctuations with an impact on trade margins (economic risk), just as trade payables and receivables in foreign currencies can be affected by the conversion rates used, with an impact on the economic result (transaction risk).

The main exchange ratio to which the Company is exposed is the Euro/US Dollar (USD) ratio, with reference mainly to cash held in USD and purchases and sales made in USD.

With reference to the currency risk, a sensitivity analysis was carried out to determine the effect on the income statement and shareholders' equity that would result from a 10% appreciation/depreciation of the Euro against the US dollar, while keeping other variables unchanged. The analysis was carried out considering cash and cash equivalents as well as trade receivables and trade payables at the end of the financial year.

As at 31 December 2024, the Company had not used derivative financial instruments to hedge currency risk.

The table below shows the results of the analysis carried out:

Currency risk	Impact on profit and shareholders' equity, net of tax effect	
(in thousands of Euros)	USD	
Sensitivity analysis	-10%	+10%
Financial year ended 31 December 2024	322	(264)
Financial year ended 31 December 2023	202	(165)

Note: the positive sign indicates a higher profit and an increase in shareholders' equity; the negative sign indicates a lower profit and a decrease in shareholders' equity; the negative percentage sign an appreciation, the positive percentage sign a depreciation of the dollar.

- Interest rate risk

The interest rate risk derives from the possible increase in net finance costs as a result of unfavourable changes in market rates on floating-rate financial positions, which expose the Company to a “cash flow” risk arising from interest rate volatility.

The interest rate risk to which the Company is exposed mainly derives from outstanding mortgages and bank loans.

Fixed-rate payables expose the Company to fair value risk in relation to changes in the fair value of the payable related to market changes in reference rates.

In order to limit the cash flow risk related to variable-rate indebtedness, the Company's decision during the financial period was essentially oriented towards the use of fixed-rate financial indebtedness. Furthermore, during

2024, since the Company had cash and cash equivalents, it invested them in a number of time deposits with an average duration of three months at fixed interest rates in order to maximise financial management.

It should be noted that the Company does not use interest rate derivatives ("Interest Rate Swaps") to hedge interest rate risk.

- Price risk

The Company's production costs are affected by the price trends of the main raw materials used such as, in particular, metals and plastics. The price of such materials varies depending on a number of factors, many of which are beyond the Company's control and difficult to predict.

With reference to the purchases made by the Company on the Chinese market and denominated in USD or Euro, it is also exposed to a price risk due to the development of the exchange rate with the local currency; the price of products purchased in USD or Euro can vary based on the exchange rate of the local currency (Renminbi) against the US dollar and the Euro, respectively, in accordance with customary commercial practices in the Chinese market.

The Company's strategy is to reduce the risk of price increases of goods or raw materials by entering into fixed-price supply contracts on the one hand and by contractually renegotiating the prices charged to After Market customers (Automotive dealers and installers and Hospitality market and Leisure time customers) on the other hand, while the OEM (Original Equipment Manufacturer) component of revenues shows a greater rigidity of contractual price conditions.

The company was able to source and purchase raw materials and semi-finished products in sufficient quantities to meet its requirements and maintain its quality standards. With respect to the year ended 31 December 2024, the Company has not adopted any form of volatility risk hedging for raw material costs.

- Credit risk

Credit risk is the risk that the Company will suffer a financial loss as a result of a third party defaulting on a payment obligation.

With reference to counterparty risk, cash and cash equivalents are held at primary banking and financial institutions, while the risk related to normal commercial transactions is monitored by the Company's management with the aim of minimising the counterparty risk, which is mainly related to payment extensions granted in relation to the sale of products and services, based on historical information on the insolvency rates of the counterparties themselves. The strategies to manage this risk consist in selecting its customers also on the basis of solvency criteria, in using internal procedures to assess their creditworthiness, and, to a certain extent, in insuring its receivables and using letters of credit to guarantee the successful completion of collections.

Specifically, the information obtained when creating personal data is used for the purpose of assigning specific commercial credit lines and requesting specific insurance to cover the credit line. The credit lines and insured amounts are then periodically monitored and, if necessary, updated to reflect the most recent information obtained.

After this allocation and monitoring phase, in order to contain the risk and reduce days of payment, sales orders received are analysed to determine whether they exceed the allocated credit limit and/or whether they are overdue. Finally, a payment reminder system is initiated on a periodic basis in case of exposures past due by more than 30 days.

The impact of the top 10 customers on the Company's total trade receivables as at 31 December 2024 was 63% (57% as at 31 December 2023). The following table shows the analysis of past due and not impaired trade receivables as at 31 December 2024 and 2023:

Trade receivables by maturity	Breakdown of trade receivables by maturity				
(in thousands of Euros)	31 December 2024	Falling due	Past due within 90 days	Past due from 90 to 180 days	Past due for more than 180 days
Trade receivables before provision	23,313	22,146	1,086	64	17
Bad debt provision	(304)	-	(240)	(64)	-
Total trade receivables	23,009	22,146	846	-	17

Most of the past due items are related to positions past due within 90 days. In the past due for more than 180 days bracket, the balance is attributable to other related parties. For further details, see paragraph “2.11. Transactions with related parties.”

	Breakdown of trade receivables by maturity				
(in thousands of Euros)	31 December 2023	Falling due	Past due within 90 days	Past due from 90 to 180 days	Past due for more than 180 days
Trade receivables before provision	25,500	23,089	1,742	34	635
Bad debt provision	(374)	-	(364)	(10)	-
Total trade receivables	25,126	23,089	1,378	24	635

- ### Liquidity risk

Liquidity risk, or funding risk, is the risk that the Company may have difficulty in obtaining the funds necessary to meet its obligations under financial instruments.

The prudent management of liquidity risk in the normal course of business requires the maintenance of an adequate level of cash and cash equivalents and the availability of an adequate level of credit facilities. The following tables summarise the credit lines as at 31 December 2024 and 2023, showing the amount granted, the amount drawn and the amount available:

	As at 31 December 2024		
	Credit lines		
(in thousands of Euros)	Line amount	Use	Available amount
Banco BPM	50	-	50
Riviera Banca	50	-	50
BPER Banca	25	-	25
Current accounts	125	-	125

	As at 31 December 2024		
	Other cash and cash equivalents		
(in thousands of Euros)	Line amount	Use	Available amount
Banco BPM	950	-	950
Riviera Banca	1,000	-	1,000
BPER Banca	300	-	300
Crédit Agricole	1,500	-	1,500
Advances on invoices subject to collection	3,750	-	3,750
Factoring	-	-	-
Total	3,750	-	3,750

	As at 31 December 2023		
	Credit lines		
(in thousands of Euros)	Line amount	Use	Available amount
Banco BPM	50	-	50
Riviera Banca	50	-	50
BPER Banca	25	-	25
Current accounts	125	-	125

	As at 31 December 2023		
	Other cash and cash equivalents		
(in thousands of Euros)	Line amount	Use	Available amount
Banco BPM	950	-	950
Riviera Banca	1,000	-	1,000
BPER Banca	300	-	300
Crédit Agricole	1,500	-	1,500
Advances on invoices subject to collection	3,750	-	3,750
Factoring	-	-	-
Total	3,750	-	3,750

The following tables include an analysis of liabilities by maturity. The various maturities are based on the period between the end of the reporting period and the contractual expiry date of the obligations. The amounts shown in the tables are contractual amounts and are not discounted. The table does not show the disbursements related to tax payables that will be paid to the tax authorities on the basis of the deadlines set by the regulations in force.

(In thousands of Euros)	Balance as at 31 December 2024	Expected disbursements			
		Within 1 year	Between 1 and 5 years	Beyond 5 years	Total
Financial liabilities	22,752	15,727	10,308	583	26,617
Trade payables	25,901	25,901	-	-	25,901
Other liabilities	6,172	6,172	-	-	6,172
Total	54,825	47,800	10,308	583	58,690

In 2024, the Company took out new credit lines to replace those that had expired or were due to expire.
It is important for the Company to maintain an adequate level of liquidity to provide financial stability over the next one to two financial years to support further investment in business growth.

(In thousands of Euros)	Balance as at 31 December 2023	Expected disbursements			
		Within 1 year	Between 1 and 5 years	Within 1 year	Total
Financial liabilities	39,293	25,591	14,021	835	40,446
Trade payables	24,868	24,868	-	-	24,868
Other liabilities	6,393	6,393	-	-	6,393
Total	70,554	56,852	14,021	835	71,707

It is specified that there are sufficient credit lines, liquidity and receivables, together with the Company's ability to generate operating cash flows, to meet the above exposure, with special reference to commitments maturing “within 1 year”.

Capital risk management

The Company also monitors capital on the basis of the Gearing Ratio defined as the ratio between *(i)* Net Financial Indebtedness (as defined below) and *(ii)* the sum of shareholders' equity and Net Financial Indebtedness.

The following table shows the Gearing Ratio as at 31 December 2024 and 2023:

(In thousands of Euros)	As at 31 December	
	2024	2023
Net financial indebtedness (A)	13,083	6,210
Shareholders' equity (B)	95,159	101,035
Total capital (C)=(A)+(B)	**108,242**	**107,245**
Gearing ratio (A)/(C)	**12.1%**	**5.8%**

For information on the method of calculating Net Financial Indebtedness, please refer to Note 2.6.19 "Net Financial Indebtedness".

To complete the disclosure on financial risks, the following is a reconciliation between the classes of financial assets and liabilities as identified in the statement of financial position and the types of financial assets and liabilities identified on the basis of the requirements of the international accounting standard - IFRS 7 - adopted in these Financial Statements.

(In thousands of Euros)	Amortised cost	Fair value recognised in OCI	Fair value recognised in the income statement	31 December 2024
Statement of financial position assets				
Non-current financial assets	4,385	-	-	4,385
Other receivables and other non-current assets	94	-	-	94
Deferred tax assets	963	-	-	963
Current financial assets	1,082	-	-	1,082
Other equity investments	-	-	66	66
Trade receivables	23,009	-	-	23,009
Cash and cash equivalents	8,587	-	-	8,587
Other receivables and other current assets	1,939	-	-	1,939
Total	**40,059**	**-**	**66**	**40,125**
Statement of financial position liabilities				
Non-current financial liabilities	8,304	-	-	8,304
Current financial liabilities	14,448	-	-	14,448
Trade payables	25,901	-	-	25,901
Other current liabilities	6,107	-	-	6,107
Total	**54,760**	**-**	**-**	**54,760**

(In thousands of Euros)	Amortised cost	Fair value recognised in OCI	Fair value recognised in the income statement	31 December 2023
Statement of financial position assets				
Non-current financial assets	2,043	-	-	2,043
Other receivables and other non-current assets	172	-	-	172
Deferred tax assets	1,191	-	-	1,191
Current financial assets	1,549	-	-	1,549
Other equity investments	-	-	66	66
Trade receivables	25,126	-	-	25,126
Cash and cash equivalents	31,534	-	-	31,534
Other receivables and other current assets	3,877	-	-	3,877
Total	65,492	-	66	65,558
Statement of financial position liabilities				
Non-current financial liabilities	14,457	-	-	14,457
Current financial liabilities	24,836	-	-	24,836
Trade payables	24,868	-	-	24,868
Other current liabilities	6,301	-	-	6,301
Total	70,462	-	-	70,462

It should be noted that the fair value of financial assets and liabilities approximates the carrying amount.

Fair value

In relation to assets and liabilities recognised in the statement of financial position, IFRS 13 requires that such values be classified on the basis of a hierarchical level that reflects the importance of the inputs used when determining the fair value.

A classification of the fair values of financial instruments based on the following hierarchical levels is shown below:

1. Level 1: Fair value determined on the basis of inputs represented by quoted prices (unadjusted) in active markets for identical financial instruments. Therefore, Level 1 focuses on determining the following elements:

- the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability;
- the entity's ability to enter into a transaction with the asset or liability at that market price on the measurement date.

2. Level 2: Fair values determined using valuation techniques with reference to observable variables in active markets. The inputs for this level include:
   - quoted prices for similar assets or liabilities in active markets;
   - quoted prices for identical or similar assets or liabilities in markets that are not active;
   - inputs other than quoted prices that are observable for the asset or liability, for example interest rates and yield curves observable at commonly quoted intervals, implied volatilities and credit spreads;
   - inputs corroborated by the market.
3. Level 3: Fair value determined using valuation techniques with reference to unobservable market variables.

A Level 3 fair value was used to measure the items measured at fair value shown in the table above.

2.5. Segment reporting

An operating segment is a component of an entity:

- that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity);
- whose operating results are regularly reviewed by the entity's chief operating decision maker (for INDEL B the Chief Executive Officer) to make decisions about resources to be allocated to the segment and assess its performance;
- for which discrete financial information is available.

The Company identified only one operating segment. In particular, the management information prepared and made available to the Chief Executive Officer for the above purposes considers the business activities carried out by the Company as a whole; consequently, no segment information is presented in the financial statements.

In the financial year ended 31 December 2024, as in the financial year ended 31 December 2023, there was also no concentration of revenues of individual customers exceeding 10%.

For more details, see Paragraph "2.7.1. Revenues from sales."

2.6. Notes to the statement of financial position

2.6.1. Intangible assets

The following table shows the breakdown and changes in intangible assets for the years ended 31 December 2024 and 2023:

(In thousands of Euros)	Development costs	Patents and know-how	Concessions, licences, trademarks and similar rights	Other intangible assets	Intangible assets in progress and payments on account	Total
Net values as at 1 January 2023	232	27	38	31	22	350
Historical cost as at 01 January 2023	2,669	57	823	47	22	3,618
Increases	98	-	160	-	18	276
Decreases	-	-	-	-	-	-
Other changes including reclassifications	-	-	-	-	-	-
Historical cost as at 31 December 2023	2,767	57	983	47	40	3,894
Accumulated amortisation as at 1 January 2023	(2,437)	(30)	(784)	(16)	-	(3,267)
Amortisation	(165)	(2)	(75)	(9)	-	(251)
Decreases	-	-	-	-	-	-
Other changes including reclassifications	-	-	-	-	-	-
Accumulated amortisation as at 31 December 2023	(2,602)	(32)	(859)	(25)	-	(3,518)
Net values as at 31 December 2023	165	23	125	22	40	375
Historical cost as at 1 January 2024	2,767	57	983	47	40	3,894
Increases	-	-	7	-	27	34
Decreases	-	-	-	-	-	-
Other changes including reclassifications	-	-	-	-	-	-
Historical cost as at 31 December 2024	2,767	57	990	47	67	3,928

Accumulated amortisation as at 1 January 2024	(2,602)	(32)	(859)	(25)	-	(3,518)
Amortisation	(72)	(2)	(63)	(10)	-	(147)
Decreases	-	-	-	-	-	-
Other changes including reclassifications	-	-	-	-	-	-
Accumulated amortisation as at 31 December 2024	(2,674)	(34)	(922)	(35)	-	(3,665)
Net values as at 31 December 2024	93	23	68	12	67	263

The investments in intangible assets made by the Company in the 2024 financial year, totalling Euro 34 thousand, mainly related to:

- concessions, licences, trademarks and similar rights, amounting to Euro 7 thousand, mainly for the purchase of Cisco licences for security and label printer management;
- intangible assets in progress and payments on account of Euro 27 thousand, relating to new European patents.

As at 31 December 2024, intangible assets were not encumbered or secured and there were no indications of impairment. Therefore, no impairment test was necessary.

2.6.2. Property, plant and machinery

The following table shows the breakdown and changes in "Property, plant and machinery" for the years ended 31 December 2024 and 2023:

(In thousands of Euros)	Land	Buildings and leasehold improvements	Plant and machinery	Fixtures and fittings, tools and equipment	Other assets	Property, plant and machinery in progress and payments on account	Total
Net values as at 1 January 2023	1,870	10,140	7,679	473	740	1,903	22,805
Historical cost as at 01 January 2023	1,870	13,828	18,520	1,922	2,483	1,903	40,526
Increases	-	57	1,011	151	65	5,303	6,587
Decreases	-	-	(3)	(2)	(6)	-	(11)
Other changes including reclassifications	-	1,468	429	-	-	(1,897)	-

Historical cost as at 31 December 2023	1,870	15,353	19,957	2,071	2,542	5,309	47,102
Accumulated amortisation as at 1 January 2023	-	(3,686)	(10,841)	(1,449)	(1,743)	-	(17,719)
Amortisation	-	(461)	(1,579)	(222)	(219)	-	(2,481)
Decreases	-	-	3	2	6	-	11
Other changes including reclassifications	-	-	-	-	-	-	-
Accumulated amortisation as at 31 December 2023	-	(4,147)	(12,417)	(1,669)	(1,956)	-	(20,189)
Net values as at 31 December 2023	1,870	11,204	7,540	402	586	5,309	26,911
Historical cost as at 1 January 2024	1,870	15,353	19,957	2,071	2,542	5,309	47,102
Increases	-	191	1,640	396	135	559	2,921
Decreases	-	-	(26)	(26)	(49)	-	(101)
Other changes including reclassifications	-	3,748	1,474	54	7	(5,283)	-
Historical cost as at 31 December 2024	1,870	19,292	23,045	2,495	2,635	585	49,922
Accumulated amortisation as at 1 January 2024	-	(4,147)	(12,417)	(1,669)	(1,956)	-	(20,189)
Amortisation	-	(554)	(1,751)	(237)	(221)	-	(2,763)
Decreases	-	-	26	26	49	-	101
Other changes including reclassifications	-	-	-	-	-	-	-
Accumulated amortisation as at 31 December 2024	-	(4,701)	(14,142)	(1,880)	(2,128)	-	(22,851)
Net values as at 31 December 2024	1,870	14,590	8,902	615	508	585	27,070

The investments in property, plant and machinery made by the Company in 2024, totalling Euro 2,921 thousand, mainly related to:

- buildings and leasehold improvements, for an amount of Euro 191 thousand, mainly related to the expansion of the already operational production area located in Via Montefeltro 118/C, in the hamlet of Secchiano, municipality of Novafeltria, and to the construction, within the same area, of the building intended for the new company Lindel S.r.l., incorporated on 11 June 2024 but not yet operative as at 31 December 2024;

- plant and machinery for Euro 1,640 thousand, mainly referring to i) new plants relating to the new buildings at Secchiano; ii) a new production line; iii) purchase of new moulds for production; iv) improvements to production lines; v) improvements to generic plants;

- fixtures and fittings, tools and equipment of Euro 396 thousand, mainly referring to the purchase of various equipment for assembly lines;
- other assets for Euro 135 thousand, mainly referring to i) the purchase of forklift trucks; ii) the purchase of IT services; iii) the purchase of PCs and printers;
- property, plant and machinery in progress and payments on account for Euro 559 thousand, mainly referring to the purchase of an automatic warehouse in the already operational production area located in via Montefeltro, 118 Secchiano (RN), and extraordinary maintenance measures at the main factory located in Sant'Agata Feltria (RN).

As at 31 December 2024, no property was encumbered by a mortgage.

2.6.3. Right of use

This item can be broken down as follows:

(In thousands of Euros)	As at 31 December	
	2024	2023
Right-of-use assets		
Land and buildings	1,965	2,278
Plant and machinery	-	-
Other assets	252	122
Total	2,217	2,400
Of which:		
Historical cost	4,968	4,855
Accumulated depreciation	(2,751)	(2,454)
Right-of-use payables		
Right-of-use payables - current	402	383
Right-of-use payables - non-current	1,917	2,110
Total	2,319	2,493

The impact of IFRS 16 on EBITDA as at 31 December 2024 is positive by Euro 464 thousand, the impact on EBIT is positive by Euro 41 thousand, and the impact on pre-tax profit is negative by Euro 9 thousand.

Changes in this item are broken down as follows:

(In thousands of Euros)	Buildings - Right of use	Plant and machinery - Right of use	Other assets - Right of use	Total
Net values as at 1 January 2023	2,596	-	183	2,778
Historical cost as at 01 January 2023	3,403	1,106	347	4,856
Increases	-	-	43	43
Decreases	-	-	(44)	(44)
Other changes including reclassifications	-	-	-	-
Historical cost as at 31 December 2023	3,403	1,106	346	4,855
Accumulated amortisation as at 1 January 2023	(806)	(1,106)	(163)	(2,076)
Amortisation	(319)	-	(96)	(415)
Decreases			36	36
Other changes including reclassifications	-	-	-	-
Accumulated amortisation as at 31 December 2023	(1,125)	(1,106)	(223)	(2,454)
Net values as at 31 December 2023	2,278	-	122	2,400
Historical cost as at 1 January 2024	3,403	1,106	346	4,855
Increases	6	-	234	240
Decreases	-	-	(127)	(127)
Other changes including reclassifications	-	-	-	-
Historical cost as at 31 December 2024	3,409	1,106	453	4,968
Accumulated amortisation as at 1 January 2024	(1,125)	(1,106)	(223)	(2,454)
Amortisation	(318)	-	(106)	(424)
Decreases	-	-	127	127
Other changes including reclassifications	-	-	-	-
Accumulated amortisation as at 31 December 2024	(1,443)	(1,106)	(202)	(2,751)
Net values as at 31 December 2024	1,966	-	251	2,217

This item represents the discounted value of future multi-year lease payments outstanding as at 31 December 2024, as required by IFRS 16.

2.6.4. Equity investments

This item can be broken down as follows:

(In thousands of Euros)	Financial year ended 31 December	
	2024	2023
Autoclima SpA	31,400	31,400
Elber Industria de Refrigeracao Ltda	3,779	4,854
Indel B North America	1,262	803
Condor B srl	1,707	1,707
Indel Webasto Marine srl	51	51
Lindel S.r.l.	306	-
Total	**38,505**	**38,815**

The company Autoclima S.p.A., acquired in 2017, in turn acquired the French company Electric Station Climatisation in January 2021 for Euro 1.6 million and the Italian company SEA in May for Euro 6.8 million.
In 2022, Autoclima S.p.A sold 2% of the equity investment held by Indel B Germany GmbH, and in 2023, a further 2%.

Therefore, to date, it has the following equity investments:

- 94% of Indel B Germany GmbH, based in Germany;
- 70% of Autoclima Rus LLC, based in Moscow, Russia;
- 90% of Indel B Group Iberica S.L., based in Barcelona, Spain;
- 85% of Indel B Poland Sp. z o.o., based in Poland;
- 100% of Electric Station Climatisation, based in France;
- 100% of SEA, based in Italy.

On 13 March 2019, Indel B S.p.A. acquired 100% of Commercial Products International Inc. which changed its name to Indel B North America Inc. on 26 June 2019. On 19 January 2024, Indel B carried out a share capital increase in the subsidiary Indel B North America for USD 500 thousand through the conversion of a shareholders' loan.

On 11 June 2024, Indel B established a new company, named "Lindel", in partnership with the company Linea 3 S.r.l., based in Castelfidardo, in the province of Ancona. Although the company was not yet operational as at 31 December, it was established with the aim of internalising the moulding of plastic components. The Parent Company holds a majority stake of 51% in the share capital of Lindel, which amounts to Euro 600 thousand.

With the support of independent experts, we tested for impairment those equity investments whose carrying amount was higher than the relevant portion of shareholders' equity. These equity investments are: Autoclima and Elber Indústria de Refrigeração. The impairment test was prepared on the basis of the 2025-2029 plans received from the board of directors of the respective companies and approved by the Board of Directors of Indel B on 17 April 2025.

The Impairment test was carried out by comparing:

- the carrying amount of the equity investment;
- the recoverable amount of the equity investment / of the CGU, identified in terms of Value in Use, resulting from the application of the Unlevered Discounted Cash Flow ("UDCF") Method to the expected cash flows.

The recoverable values of the equity investment (Equity Value) and the CGU (Enterprise Value) were estimated in terms of Value in Use. In particular, the following elements were considered:

- present value of Unlevered Free Cash Flows for the explicit forecast period (2025-2029);
- present value of the Terminal Value calculated after the last explicit projection year (2029);
- value of the Net Financial Position as at 31 December 2024.

To determine the Enterprise Value, the value of the cash flows, generated under the assumption of continuity at the end of the explicit projection period (2029) was considered. The terminal value was estimated by applying a perpetuity considering the long-term sustainable average normal cash flow, the discounting rate and a perpetual growth rate. In particular, Indel B calculated the adjusted cash flow using EBITDA and investments as a percentage of revenues equal to those of 2029. The Terminal Value was calculated using a perpetual growth rate (growth rate or "g") equal to the expected long-term inflation estimates for the reference countries (source IMF, October 2024).

The estimated WACC for the Elber equity investments was 18.5% with a G-Rate of 3.5%, and that for the Autoclima investment was 9.8% with a G-Rate of 2.1%.

The Company, with the support of the appointed independent expert, carried out sensitivity analyses on the results of the financial year described above.

In conclusion:

- In relation to the associated company Elber, based on the impairment test and the related sensitivity analyses performed, the Directors estimated that a write-down of Euro 1,075 thousand should be recognised in the income statement, as the difference between the Equity Value (estimated at approximately Euro 3,778 thousand) and the carrying amount of the equity investment;

- Autoclima's impairment test and the related sensitivity have not identified any potential write-down situations.

It should be noted that for those equity investments where the value in use was lower than their carrying amount at the end of the reporting period, the Directors, with the support of the independent expert, also assessed the fair value of the investees, estimated using the transaction method. The estimated fair value was substantially equal to or less than the value in use and therefore the Directors carried out the write-downs as described above.

It should be noted that again during 2024, the directors of the subsidiary Autoclima S.p.A. decided, out of an abundance of caution and prudence, to leave unchanged the provision of Euro 1 million, recognised in 2022, against the charges that might be imposed on the company due to the restrictive measures applicable to commercial transactions with certain counterparties located in Russia.

The following table shows the breakdown and changes in “Equity Investments”:

(In thousands of Euros)	Subsidiaries	Associates and jointly controlled entities	Total
Values as at 1 January 2023	35,540	7,105	42,645
Investments/Divestments	-	-	-
Dividends	-	-	-
Net result	-	-	-
Write-down of equity investment	(1,630)	(2,200)	(3,830)
Foreign exchange translation differences	-	-	-
Values as at 31 December 2023	33,910	4,905	38,815
Investments/Divestments	765	-	765
Dividends	-	-	-

Net result	-	-	-
Write-down of equity investment	-	(1,075)	(1,075)
Foreign exchange translation differences	-	-	-
Values as at 31 December 2024	34,675	3,830	38,505

The following table summarises the main information on the equity investments held by the Company:

Company name	Registered Office	Currency	Share capital as at 31 December 2024 (in currency units)	Shareholders' equity as at 31 December 2024 (in currency units)	Profit/Loss as at 31 December 2024 (in currency units)	% held	
						As at 31 December 2024	As at 31 December 2023
Equity investments in subsidiaries							
Condor B S.r.l.	Italy	EUR	728,000	5,903,818	(100,446)	100.0%	100.0%
Autoclima SpA	Italy	EUR	2,750,000	30,640,989	3,011,135	100.0%	100.0%
Indel B North America	United States	USD	510,133	1,332,063	(78,658)	100.0%	100.0%
Lindel S.r.l.	Italy	EUR	600,000	449,837	(150,163)	51.0%	-
Equity investments in associates and jointly controlled entities							
Indel Webasto Marine S.r.l.	Italy	EUR	101,490	9,702,851	3,540,113	50.0%	50.0%
Elber Industria de Refrigeracao Ltda	Brazil	BRL	6,896,810	40,733,737	6,514,195	40.0%	40.0%

The following tables summarise the main financial information of jointly controlled entities and associates, as reported in their respective financial statements.

(In thousands of Euros)	As at 31 December	
	2024	2023
1. Indel Webasto Marine (consolidated financial statements)		
Non-current assets	706	753
Current assets	22,141	22,381
Of which cash and cash equivalents	*9,885*	*7,340*
Total assets	**22,847**	**23,134**
• Total shareholders' equity	19,871	19,341
Non-current liabilities	656	764
Of which financial	-	*129*
Current liabilities	2,320	3,029
Of which financial	*133*	*614*
Total liabilities and SE	**22,847**	**23,134**
Total revenues	27,700	35,456
Amortisation, depreciation, provisions and write-downs	(191)	(177)
Net finance (income)/costs	77	6
Income tax	(1,602)	(2,187)
Profit/(loss) for the year	**3,716**	**5,554**
Dividends distributed to Indel B	1,900	1,100

(In thousands of Euros)	As at 31 December	
	2024	2023
2. Elber Indústria de Refrigeração		
Non-current assets	4,784	5,226
Current assets	11,911	14,084
Of which cash and cash equivalents	*1,533*	*2,062*
Total assets	**16,695**	**19,310**
• Total shareholders' equity	6,340	7,384
Non-current liabilities	5,262	4,835
Of which financial	*1,434*	*582*

Current liabilities	5,093	7,091
Of which financial	*2,660*	*2,873*
Total liabilities and SE	16,695	19,309
Total revenues	21,298	21,015
Amortisation, depreciation, provisions and write-downs	(625)	(463)
Net finance (income)/costs	(562)	95
Income tax	(379)	(690)
Profit/(loss) for the year	1,118	1,814
Dividends distributed to Indel B	315	234

2.6.5. Other equity investments

This item, amounting to Euro 66 thousand as at 31 December 2024 (Euro 66 thousand as at 31 December 2023), refers to the value of the 3.5% equity investment held in Bartech System Int USA.

2.6.6. Financial assets (non-current and current)

As at 31 December 2024, current financial assets of Euro 1,082 thousand (Euro 1,549 thousand as at 31 December 2023), mainly concern the current portion of a loan granted to the subsidiary Indel B North America for approximately Euro 48 thousand (Euro 425 thousand as at 31 December 2023), which was disbursed to meet working capital requirements and the current portion of a loan granted to the subsidiary Autoclima for approximately Euro 1,000 thousand (Euro 1,000 thousand as at 31 December 2023), which was disbursed to meet two acquisitions made in 2021.

As at 31 December 2024, non-current financial assets of Euro 4,385 thousand (Euro 2,043 thousand as at 31 December 2023), mainly concern the non-current portion of the loan granted to the subsidiary Indel B North America for approximately Euro 385 thousand (Euro 543 thousand as at 31 December 2023), the non-current portion of the loan granted to the subsidiary Autoclima for approximately Euro 500 thousand (Euro 1,500 thousand as at 31 December 2023), and the non-current portion of the loan granted to the new subsidiary Lindel amounting to Euro 3,500 thousand.

The carrying amount of non-current and current financial assets as at 31 December 2024 and 2023 is deemed to be a reasonable approximation of their fair value.

2.6.7. Other receivables and other assets (non-current and current)

This item can be broken down as follows:

(In thousands of Euros)	As at 31 December 2024	As at 31 December 2023
Tax receivables	11	54
Other non-current assets	60	60
Non-current accrued income and prepaid expenses	23	58
Other receivables beyond one year	-	-
Other receivables and other non-current assets	94	172
Tax receivables	1,643	3,498
Other current assets	52	37
Receivables from social security institutions	-	47
Accrued income and prepaid expenses	244	295
Other receivables and other current assets	1,939	3,877

The item "Other non-current assets" refers for Euro 50 thousand to security deposits related to lease contracts; for further details, please refer to section 2.11 "Transactions with Related Parties".

The item "Current tax receivables" refers to VAT receivables amounting to Euro 1,611 thousand, which will be used by offsetting tax payables.

2.6.8. Deferred tax assets

Changes in "Deferred tax assets" for the years ended 31 December 2024 and 2023 are shown below:

(In thousands of Euros)	Balance as at 31 December 2023	Provisions/releases through the income statement	Provisions/releases to equity	Balance as at 31 December 2024
Deferred tax assets				
Property, plant and machinery	232	12	-	244
Intangible assets	-	-	-	-
Provisions for risks and charges	781	(329)	-	452
Bad debt provision	25	(25)	-	-

Inventories	411	106	-	517
Employee benefits	-	-	-	-
Additional charges on loans	-	-	-	-
Other	-	-	-	-
Total deferred tax assets	1,449	(236)	-	1,213
Deferred tax liabilities				
Property, plant and machinery	75	-	-	75
Intangible assets	-	-	-	-
Inventories	-	-	-	-
Provisions for risks and charges	8	-	3	11
Employee benefits	10	-	8	18
Foreign currency gains	19	(19)		-
Other	144	-	-	144
Total deferred tax liabilities	258	(19)	11	250
Net deferred tax assets	1,191	(217)	(11)	963

In accordance with IAS 12, deferred tax assets and deferred tax liabilities are offset only if the entity has a legally exercisable right to offset the current tax assets with current tax liabilities and the deferred tax assets and deferred tax liabilities are related to income taxes applied by the same tax jurisdiction.

The Company expects to have future taxable income to absorb the deferred tax assets recognised.

2.6.9. Inventories

This item can be broken down as follows:

(In thousands of Euros)	As at 31 December	
	2024	2023
Raw materials and consumables	25,592	23,440
Work in progress and semi-finished goods	1,740	1,927
Finished products and goods for resale	17,329	15,050
Provision for inventory obsolescence	(1,427)	(1,000)
Other receivables and other non-current assets	43,234	39,417

Inventories as at 31 December 2024 increased compared to the same period of the previous year.
This increase was mainly caused by the market downturn in the second half of 2024.

The following table shows the changes in the provision for inventory obsolescence for the years ended 31 December 2024 and 2023:

(In thousands of Euros)	Provision for inventory obsolescence
Values as at 01 January 2023	900
Allocations	100
Uses/Releases	-
Values as at 31 December 2023	1,000
Allocations	427
Uses/Releases	-
Values as at 31 December 2024	1,427

The increase in the provision was mainly due to the slowdown in sales in the second half of the year, which consequently had a negative impact on inventory turnover. Management is monitoring the situation in order to reduce the amount of products that have been in stock the longest.

2.6.10. Trade receivables

This item can be broken down as follows:

(In thousands of Euros)	As at 31 December	
	2024	2023
Gross trade receivables	23,313	25,500
Bad debt provision	(304)	(374)
Total	23,009	25,126

The item "Trade Receivables" decreased compared to 31 December 2023 due to the drop in sales, which mainly affected the Leisure market.

Trade receivables not past due amounted to Euro 22,146 thousand as at 31 December 2024 (Euro 23,089 thousand as at 31 December 2023).

The value of past due trade receivables net of the related bad debt provision amounted to Euro 863 thousand as at 31 December 2024 (Euro 2,037 thousand as at 31 December 2023). The analysis of receivables by maturity is shown in Note 2.4 "Typology and procedures for the management of financial risks".

Changes in the bad debt provision for the years ended 31 December 2024 and 2023 are shown below:

(In thousands of Euros)	Bad debt provision
Values as at 01 January 2023	340
Allocations	50
Uses/Releases	(16)
Values as at 31 December 2023	374
Allocations	43
Uses/Releases	(113)
Values as at 31 December 2024	304

Receivables were written off using the bad debt provision when the likelihood of recovery is considered to be remote.

The carrying amount of trade receivables (net of bad debt provision) as at 31 December 2024 and 2023 is deemed to be a reasonable approximation of their fair value.

The maximum exposure to credit risk at the end of each reporting period is the fair value of trade receivables.

2.6.11. Cash and cash equivalents

This item can be broken down as follows:

(In thousands of Euros)	As at 31 December	
	2024	2023
Bank and postal deposits	8,582	31,526
Cheques, cash at bank and in hand	5	8
Total	8,587	31,534

Bank and postal deposits include available funds deposited on current accounts with leading banking and financial institutions.

The following table shows the Company's cash and cash equivalents by currency as at 31 December 2024 and 2023:

(In thousands of Euros)	As at 31 December	
	2024	2023
EUR	4,448	27,674
USD	4,135	3,856
Other currencies	4	4
Total	8,587	31,534

As at 31 December 2024, there were no restricted cash and cash equivalents, while as at 31 December 2023 there were 3-month restricted cash and cash equivalents of Euro 16,000 thousand.

Please refer to the analysis of the statement of cash flows for a better understanding of the changes related to this item.

2.6.12. Shareholders' equity

The main components of shareholders' equity are as follows:

(In thousands of Euros)	As at 31 December	
	2024	2023
Share capital	5,842	5,842
Share premium reserve	14,700	23,334
Legal reserve	1,168	1,168
Other reserves	66,231	65,776
Profit/(loss) for the year	7,218	4,915
Total	95,159	101,035

Availability and use of shareholders' equity

The shareholders' equity items are broken down depending on their origin, possibility of use, possibility of distribution and the actual use in the 3 previous financial years (Article 2427, first paragraph, no. 7-*bis*, of the Italian Civil Code)

	Amount	Origin/nature	Possibility of use	Amount available	Summary of uses in the previous three financial years	
					to cover losses	for other reasons
Share capital	5,842		B	5,842		
Legal reserve	1,168		A, B	1,168		
Other reserves						
Share premium reserve	14,700		A, B, C, D	14,700		
Other reserves	66,231		A, B, C, D	66,231		14,660
Total	87,941			80,931		14,660
Non-distributable portion				7,010		
Remaining distributable portion				80,931		

Key: A: for share capital increase; B: to cover losses; C: for distribution to shareholders; D: for other statutory requirements; E: other

Share capital

The Company's share capital of Euro 5,842 thousand as at 31 December 2024 (Euro 5,842 thousand as at 31 December 2023) is fully subscribed and paid-up and consists of 5,842,000 thousand ordinary shares with a nominal value of Euro 1.00 each.

Share premium reserve

The share premium reserve as at 31 December 2024 amounted to Euro 14,700 and resulted from the IPO transaction and the share capital increases of September and November 2017. The decrease in the reserve as at 31 December 2024 compared to 31 December 2023 is due to the treasury shares purchased by the Company during the year.

It should be noted that in June 2024, Indel B S.p.A. carried out a public tender offer for 314,944 shares at Euro 25.00 each. The public tender offer was concluded on 28 June 2024 and was settled with the payment of the shares on 5 July 2024. As at 31 December 2024, the Company held 569,669 shares at a value of Euro 13,388 thousand.

For the sake of clarity, with reference to the share capital increase operations, the first increase was subscribed and paid in for Euro 1,000,000 in 2017 plus a share premium of Euro 20,839 thousand by Qualified Investors as part of the institutional placement aimed at listing the Company's shares on the EXM.

A further 100,000 shares were subscribed in September 2017 by the former shareholders of Autoclima SpA.

The issue price of the New Shares was set at Euro 25 per share, of which Euro 1.00 to be allocated to share capital and Euro 24.00 as share premium (Euro 2,400 thousand) in line with the criteria already used to determine the share price at the end of the listing process. This price was quantified in compliance with the proxy granted by the Shareholders' Meeting, which provided for the possibility of offering newly issued shares to third parties, even after the closing of the listing process, provided that the price was not lower than the IPO offer price, which was set at Euro 23 per share.

The share capital increase of November 2017 is related to the agreement with an institutional investor concerning the issue, in favour of the latter, of 160,000 new Indel B shares deriving from the share capital increase approved by resolutions passed at the Shareholders' Meetings of 7 March and 6 September 2017 at a subscription price of Euro 31.3 per share, of which Euro 1.00 is to be allocated to share capital and Euro 30.3 as a share premium (Euro 4,849 thousand), for a total value of Euro 5,008,000 (including share premium).

Legal reserve

The “Legal Reserve” consists of provisions made pursuant to Art. 2430 of the Italian Civil Code, as described in the section of the accounting standards of this document.

This reserve amounted to Euro 1,168 thousand as at 31 December 2024 (Euro 1,168 thousand as at 31 December 2023).

Other reserves

Other reserves, which totalled Euro 66,231 thousand as at 31 December 2023 (Euro 65,776 thousand as at 31 December 2023), mainly included the extraordinary reserve, the reserve for actuarial gains and losses, specific profit and capital reserves, the economic results of previous years for the portion not distributed or allocated to the legal reserve, as well as the reserve generated upon first-time adoption of the IFRS.

2.6.13. Provisions for risks and charges

The "Provisions for risks and charges" amounted to Euro 1,511 thousand as at 31 December 2024 (Euro 2,591 thousand as at 31 December 2023).

Changes in the provisions for risks and charges for the years ended 31 December 2024 and 2023 are shown below:

(In thousands of Euros)	Provision for agents' leaving indemnities	Product guarantee fund	Other provisions	Provisions for risks and charges
Values as at 01 January 2023	204	700	553	1,457
Allocations	12	1,785	35	1,832
Finance costs	7	-	-	7
Actuarial (gains)/losses	(5)	-	-	(5)
Uses/Releases	-	(700)	-	(700)
Other changes including reclassifications	-	-	-	-
Values as at 31 December 2023	218	1,785	588	2,591
Allocations	59	236	146	441
Finance costs	7	-	-	7
Actuarial (gains)/losses	(30)	-	-	(30)
Uses/Releases	(8)	(987)	(339)	(1,334)
Other changes including reclassifications	(228)	(164)	228	(164)
Values as at 31 December 2024	18	870	623	1,511

It should be noted that during 2024, one of the Company's main agents terminated their mandate with Indel B. Following this termination, the Company, assisted by an expert on the matter, is in talks with the agent with a view to reaching an agreement. Since the agent was no longer in service at the balance sheet date, the provision was transferred to "other provisions" pending the settlement of the ongoing case.

The provision for agents' leaving indemnities represents a reasonable forecast of the charges that would be borne by the company in the event of termination of the agency relationship.

This provision was measured, with regard to one-firm agents, using the actuarial method of measuring the unit credit projection carried out by independent actuaries in accordance with IAS 19, and with regard to multi-firm agents by applying the actuarial method set forth in IAS 37. The economic and demographic assumptions used for the purposes of the actuarial valuations of the provision for one-firm agents under IAS 19 are detailed below:

	2024	2023
Annual technical discounting rate	3.18%	3.17%

The product guarantee fund represents the estimated future costs to be incurred for work on products sold and covered by the guarantee. This fund was calculated on the basis of historical information regarding the nature, frequency and average cost of repairs under guarantee. The average guarantee period for products sold and covered by a guarantee is approximately two years.

The provision of Euro 236 thousand is mainly attributable to the provision following the generic calculation that is based, as described above, on historical information regarding the nature, frequency and average cost of repairs under warranty.

The item Uses/Releases, amounting to Euro 987 thousand, mainly refers to the closure of the defect report concerning the customer DAF and the conclusion of the recall campaign of the customer IVECO.

The item Other changes including reclassifications, amounting to Euro 164 thousand, refers to the reclassification to debit following the definition of the final amount related to the Iveco and Daf recall campaigns.

In any case, it should be noted that the Company has always taken out insurance policies with leading international companies, capable of covering any claims such as those that occurred in the last few financial years with the aforementioned customers.

As at 31 December 2024, the item “Other provisions” mainly included the provision of Euro 146 thousand relating to the “Long Term Incentive Plan 2024-2026” for strategic executives.

2.6.14. Employee benefits

Changes in “Employee benefits” for the years ended 31 December 2024 and 2023 are shown below:

(In thousands of Euros)	Employee benefits
Values as at 01 January 2023	631
Finance costs	23
Actuarial (gains)/losses	29
Uses/Releases	(49)
Values as at 31 December 2023	634

Finance costs	21
Actuarial (gains)/losses	(11)
Uses/Releases	(19)
Values as at 31 December 2024	**626**

This item is entirely related to "Post-employment benefits", governed by Art. 2120 of the Italian Civil Code, which includes the estimate of the obligation related to the amount to be paid to employees upon termination of employment as benefit. The benefit is calculated on the basis of the salary paid in respect of the employment relationship, revalued up to the time of its termination. As a result of the legislative changes introduced as at 1 January 2007, the accruing post-employment benefits are allocated either to pension funds or to the treasury fund set up with INPS, depending on the choice made by each employee. This implies that the liability relating to the post-employment benefits accrued prior to 1 January 2007 continues to represent a defined benefit plan to be measured according to actuarial techniques, while a portion of the accruing post-employment benefits is classified as a defined contribution plan as the company's obligation ends with the payment of contributions to the pension fund or INPS.

The provision reflects the effects of discounting in accordance with IAS 19.

The economic and demographic assumptions used for the purposes of the actuarial valuations:

	2024	2023
Discounting rate	3.38%	3.17%
Inflation rate	2.00%	2.00%
Rate of increase of Post-employment benefits	3.00%	3.00%

A sensitivity analysis, as at 31 December 2024, of the key actuarial assumptions used in the calculation model, is shown below, using the base scenario described in the table above and increasing and decreasing the average annual discount rate, the average annual inflation rate and the annual turnover rate, by one-half, one-quarter and one percentage point, respectively. The liability values thus obtained can be summarised in the table below:

(In thousands of Euros)	Annual discounting rate		Annual inflation rate		Annual turnover rate	
	+0.50%	-0.50%	+0.25%	-0.25%	+1.00%	-1.00%
Past Service Liability	613	639	634	618	629	623

There are no defined benefit plan assets.

2.6.15. Financial liabilities (non-current and current)

A breakdown of current and non-current financial liabilities as at 31 December 2024 and 2023 is provided below:

(In thousands of Euros)	As at 31 December 2024		As at 31 December 2023	
Current and non-current financial liabilities	Current portion	Non-current portion	Current portion	Non-current portion
Bank mortgage and loans	13,762	5,814	23,868	11,494
Loan of the Ministry of Economic Development	159	334	154	493
Simest loans	118	240	120	360
Right-of-use payables	402	1,917	383	2,110
Other financial liabilities	7	-	311	-
Total	14,448	8,304	24,836	14,457

The item “Right-of-use payables” refers to the financial payable mainly related to long-term lease contracts for buildings. The liability was recognised in accordance with the provisions of the new IFRS 16, which became effective on 1 January 2019, and is determined as the present value of future lease payments, discounted at a marginal interest rate based on the expected contractual term of each contract.

The carrying amount of non-current and current financial liabilities as at 31 December 2024 and 2023 is deemed to be a reasonable approximation of their fair value.

The table below provides a breakdown of bank mortgage and loans outstanding as at 31 December 2024 and 2023:

(In thousands of Euros)	Maturity	2024	of which current portion	2023	of which current portion
Banco Desio	2025	1,097	1,097	3,274	2,177
BPER Banca	2025	507	507	1,517	1,010
BPER Banca 2	2025	841	841	2,513	1,672
Crédit Agricole	2024	-	-	300	300
Crédit Agricole 2	2025	84	84	1,094	1,010
Crédit Agricole 3	2025	1,544	1,544	3,557	2,013
Monte Paschi di Siena	2025	1,180	1,180	3,524	2,344
Riviera Banca	2025	634	634	1,894	1,260
Riviera Banca 2	2026	2,576	1,700	4,208	1,633

Riviera Banca 3	2026	5,000	2,826	-	-
Unicredit	2025	456	456	2,273	1,817
Unicredit 2	2027	3,081	1,193	-	-
Intesa San Paolo	2026	2,576	1,700	4,208	1,632
Banco BPM	2024	-	-	7,000	7,000
Ministry loan	2027	493	159	647	154
Simest 35360	2027	358	118	480	120
Simest 44366	2025	-	0	0	0
Total		20,427	14,039	36,489	24,142

The following table provides a breakdown of bank mortgage and loans, including the loan granted by the Ministry of Economic Development, outstanding as at 31 December 2024 by maturity dates.

It should also be noted that all of the Company's outstanding loans are at fixed interest rates.

(In thousands of Euros)	Residual debt as at 31 December 2024	2025	2026	2027	2028	2029	Beyond 2030
Banco Desio	1,097	1,097	-	-	-	-	-
BPER Banca	507	507	-	-	-	-	-
BPER Banca 2	841	841	-	-	-	-	-
Crédit Agricole 2	84	84	-	-	-	-	-
Crédit Agricole 3	1,544	1,544	-	-	-	-	-
Monte Paschi di Siena	1,180	1,180	-	-	-	-	-
Riviera Banca	634	634	-	-	-	-	-
Riviera Banca 2	2,576	1,700	876	-	-	-	-
Riviera Banca 3	5,000	2,826	2,174	-	-	-	-
Unicredit	456	456	-	-	-	-	-
Unicredit 2	3,081	1,193	1,245	643	-	-	-
Intesa San Paolo	2,576	1,700	876	-	-	-	-
Ministry loan	493	159	164	170	-	-	-

Simest 35360	358	118	120	120	-	-	-
Simest 44366	-	-	-	-	-	-	-
Total	20,427	14,039	5,455	933	-	-	-

Loans outstanding as at 31 December 2024

1. Loan agreement with Banco Desio

On 21 February 2022, Indel B SpA took out a Loan of Euro 6,500 thousand (the "Banco Desio Loan"). The Banco Desio loan has a duration of 3 years, with repayment in 6 half-yearly instalments.

2. Loan agreement with BPER Banca

On 30 April 2020, Indel B SpA took out an unsecured loan with BPER Banca S.p.A. of Euro 5,000 thousand (the "BPER Banca Loan").

The BPER Banca loan has a duration of five years with repayment in 20 quarterly instalments.

On 31 March 2022, Indel B SpA took out an additional loan with BPER Banca of Euro 5,000 thousand (the "BPER Banca 2 Loan"). The BPER Banca loan has a duration of 3 years with repayment in 6 half-yearly instalments.

3. Loan agreement with Crédit Agricole Cariparma

On 24 July 2018, Indel B SpA took out an unsecured loan with Crédit Agricole Cariparma of Euro 3,000 thousand (the "Crédit Agricole Loan").

The Crédit Agricole loan has a duration of 5 years, with repayment in 10 half-yearly instalments.

On 29 November 2019, Indel B SpA took out an additional unsecured loan with Crédit Agricole of Euro 5,000 thousand (the "Crédit Agricole 2 Loan").

The Crédit Agricole 2 loan has a duration of five years with repayment in 60 monthly instalments.

It also provides for the calculation and disclosure of certain financial covenants:

- NFP/EBITDA
- EBITDA/Net Finance Costs

These covenants have been met for 2024.

On 29 June 2022, Indel B SpA took out an additional loan with Crédit Agricole of Euro 6,000 thousand (the "Crédit Agricole 3 Loan"). The Crédit Agricole loan has a duration of 3 years with repayment in 12 quarterly instalments.

4. Loan agreement with Monte dei Paschi di Siena

On 24 February 2022, Indel B SpA took out a loan agreement for Euro 7,000 thousand (the "Monte Paschi Siena Loan").

The Monte Paschi Siena loan has a duration of 3 years with repayment in half-yearly instalments.

It also provides for the calculation and disclosure of certain financial covenants:

- NFP/EBITDA
- Net Finance Costs/EBITDA

These covenants have been met for 2024.

5. Loan agreement with Riviera Banca Credito Cooperativo Di Rimini E Gradara - Soc.Coop.

On 12 May 2020, Indel B SpA took out a loan of Euro 5,000 thousand with Riviera Banca Credito Cooperativo di Rimini e Gradara Società Cooperativa (the "Riviera Banca Loan").

The Rimini Banca loan has a duration of 5 years with repayment in 8 half-yearly instalments.

On 25 May 2023, Indel B SpA entered into a loan agreement of Euro 5,000 thousand. The "Riviera Banca 2 loan" has a duration of 38 months, with repayment of 1 interest-only instalment, which expired on 30 June 2023, and 6 half-yearly instalments, the first of which expired on 31 December 2023.

On 11 December 2024, Indel B SpA entered into a loan agreement for Euro 5,000 thousand. The "Riviera Banca 3 loan" has a duration of 22 months, with repayment of 1 interest-only instalment, which expired on 31 December 2024, and 7 quarterly instalments.

6. Loan agreement with Unicredit

On 9 January 2020, a loan of Euro 9,000 thousand with a duration of 5 years and a fixed interest rate (the "Unicredit Loan") was taken out by Indel B SpA.

It also provides for the calculation and disclosure of certain financial covenants:

- NFP/EBITDA
- EBITDA/Net Finance Costs

These covenants have been met for 2024.

On 28 May 2024, a loan of Euro 8,000 thousand with a duration of 36 months and repayment in 12 quarterly instalments (the "Unicredit 2 Loan") was taken out by Indel B SpA.
On 2 October 2024, a partial early repayment was made amounting to Euro 4,000 thousand plus accrued interest.

It also provides for the calculation and disclosure of certain financial covenants:

- EBITDA/NET FINANCE COSTS > o = 5
- NET FINANCIAL INDEBTEDNESS/EBITDA < o = 2

These covenants have been met for 2024.

7. Loan agreement with Intesa San Paolo

On 31 May 2023, Indel B SpA entered into a loan agreement of Euro 5,000 thousand.

The Intesa San Paolo loan has a duration of 3 years, with repayment of 1 interest-only instalment, which expired on 30 June 2023, and quarterly instalments, the first of which expired on 29 September 2023.

It also provides for the calculation and disclosure of certain financial covenants on the annual consolidated financial statements:

- NFP/EBITDA
- EBITDA/Finance Costs

These covenants have been met for 2024.

8. Loan agreement with Banco BPM

On 3 April 2023, Indel B SpA entered into a loan agreement for Euro 7,000 thousand (the "Banco BPM Loan"). The Banco BPM loan has a duration of 18 months, with repayment of 4 interest-only instalments, the first of which expired on 30 June 2023, and 3 quarterly principal and interest payments, the first of which expired on 30 June 2024.

9. Loan of the Ministry of Economic Development

On 27 November 2013, Indel B S.p.A. received - through Decree no. 02260 of the Ministry of Economic Development, as amended - subsidies relating to the programme concerning the study and development of an innovative high-efficiency thermoelectric refrigerator for a total of Euro 2,787 thousand, of which Euro 1,692 thousand as a subsidised loan (the "Ministry Loan") and Euro 1,095 thousand as a grant.

During 2015, Indel B S.p.A. obtained the first disbursement of the Ministry Loan of Euro 1,523 thousand, as well as the first disbursement of the grant of Euro 917 thousand. During 2016, INDEL B S.p.A. received the remaining portion of the Ministry Loan of Euro 169 thousand, as well as the remaining portion of the grant of Euro 178 thousand.

The Ministerial Loan is to be repaid in 10 deferred annual instalments, including principal and interest, from 27 November 2018 to 27 November 2027, the first instalment of which is to run from the end of the grace period. Interest for the grace period is paid annually; any interest on arrears is equal to the current official reference rate plus 3%.

The subsidies relating to the Ministry Loan may be cancelled, in whole or in part, in the event of failure to repay the interest-only instalment for more than one year, or the loan instalments granted, or as a result of the termination of the loan agreement, with the consequent obligation for INDEL B S.p.A. to return the benefit already disbursed, plus interest equal to the official reference rate in force, increased by 5%.

At the end of the reporting period, the Company had complied with its instalment plan.

10. Simest 35360 loan

On 27 April 2021, Loan Agreement with SIMEST, Operation no. 35360, was finalised, pursuant to the provisions of Art. 6, paragraph 2, letter c) of Italian Decree Law no. 112 of 25 June 2008, converted with amendments by Italian Law no. 133 of 6 August 2008, and CIPE Resolution no. 112 of 6 November 2009, and by Italian Decree Law no. 18 of 17 March 2020, converted by Italian Law no. 27 of 24 April 2020, which was disbursed on 19 May 2021, for the amount of Euro 800 thousand including the disbursement of the portion from the availability of the revolving fund established by Italian Law no. 394 of 29 July 1981, and the disbursement of the "non-repayable" portion of Euro 320 thousand, envisaged by Italian Decree Law no. 34 of 19 May 2020 (known as "Rilancio" Decree) to be used for the improvement and preservation of its capital strength in order to increase its competitiveness on foreign markets.

The payment to SIMEST of the principal amount of Euro 480 thousand, together with interest, shall be made as follows: the principal amount of Euro 480 thousand, in eight half-yearly instalments, each of equal amount, at the due dates of 30 June and 31 December of each year, commencing on 30 June 2024 and ending on 31 December 2027 and, the interest on the above-mentioned principal amount, at the half-yearly due dates of 30 June and 31 December of each year, commencing on 31 December 2021 and ending on 31 December 2027 in arrears, at the effective rate of 0.55% per year.

Moreover, a certified copy of the approved financial statements for the second full financial year following the date of disbursement (2023 financial statements) and the relevant VAT return was submitted to SIMEST within 30 days following the filing date in order to verify whether the following objectives have been achieved:

- maintain or exceed at the end of the Grace Period the entry level of capital strength, which according to the financial statements for the year ended 31 December 2019 is 1.18;
- maintain or exceed at the end of the Grace Period the percentage of foreign entry turnover resulting from the VAT return as at 31 December 2019 equal to 83.33% (rows VE30, VE34 for the foreign turnover value and VE50 for the total turnover).

We received confirmation from Simest of the successful outcome with regard to meeting the required targets and, consequently, of an adjustment to our credit of the recalculated interest in the new repayment plan.

11. Simest 44366 loan

On 30 April 2021, the Loan Agreement with SIMEST, Operation no. 44366, was finalised, pursuant to the provisions of Art. 6, paragraph 2, letter c) of Italian Decree Law no. 112 of 25 June 2008, converted with amendments by Italian Law no. 133 of 6 August 2008, and CIPE Resolution no. 112 of 6 November 2009, and by Italian Decree Law no. 18 of 17 March 2020, converted by Italian Law no. 27 of 24 April 2020, which was disbursed on 14 May 2021, for the amount of Euro 3.7 thousand, including the disbursement of the portion from the availability of the revolving fund established by Italian Law no. 394 of 29 July 1981, and the disbursement of the "non-repayable" portion of Euro 1.5 thousand, envisaged by Italian Decree Law no. 34 of 19 May 2020 (known as "Rilancio" Decree) to be used for participating in fairs and exhibitions in foreign countries or in international trade fairs in Italy.

The principal amount of Euro 2.2 thousand, together with interest, shall be paid as follows: the principal amount of Euro 2.2 thousand, in six half-yearly instalments, each of equal amount, at the due dates of 30 April and 31 October of each year, commencing on 31 October 2022 and ending on 30 April 2025 and, the interest at the half-yearly due dates of 30 April and 31 October of each year, commencing on 31 October 2021 and ending on 30 April 2025 in arrears, at the rate of 0.55%.

On 24 June 2022, an amount of Euro 2 thousand was repaid due to a recalculation required in the reporting of expenses.

The information required by IAS 7 is presented in the table below:

	Current financial payables			Non-current financial payables			
	Current financial payables	Current financial payables for leases and Ministry Loan	SIMEST current financial payables	Non-current financial payables	Non-current financial payables for leases and Ministry Loan	SIMEST non-current financial payables	Total
31 December 2023	23,868	848	120	11,494	2,603	360	39,293
Cash flows	(28,786)	(894)	(120)	13,000	240	-	(16,560)
Acquisitions	-	-	-	-	-	-	-
Other changes/reclassifications	18,680	614	118	(18,680)	(593)	(120)	19
31 December 2024	13,762	568	118	5,814	2,250	240	22,752

Net cash flows include outflows for period repayments and inflows related to obtaining new loans.

2.6.16. Trade payables

This item can be broken down as follows:

(In thousands of Euro)	As at 31 December	
	2024	2023
Trade payables	25,901	24,868
Total	25,901	24,868

Trade payables of Euro 25,901 thousand as at 31 December 2024 (Euro 24,868 thousand as at 31 December 2023), mainly refer to purchases of goods and services and provisions for invoices to be received.

The carrying amount of trade payables as at 31 December 2024 and 2023 is deemed to be a reasonable approximation of their fair value.

2.6.17. Income tax receivables and payables

Income tax receivables of Euro 704 thousand as at 31 December 2024 represent the net credit balance of the Company's position with the Tax Authorities due to higher advance payments of current taxes paid (IRES and IRAP).

Income tax receivables of Euro 1,336 thousand as at 31 December 2023 represent the net credit balance of the Company's position with the Tax Authorities due to higher advance payments of current taxes paid (IRES and IRAP).

2.6.18. Other liabilities (non-current and current)

This item can be broken down as follows:

(In thousands of Euro)	As at 31 December	
	2024	2023
Other non-current liabilities	65	92
Payables to employees	3,580	3,499
Advances from customers	419	736
Payables to social security institutions	1,070	960
Tax payables	787	725
Other current payables	251	381
Other current liabilities	6,107	6,301

The item “Other non-current liabilities” refers to the tax credit on fixed assets for the years 2026 - 2030.

The item “Payables to employees” mainly includes payables to employees for wages and salaries to be paid, for holidays accrued but not taken at the end of the reporting period, and for production bonuses.

The item “Advances from customers” includes: *i)* advances on future shipments, *ii)* purchase of moulds.

The item “Payables to social security institutions” mainly includes the payable for employee contributions.

The item “Tax payables” mainly includes payables to the tax authorities for withholding taxes on employee income.

2.6.19. Net financial indebtedness

The following table shows the breakdown of net financial indebtedness as at 31 December 2024 and 31 December 2023, determined in accordance with the new ESMA Guidelines of 4 March 2021 (Consob Warning Notice no. 5/21 to Consob Communication DEM/606429 3 of 28 July 2006).

(In thousands of Euro)	As at 31 December	
	2024	2023
A. Cash and cash equivalents *(note 2.6.11)*	8,587	15,534
B. Cash equivalents	-	16,000
C. Other current financial assets *(note 2.6.6)*	1,082	1,549
D. Liquidity (A)+(B)+(C)	**9,669**	**33,083**
E. Current financial payable (including debt instruments, but excluding the current portion of non-current financial payables) *(note 2.6.15)*	(686)	(968)
F. Current portion of the non-current financial payables *(note 2.6.15)*	(13,762)	(23,868)
G. Current financial indebtedness (E)+(F)	**(14,448)**	**(24,836)**
H. Net current financial indebtedness (G)+(D)	**(4,779)**	**8,247**
I. Non-current financial payables (excluding the current portion and debt instruments *(note 2.6.15)*	(8,304)	(14,457)
J. Debt instruments	-	-
K. Other trade payables and other non-current payables	-	-
L. Non-current financial indebtedness (I)+(J)+(K)	**(8,304)**	**(14,457)**
M. Total financial indebtedness (H)+(L)	**(13,083)**	**(6,210)**

Indel B's financial indebtedness is mainly expressed in fixed rates. Consequently, it is not exposed to the risks related to interest rate fluctuations.

The financial payable includes liabilities related to lease contracts reclassified according to IFRS 16, the current portion of which amounted to Euro 402 thousand and the non-current portion to Euro 1,917 thousand.

In 2024, new loans of approximately Euro 13,000 thousand were taken out, mainly to finance the expansion of the Indel B production plant located in the municipality of Novafeltria and the establishment of the new company Lindel. Dividends of Euro 4,488 thousand were also distributed.

In addition, Indel B paid Euro 7,875 thousand on 5 July 2024 for the public tender offer (OPA) on 314,944 shares at Euro 25.00 each.

It is recalled that the receivable for the sale of the equity investment in Guangdong Iceco Enterprise recognised in favour of the purchaser Xinyu Yuanxing Ent. China was collected in the amount of Euro 6,283 thousand in 2023 .

2.7. Notes to the income statement

2.7.1. Revenues from sales

A breakdown of the item "Revenues from sales" for the financial years ended 31 December 2024 and 2023 is shown below:

(In thousands of Euro)	Financial year ended 31 December	
	2024	2023
Revenues from product sales	119,652	142,775
Sundry revenues	1,806	1,146
Revenues from sales	**121,458**	**143,921**

The item "Sundry revenues" mainly includes revenues from the sale of moulds and charge-backs of transport costs.

The breakdown of "Revenues from product sales" by geographical area is shown below:

(In thousands of Euro)	Financial year ended 31 December	
	2024	2023
Europe (excluding Italy)	65,811	78,628

Italy	22,387	24,192
The Americas	28,156	35,537
Rest of the world	3,298	4,418
Revenues from product sales	119,652	142,775

For more details on the revenue trend, please refer to the detailed description in the Report on Operations of the Board of Directors.

2.7.2. Other revenues and income

A breakdown of the item "Other revenues and income" for the financial years ended 31 December 2024 and 2023 is shown below:

(In thousands of Euro)	Financial year ended 31 December	
	2024	2023
Government grants	63	135
Foreign currency gains	522	861
Compensation, damages and other income	2,870	3,999
Other revenues and income	3,455	4,995

Government grants for the financial year ended 31 December 2024, amounting to Euro 63 thousand, mainly refer to the disbursement of grants for training plans and the disbursement of grants for the tax credit relating to assets acquired.

Government grants for the financial year ended 31 December 2023 of Euro 135 thousand mainly refer to the disbursement of grants, for tax credit related to electricity consumption and gas consumption.

The item "Compensation, damages and other income" mainly includes: *(i)* rental income; *(ii)* current damage compensation; *(iii)* recovery of expenses for the current year; and (*iv*) other income with related parties. This item also includes the insurance reimbursement on the claim related to the customer DAF for Euro 650 thousand.

It should be noted, in particular, that in 2023 extraordinary income of Euro 1,685 thousand was recorded from the insurance company related to damages caused by the heavy snowfall that occurred in January 2023. Following checks and assessments, the damage caused by the bad weather was fully reimbursed by the insurance company.

2.7.3. Purchases and consumption of raw materials, semi-finished and finished products

A breakdown of the item "Purchases and consumption of raw materials, semi-finished and finished products" for the financial years ended 31 December 2024 and 2023 is shown below:

(In thousands of Euro)	Financial year ended 31 December	
	2024	2023
Purchases of raw materials, consumables and goods and change in inventories of raw materials	72,448	85,593
Change in inventories of finished and semi-finished products	(1,894)	5,483
Total	70,554	91,076

The change is mainly due to the drop in sales turnover.

2.7.4. Costs for services

A breakdown of the item "Costs for services" for the financial years ended 31 December 2024 and 2023 is shown below:

(In thousands of Euro)	Financial year ended 31 December	
	2024	2023
Transport	8,961	8,505
Consultancy	1,615	1,192
Maintenance	1,185	1,104
Fees to directors and statutory auditors	411	415
Exhibitions, trade fairs and advertising	666	662
Insurance companies	949	1,015
Utilities	617	776
Premiums and commissions	472	434
Outsourced work	412	527
Travel expenses	326	289
Customer service costs	879	814
Quality certification costs	626	389
Costs for leased assets	25	63
Other costs	1,746	1,355
Total	18,890	17,540

As at 31 December 2024, costs for services mainly include:

- higher transport costs, as in the second half of 2024 there was an increase in transport costs influenced by the increase in the price of containers, due to the logistical difficulties caused by the problems in the Suez Canal;
- higher consultancy costs relate to the management of the tender offer made in June 2024 and to the advisory services required for the implementation of the new European legislation on CSRD sustainability reporting;
- higher quality certification costs were necessary for the validation of new refrigerators for the market;
- the increase in other costs was mainly due to the transfer of a production line from the main Sant'Agata Feltria establishment to the Secchiano plant, the renewal of licences on programmes, and some targeted investments to improve workplace safety.

2.7.5. Personnel costs

A breakdown of the item "Personnel costs" for the financial years ended 31 December 2024 and 2023 is shown below:

(In thousands of Euro)	Financial year ended 31 December	
	2024	2023
Wages and salaries	16,188	15,343
Social security costs	4,944	4,675
Temporary work	516	1,282
Provisions for personnel	1,193	1,133
Other costs	385	480
Total	23,226	22,913

The following table shows the average number of employees (FTE) of the Company, broken down by category, for the years ended 31 December 2024 and 2023:

(In Units)	Financial year ended 31 December	
	2024	2023
Executives	8	7
Middle Managers	11	11

White-collar workers	71	71
Blue-collar workers	392	432
Temporary workers	20	46
Total	502	567

It should be noted that although the number of employees gradually decreased during 2024 (temporary and fixed-term workers) as a result of the drop in turnover, the total cost remained virtually unchanged due to the hiring of a new executive (purchasing director) and the heavy impact of national contractual increases, which were necessary to mitigate the inflationary effects on the purchasing power of the workforce.

2.7.6. Other operating costs

The breakdown of the item "Other operating costs" for the financial years ended 31 December 2024 and 2023 is shown below:

(In thousands of Euro)	Financial year ended 31 December	
	2024	2023
Foreign exchange losses	432	1,169
Taxes	148	120
Other operating costs	173	1,184
Total	753	2,473

The item "Foreign exchange losses" refers to the dollar adjustment of financial statement items.

The item "Other operating costs" mainly relates to *(i)* operating fixed assets, *(ii)* membership contributions and *(iii)* non-deductible costs. In the previous year this item included costs incurred to cope with the state of emergency created following the heavy snowfall in January 2023.

2.7.7. Amortisation, depreciation, provisions and write-downs

The breakdown of the item "Amortisation, depreciation, provisions and write-downs" for the financial years ended 31 December 2024 and 2023 is shown below:

(In Units)	Financial year ended 31 December	
	2024	2023
Depreciation of property, plant and machinery	2,763	2,480

Amortisation of intangible assets	147	251
Depreciation of right of use	424	413
Write-down of equity investment	1,075	3,830
Provisions for risks and charges	338	1,847
Total	**4,747**	**8,821**

As regards the item "Write-down of equity investments", see paragraph 2.6.4 "Equity investments".

As regards the item "Provisions for risks and charges", see paragraph 2.6.13 "Provisions for risks and charges".

2.7.8. Financial income and expenses

The breakdown of the items "Finance income" and "Finance costs" for the financial years ended 31 December 2024 and 2023 is shown below:

(In thousands of Euro)	Financial year ended 31 December	
	2024	2023
Interest income	466	448
Other finance income	250	473
Total finance income	**716**	**921**
Interest expenses on current accounts, mortgages, loans and rights of use	(935)	(834)
Bank charges and other finance costs	(56)	(864)
Total finance costs	**(991)**	**(1,698)**
Total	**(275)**	**(777)**

The item "Interest income" includes both interest on loans granted by Indel B to its subsidiaries Indel B North America, Autoclima and Lindel, as well as bank interest income on term current accounts.

The item "Other finance income" mainly includes financial exchange rate gains.

The item "Interest expenses on current accounts, mortgages and loans" was affected by increases in interest rates on new loans. The interest rates on new loans obtained in 2023 and 2024 were on average higher than those obtained in previous periods.

The item "Bank charges and other financial costs" in 2023 included the foreign exchange loss related to the collection of the last tranche of the receivable generated by the sale of the investment in Guangdong.

2.7.9. Income from equity investments

The breakdown of the item "Income from equity investments" for the financial years ended 31 December 2024 and 2023 is shown below:

(In thousands of Euro)	Financial year ended 31 December	
	2024	2023
Dividends	3,040	1,986
Total	3,040	1,986

As at 31 December 2024, we find:

- dividends distributed by Indel Webasto Marine of Euro 1,900 thousand, by Autoclima Spa of Euro 825 thousand and by Elber Indústria de Refrigeração of Euro 315 thousand.

As at 31 December 2023, we find:

- dividends distributed by Indel Webasto Marine of Euro 1,100 thousand, by Autoclima Spa of Euro 385 thousand, by Elber Indústria de Refrigeração of Euro 234 thousand and by CondorB Srl of Euro 267 thousand.

2.7.10. Income tax

The breakdown of the item "Income tax" for the financial years ended 31 December 2024 and 2023 is shown below:

(In thousands of Euro)	Financial year ended 31 December	
	2024	2023
Current taxes (IRES, IRAP)	2,072	2,734
Deferred tax assets/liabilities	218	(256)
Taxes related to previous years	-	(91)
Total	2,290	2,387

The following table shows the reconciliation of the theoretical tax rate with the actual impact on the result:

(In thousands of Euro)	Financial year ended 31 December			
	2024	%	2023	%
Pre-tax profit (loss)	9,508	-	7,302	-
Theoretical income tax (IRES)	2,282	24.0%	1,752	24.0%
IRAP	416	4.4%	658	9.0%
Tax effect of permanent differences and other differences	(408)	(4.3%)	(23)	(0.3%)
Taxes	2,290	-	2,387	-
Effective tax rate	-	24.1%	-	32.7%

The decrease in the tax rate, as per the table above, shown in 2024 compared to the previous financial year is mainly due to lower write-downs recognised on the value of equity investments compared to last year and higher dividends received from PEX subsidiaries and associated companies, partially offset by the absence of the ACE benefit for 2024.

2.8. Earnings per share

The following table shows the calculation of earnings per share for the years ended 31 December 2024 and 2023:

(In thousands of Euro)	FY	
	2024	2023
Profit/(loss) for the year (in thousands of Euro)	7,218	4,915
Average number of ordinary shares (in thousands)	5,427	5,632
Basic and diluted earnings per share (in Euro)	1.33	0.87

The shares making up the share capital are ordinary shares and there are no obligations regarding the distribution of preferred dividends or other preferred forms of allocation of results between shares.

2.9. Significant non-recurring events and transactions

For the sake of completeness, information on the impact of non-recurring events and transactions on the Company's economic and financial results is presented below.

Non-recurring events and transactions are identified primarily by the nature of the transactions. In particular, non-recurring costs/income include events that by their nature do not occur continuously in the normal course of business.

The effects of non-recurring events and transactions for the financial year ended 31 December 2024 are as follows:

(In thousands of Euro)	As at 31 December 2024	
	Shareholders' equity	Profit/(loss) for the year
Book value (a)	95,159	7,218
Revenues	(29)	(29)
Costs	1,431	1,431
Total effects (b)	1,402	1,402
Financial statement notional value (a) - (b)	96,561	8,620

The amount of Euro 1,402 thousand (Euro 1,529 thousand gross of the tax effect) refers to non-recurring revenues and costs incurred.

Non-recurring revenues were incurred in relation to:

- consultancy for Euro 29 thousand (Euro 40 before the related tax effect) for the application of the new European legislation on CSRD sustainability reporting received by subsidiaries.

Non-recurring costs were mainly incurred in relation to:

- extraordinary consultancy for Euro 231 thousand (Euro 321 thousand gross of the related tax effect) mainly relating to the management of the public tender offer in June 2024 and some consultancy for the application of the new European regulations on CSRD sustainability reporting;
- extraordinary costs incurred of Euro 105 thousand (Euro 146 thousand gross of the related tax effect) provided for in favour of certain strategic executives;
- write-down following the impairment test on the equity investment in the Brazilian company Elber Indústria de Refrigeração for Euro 1,075 thousand (Euro 1,075 thousand gross of the related tax effect). For further details, see section 2.6.4 “Equity Investments”.

The effects of non-recurring events and transactions for the financial year ended 31 December 2023 are as follows:

(In thousands of Euro)	As at 31 December 2023	
	Shareholders' equity	Profit/(loss) for the year
Book value (a)	101,035	4,915
Revenues	-	-
Costs	3,870	3,870
Total effects (b)	3,870	3,870
Financial statement notional value (a) - (b)	104,905	8,785

The amount of Euro 3,870 thousand (Euro 3,885 thousand gross of the tax effect) refers to non-recurring costs incurred.

Non-recurring costs were incurred in relation to:

- extraordinary consultancy of Euro 15 thousand (Euro 21 thousand gross of the related tax effect) for the management of sales in the Russian market for the purposes of compliance with the new regulations in force on sanctions relating to the current Russian/Ukraine conflict;
- extraordinary costs incurred of Euro 25 thousand (Euro 35 thousand gross of the related tax effect) in favour of certain strategic executives;
- write-down following the impairment test of Euro 3,830 thousand (Euro 3,830 thousand gross of the related tax effect) relating to the equity investment in the company Elber Indústria de Refrigeração for Euro 2,200 thousand and the write-down of the equity investment in the company Indel B North America for Euro 1,630 thousand. For further details, see section 2.6.4 “Equity Investments”.

It should be noted that the amounts of the insurance income related to the damage caused by the heavy snowfall in January 2023 and the related costs incurred do not appear in the statement as they are of the opposite amount.

2.10. Other information

2.10.1. Commitments and guarantees

The Company's main commitments are shown below:

1. Investment commitments

As at 31 December 2024, investment commitments amounted to a total of Euro 924 thousand and referred mainly to machinery for the Sant'Agata Feltria and Secchiano production sites.

2. Sureties issued in favour of third parties

In 2024, the following sureties are still outstanding:

- on 23 January 2020, to cover outstanding disputes, for advance VAT refund relating to the third quarter of 2019 in favour of the Tax Authorities of Pesaro and Urbino a sine-die policy of Euro 717 thousand;
- on 06 December 2019, to cover outstanding disputes, for advance VAT refund in favour of the Tax Authorities of Pesaro and Urbino a sine-die policy of Euro 621 thousand.

2.10.2. Dividends

On 24 May 2024, the Shareholders' Meeting resolved to distribute a dividend in the amount of Euro 0.80 per share for a total of Euro 4,488 thousand. These dividends were paid in full during the first half of 2024.

2.10.3. Contingent liabilities

There are no contingent liabilities that have not been reflected in the financial statements.

2.10.4. Remuneration to members of the boards of directors and statutory auditors

The following table summarises the remuneration due to the Company's directors and members of the Board of Statutory Auditors for the financial years ended 31 December 2024 and 2023:

(In thousands of Euro)	Financial year ended 31 December	
	2024	2023
Board of directors	507	503
Board of Statutory Auditors	50	50
Total	557	553

2.10.5. Fees to independent auditors

The following table summarises the fees payable to the independent auditors PricewaterhouseCoopers S.p.A. for audit and non-audit services rendered by the same independent auditors or entities belonging to its network for the financial years ended 31 December 2024 and 2023:

(In thousands of Euro)		Financial year ended 31 December	
		2024	2023
External audit	PricewaterhouseCoopers S.p.A.	99	99
	PricewaterhouseCoopers S.p.A. network	-	-
Other services	PricewaterhouseCoopers S.p.A.	-	20
	PricewaterhouseCoopers S.p.A. network	-	-
Total		99	119

2.11. Transactions with related parties

Indel B's transactions achieved with related parties (hereinafter, “Related Party Transactions”) are mainly of commercial and financial and are carried out on an arm's length basis.

Indel B has transactions with the following related parties:

- the company Amp. Fin. S.r.l. (the “Parent Company”);
- the companies Condor B S.r.l., Autoclima S.p.A., Indel B Germany GMBH, Autoclima Russ, Electric Station Climatisation, SEA, Lindel S.rl., Indel B Poland SP. Z.O.O., and Indel B North America Inc (the “Subsidiaries”);
- the company Indel Webasto Marine S.r.l. (the “Jointly controlled entity”) and the company Elber Industria de Refrigeracao Ltda (the “Associates”);

- key management personnel ("Top Management");
- other parties in which Indel B holds an interest through the Parent company and/or members of Top Management (the "Other related parties").

Subsidiaries

The following table shows the statement of financial position and income statement balances related to the Company's transactions with its subsidiaries for the years ended 31 December 2024 and 2023, with an indication of the impact on the relevant item in the financial statements:

(In thousands of Euro)	Right of use		Non-current financial assets		Trade receivables		Current financial assets		Other receivables and other current assets		Non-current financial liabilities		Trade payables		Other current liabilities	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Condor B Srl	646	788	-	-	1	39	-	-	-	-	(533)	(679)	(487)	(408)	(147)	(156)
Autoclima SpA	-	-	500	1,500	27	50	1,000	1,000	-	-	-	-	(253)	(364)	-	-
Indel B Germany	-	-	-	-	43	36	-	-	-	-	-	-	-	-	-	-
Autoclima Russ	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
ESC	-	-	-	-	105	102	-	-	-	-	-	-	-	(42)	-	-
SEA	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-
Lindel Srl	-	-	3,500	-	-	-	-	-	-	-	-	-	-	-	(1)	-
Indel B Poland	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Indel B NA	-	-	385	543	28	664	48	425	4	-	-	-	-	(513)	-	-
Total	646	788	4,385	2,043	205	891	1,048	1,425	4	-	(533)	(679)	(740)	(1,327)	(148)	(156)
% weight on financial statement item	29.1%	32.8%	100.0%	100.0%	0.9%	3.5%	96.9%	92.0%	0.2%	0.0%	6.4%	4.7%	2.9%	5.3%	2.4%	2.5%

(In thousands of Euro)	Revenues from sales		Other revenues and income		Costs for the purchase of raw materials, semi-finished and finished products		Costs for services		Other operating costs		Amortisation, depreciation, provisions and write-downs		Financial income/expenses		Income from equity investments	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Condor B Srl	11	206	231	206	(1,381)	(1,598)	(36)	(25)	-	-	(142)	(142)	(15)	(17)	-	267
Autoclima SpA	472	711	219	191	(2,590)	(3,299)	(20)	(89)	-	-	-	-	45	65	825	385
Indel B Germany	686	870	22	22	-	-	(6)	(9)	-	-	-	-	-	-	-	-
Autoclima Russ	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
ESC	721	777	49	13	-	-	(4)	(42)	-	-	-	-	-	-	-	-
SEA	1	2	11	5	(5)	-	(3)	-	-	-	-	-	-	-	-	-
Lindel Srl	-	-	42	-	-	-	-	-	-	-	-	-	27	-	-	-
Indel B Poland	31	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Indel B NA	873	1,296	16	4	(7)	(514)	(260)	(137)	-	-	-	-	33	65	-	-
Total	2,793	3,862	591	441	(3,983)	(5,411)	(329)	(302)	-	-	(142)	(142)	91	113	825	652
% weight on financial statement item	2.3%	2.7%	17.1%	8.8%	5.6%	5.9%	1.8%	1.7%	0.0%	0.0%	2.8%	1.6%	-33.0%	-14.6%	27.1%	32.8%

Other revenues and income and trade receivables from the subsidiary Condor B are mainly related to the provision of administrative services.

Purchases and consumption of raw materials, semi-finished and finished products and trade payables to the subsidiary Condor B are mainly related to the purchase of components for the production of refrigerators.

Revenues from sales and trade receivables from the subsidiary Autoclima are mainly related to the sale of air-conditioning products.

Costs for the purchase of raw materials and consumables from Autoclima are related to the purchase of air conditioners mainly for the "Automotive" market.

Revenues from sales and trade receivables from the subsidiary Indel B North America are mainly related to the sale of Automotive products on the After Market.

Other revenues and income from the subsidiary Lindel Srl refer to a lease agreement for the plant located at the Secchiano production site and financial income refers to interest income on the loan.

Jointly controlled entities and associates

The following table shows the statement of financial position and income statement balances related to the Company's transactions with jointly controlled entities and associates for the years ended 31 December 2024 and 2023, with an indication of the impact on the relevant item in the financial statements:

(In thousands of Euro)	Inventories		Trade receivables		Other receivables and other current assets		Trade payables		Other current liabilities	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Indel Webasto Marine	-	-	713	900	-	-	(50)	(22)	-	(18)
Elber	-	-	-	-	-	-	-	-	-	-
Total	-	-	713	900	-	-	(50)	(22)	-	(18)
% weight on financial statement item	0.0%	0.0%	3.1%	3.6%	0.0%	0.0%	0.2%	0.1%	0.0%	0.3%

(In thousands of Euro)	Revenues from sales		Other revenues and income		Costs for the purchase of raw materials, semi-finished and finished products		Costs for services		Other operating costs		Financial income/expenses		Income from equity investments	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Indel Webasto Marine	7,440	9,639	659	539	98	(97)	-	-	-	(14)	-	-	1,900	1,100
Elber	-	1	-	-	-	-	-	-	-	-	-	-	315	234
Total	7,440	9,640	659	539	98	(97)	-	-	-	(14)	-	-	2,215	1,334
% weight on financial statement item	6.1%	6.7%	19.1%	10.8%	0.1%	0.1%	0.0%	0.0%	0.0%	0.6%	0.0%	0.0%	72.9%	67.2%

Indel Webasto Marine S.r.l.

Revenues from sales and trade receivables from the jointly controlled entity Indel Webasto Marine are related to the sale of finished products (mainly refrigerators) mainly for the “Leisure Time” market, which includes pleasure boating and recreational vehicles.

Other revenues and income are mainly related to the provision of administrative services by Indel B and to rents for the new production plant located in Secchiano di Novafeltria. Purchases and consumption of raw materials, semi-finished and finished products and trade payables refer to the purchase of components used in the production of refrigerators and ice makers. Costs for services are related to the reworking of refrigerators.

Income from equity investments refers to the distribution of dividends in favour of Indel B for Euro 1,900 thousand as at 31 December 2024 (Euro 1,100 thousand as at 31 December 2023) distributed by Indel Webasto Marine.

Elber Indústria de Refrigeração Ltda

As at 6 June 2017, Elber Industria de Refrigeracao became an associate of the Parent Company following the Company's acquisition of a 40% stake in the capital.

Other related parties

The following table shows the statement of financial position and income statement balances related to the Company's transactions with other related parties for the years ended 31 December 2024 and 2023, with an indication of the impact on the relevant item in the financial statements:

(In thousands of Euro)	Right of use		Non-current financial assets		Other receivables and other non-current assets		Trade receivables		Other receivables and other current assets		Non-current financial liabilities		Trade payables		Current financial liabilities	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Indel Webasto Marine USA	-	-	-	-	-	-	483	333	-	-	-	-	-	-	-	-
Berloni Immobiliare	-	-	-	-	-	-	17	17	-	-	-	-	(10)	(10)	-	-
Immobiliare Sant'Ag	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
AMP Immobiliare	1,319	1,489	-	-	50	50	-	-	-	-	(1,217)	(1,385)	-	-	(174)	(169)
Iterby Project Srl	-	-	-	-	-	-	-	-	-	-	-	-	(5)	-	-	-
Iterby Italiana Mobili	-	-	-	-	-	-	-	108	-	-	-	-	-	-	-	-
Società Agricola Berloni	-	-	-	-	-	-	-	-	-	-	-	-	(54)	-	-	-
Total	**1,319**	**1,489**	**-**	**-**	**50**	**50**	**500**	**458**	**-**	**-**	**(1,217)**	**(1,385)**	**(69)**	**(10)**	**(174)**	**(169)**
% weight on financial statement item	59.5%	62.0%	0.0%	0.0%	53.9 %	29.3%	2.2%	1.8%	0.0%	0.0%	14.7%	9.6%	0.3%	0.0%	1.2%	0.7%

(In thousands of Euros)	Revenues from sales		Other revenues and income		Costs for the purchase of raw materials, semi-finished and finished products		Costs for services		Other operating costs		Amortisation, depreciation, provisions and write-downs		Financial income/expenses	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Indel Webasto Marine USA	3,871	5,336	-	-	-	-	-	-	-	-	-	-	-	-
Berloni Immobiliare	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Immobiliare Sant'Ag	-	-	-	-	-	-	-	-	(1)	(1)	(176)	(176)	(32)	(5)
AMP Immobiliare	-	-	-	-	-	-	-	-	-	-	-			(30)
Iterby Project Srl	0	4	-	-	(7)	-	-	-	-	-	-	-	-	-
Iterby Italiana Mobili	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Società Agricola Berloni	-	-	-	-	-	-	(75)	(55)	-	-	-	-	-	-
Total	**3,871**	**5,340**	**-**	**-**	**(7)**	**-**	**(75)**	**(55)**	**(1)**	**(1)**	**(176)**	**(176)**	**(32)**	**(35)**
% weight on financial statement item	3.2%	3.7%	0.0%	0.0%	0.0%	0.0%	0.4%	0.3%	0.2%	0.0%	3.5%	2.0%	11.5%	4.5%

Transactions with other related parties are mainly commercial and consist mainly of: 1. purchase and sale of finished and semi-finished products; and 2. provision of services.

Indel Webasto Marine USA

Revenues from sales with Indel Webasto Marine USA mainly refer to the sale of products in the United States of America for the markets of pleasure boating and recreational vehicles.

Berloni Immobiliare S.r.l./AMP.FIN S.r.l./Immobiliare Sant'Agata/AMP Immobiliare

On Fin. S.r.l. established two property management limited liability companies on 31 October 2019 named respectively Amp. Immobiliare S.r.l. and Immobiliare Sant'Agata S.r.l., with an investment equal to 100% of the quota capital.

On Fin. S.r.l. does not carry out management and coordination activities in relation to the two new subsidiaries.

The two companies are managed by the Sole Director, Paolo Berloni.

On 19 December 2019, Amp.Immobiliare S.r.l. purchased from Berloni Immobiliare S.r.l. land and buildings located in the municipality of S. Agata Feltria.

On 19 December 2019, Immobiliare Sant’Agata S.r.l. purchased from Berloni Immobiliare S.r.l. industrial buildings (partly mortgaged) located in the municipality of S. Agata Feltria.

With regard to the buildings described above, originally leased to the Company by Berloni Immobiliare S.r.l., following their sale and purchase by Immobiliare Sant'Agata S.r.l. and Amp.Immobiliare S.r.l., new lease agreements were entered into between the latter and the Company, effective as from 1 January 2020.

In particular, the lease contracts with Amp.Immobiliare S.r.l. and Immobiliare Sant'Agata S.r.l., with a duration of 6 years + 6, envisage an annual rent of approximately Euro 31 thousand for the industrial part, approximately Euro 26 thousand for the residential part, and approximately Euro 144 thousand for the industrial part of Immobiliare Sant'Agata S.r.l., respectively; during 2024 these rents were updated on the basis of ISTAT indices.

The rents set are in line with the OMI database of AE's real estate prices and are identical to those already paid by the Company to Berloni Immobiliare.

It should be noted that on 1 March 2023 the company Immobiliare Sant'Agata was merged by the company AMP immobiliare; therefore, the merging company AMP Immobiliare assumed the rights and obligations of the merged company Immobiliare Sant'Agata and continued all relations.

Other transactions

Transactions carried out with IBK Project S.r.l. mainly refer to business relationships relating to the purchase and sale of components such as sheet metal supports for furniture and the purchase of wood products used in the production of wine cellars.

The transactions carried out with Società Agricola Berloni mainly refer to periodic green maintenance services provided by the latter in areas owned by the Company.

Top management

The transactions entered into with the Top Management during the financial years ended 31 December 2024 and 2023 essentially correspond to the relevant fees and remuneration, including social security charges.

The total amount of fees and related charges of the Company's Board of Directors was Euro 745 thousand in 2024 (Euro 742 thousand in 2023).

The total amount of fees and related charges to strategic executives was Euro 2,471 thousand in 2024 (Euro 2,206 thousand in 2023).

The Fees of the Top Management are related to the Board of Directors, the members of the Control and Risk Committee, the Remuneration Committee of the Parent Company and the Strategic executives.

(In thousands of Euros)		Financial year ended 31 December	
		2024	2023
Fees for the office	Directors' fees including charges	570	561
	Variable Directors' Fees	175	181
Non-monetary benefits	Home insurance benefit including charges	45	34
Bonuses and other incentives	Variable bonus including charges	383	403
	LTIP	146	34
Other fees	Fixed salaries and attendance fees including charges	1,152	993
Total		2,471	2,206

2.12. Significant events after the 2024 reporting period

On 1 January 2025, Sea was merged via incorporation into the parent company Autoclima S.p.A. Subsequent to 31 December 2024, on 2 April, the US administration introduced heavy import duties, which were then partially suspended on 9 April 2025 for EU countries and increased for China. For the purposes of the valuations of these financial statements, this event has been considered, in accordance with IAS 10, as a non-adjusting event, as this condition did not exist prior to 31 December 2024. To date, due to the uncertainty as to whether or not they will be applied and the actual amount, we are not yet able to quantify exactly the impact of these duties on our Group. However, it should be noted that given the Group's equity and financial position, and cash generation capacity, no further critical issues are foreseen.

In addition, on 21 March 2025, the Company took out a new loan with Banco Desio for the amount of Euro 3,000 thousand. The Banco Desio 2 loan has a duration of 24 months, with repayment of 1 interest-only instalment, the first of which will expire on 30 June 2025, and 4 six-monthly instalments, the first of which will expire on 31 December 2025.

2.13. Information pursuant to Art. 1, para. 125 of Italian Law No. 124 of 4 August 2017

2.13.1. Paragraph 125 – Contributions, subsidies, economic benefits received

Pursuant to Art. 1, paragraph 125, of Italian Law no. 124 of 4 August 2017, in compliance with the transparency requirement, it is hereby reported that until 31 December 2024 the company did not receive any subsidies, contributions, paid assignments and in any case economic benefits from public administrations and/or from the parties referred to in the first sentence of paragraph 125 of Art. 1 of Italian Law no. 124/2017 with the exception of those indicated below:

Disbursing Subject	Contribution received	Reason	Data determination criterion
TAX AUTHORITIES	3,000.00	Tax deduction for energy redevelopment expenses (Italian Decree Law no. 63/2013)	On a cash basis
TAX AUTHORITIES	2,351.00	Tax deduction for energy redevelopment expenses (Italian Decree Law no. 63/2013)	On a cash basis
TAX AUTHORITIES	70,032.00	IRES tax saving due to IRAP deduction Italian Decree Law no. 185/2008-Italian Decree Law no. 201/2012 (base 2023 tax period of Euro 291,798)	On a cash basis
TAX AUTHORITIES	159,364.00	IRES tax saving due to Italian Law no. 208/15 et seq. (super-hyper amortisation) (base 2023 tax period of Euro 664,017)	On a cash basis
TAX AUTHORITIES	244,000.00	IRES tax saving due to ACE facilities (base 2023 of return Euro 1,016,669)	On a cash basis
TAX AUTHORITIES	3,437.35	Tax credit 6% Italian Law no. 160/2019 for 4.0 property, plant and machinery of Euro 17,186.00 to be used in 5 instalments of Euro 3,437.35 each (instalment 4/5)	On a cash basis
TAX AUTHORITIES	1,332.00	Tax credit 6% Italian Law no. 160/2019 for 4.0 property, plant and machinery of Euro 6,660.00 to be used in 5 instalments of Euro 1,332.00 each (instalment 3/5)	On a cash basis
TAX AUTHORITIES	33,453.67	Tax credit 10% Italian Law no. 178/2020 for 4.0 property, plant and machinery of Euro 100,361.00 to be used in 3 instalments of Euro 33,453.67 each (instalment 3/3)	On a cash basis
TAX AUTHORITIES	10,166.67	Tax credit 50% Italian Law no. 178/2020 for 4.0 property, plant and machinery of Euro 30,500.00 to be used in 3 instalments of Euro 10,166.67 each (instalment 3/3)	On a cash basis
TAX AUTHORITIES	4,333.33	Tax credit 10% Italian Law no. 178/2020 for 4.0 property, plant and machinery of Euro 13,000.00 to be used in 3 instalments of Euro 4,333.33 each (instalment 2/3)	

TAX AUTHORITIES	1,470.90	Tax credit 6% Italian Law no. 178/2020 for 4.0 property, plant and machinery of Euro 4,412.00 to be used in 3 instalments of Euro 1,470.90 each (instalment 1/3)	On a cash basis
INPS	23,985.22	Permanent hiring incentive Italian Law no. 205/2017	
INPS	77,049.63	Tax exemption Italian Law no. 178/2020	On a cash basis
FONDOIMPRESA	39,730.50	Personal training grant from Fondoimpresa	On a cash basis

In addition to what is indicated in the table above, it should be noted that the company INDEL B SPA paid the instalments of the subsidised loans listed below during 2024:

- seventh instalment of Euro 173,884.46 (including interest) of the subsidised loan obtained from the Ministry of Economic Development (Grant Decree no. 02260 of 27 November 2013) disbursed in 2015 and 2016 for a total amount of Euro 1,691,967;
- fourth and fifth instalment of Euro 235.64 (including interest) of the subsidised loan of Euro 2,250 disbursed by SIMEST in 2021 from the availability of the revolving fund established by Italian Law no. 394 of 29 July 1981, for Participating in trade fairs, exhibitions and system missions in foreign markets and/or international trade fairs/events in Italy, Circular no. 4/394/2020. Aid measure number (EC) SA57891;
- first and second capital instalment, plus interest equal to a total of Euro 122,471.40 on the subsidised loan amounting to Euro 480,000.00 disbursed by SIMEST in the year 2021 from the availability of the revolving fund established by Law No. 394 of 29 July 1981, aimed at improving and safeguarding the financial soundness of exporting companies ref. Circular no. 3/394/2020 Aid measure number (EC) SA57891.

2.14. Proposal for allocation of the profit/(loss) for the period of the separate financial statements of Indel B

The Issuer closed the financial year as at 31 December 2024 with a profit for the year of Euro 7,218,071, which we propose to allocate as follows:

- up to a maximum of Euro 4,674 to distribute to the shareholders a dividend for 2024 of Euro 0.80 per share, gross of withholding taxes, with an ex-dividend date of 2 June 2025 record date 3 June 2025 and payment on 4 June 2025 pursuant to Article 83-terdecies of the Consolidated Law on Finance.

- the remainder to the extraordinary reserve.

Single electronic format XHTML

The financial statements were prepared in XHTML format in accordance with the provisions of the Delegated Regulation. The Company enlisted the services of KPMG S.p.A. for the preparation of this electronic format related to FY 2024.

Sant'Agata Feltria, 17 April 2025

Chairman of the Board of Directors

Mr. Antonio Berloni

Attestazione del bilancio d'esercizio ai sensi dell'art. 81-ter del Regolamento Consob n.11971 del 14 maggio 1999 e successive modifiche e integrazioni

1. I sottoscritti Luca Bora, Amministratore Delegato, e Mirco Manganello, in qualità di Dirigente Preposto alla redazione dei documenti contabili societari di Indel B S.p.A., attestano, tenuto anche conto di quanto previsto dall'art.154-bis, commi 3 e 4, del decreto legislativo 24 febbraio 1998, n. 58:

- l'adeguatezza in relazione alle caratteristiche dell'impresa e
- l'effettiva applicazione delle procedure amministrative e contabili per la formazione del bilancio di esercizio nel corso dell'esercizio 2024.

2. Si attesta, inoltre, che:

2.1 il bilancio d'esercizio:

a) è redatto in conformità ai principi contabili internazionali applicabili riconosciuti nella Comunità europea ai sensi del regolamento (CE) n. 1606/2002 del Parlamento europeo e del Consiglio, del 19 luglio 2002;

b) corrisponde alle risultanze dei libri e delle scritture contabili;

c) a quanto consta è idoneo a fornire una rappresentazione veritiera e corretta della situazione patrimoniale, economica e finanziaria dell'emittente.

3.1 La relazione sulla gestione comprende un'analisi attendibile dell'andamento e del risultato della gestione, nonché della situazione dell'emittente, unitamente alla descrizione dei principali rischi e incertezze cui sono esposti.

Sant' Agata Feltria 29/04/2025

Amministratore Delegato

Dirigente preposto alla redazione dei documenti contabili societari

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Relazione della società di revisione indipendente

ai sensi dell'articolo 14 del DLgs 27 gennaio 2010, n° 39 e dell'articolo 10 del Regolamento (UE) n° 537/2014

Agli azionisti della
Indel B SpA

Relazione sulla revisione contabile del bilancio d'esercizio

Giudizio

Abbiamo svolto la revisione contabile del bilancio d'esercizio della società Indel B SpA (la "Società"), costituito dalla situazione patrimoniale-finanziaria al 31 dicembre 2024, dal conto economico, dal conto economico complessivo, dal prospetto delle variazioni del patrimonio netto, dal rendiconto finanziario per l'esercizio chiuso a tale data e dalle note esplicative al bilancio che includono le informazioni rilevanti sui principi contabili applicati.

A nostro giudizio, il bilancio d'esercizio fornisce una rappresentazione veritiera e corretta della situazione patrimoniale e finanziaria della Società al 31 dicembre 2024, del risultato economico e dei flussi di cassa per l'esercizio chiuso a tale data in conformità ai principi contabili IFRS emanati dall'International Accounting Standards Board e adottati dall'Unione Europea nonché ai provvedimenti emanati in attuazione dell'articolo 9 del DLgs n° 38/2005.

Elementi alla base del giudizio

Abbiamo svolto la revisione contabile in conformità ai principi di revisione internazionali (ISA Italia). Le nostre responsabilità ai sensi di tali principi sono ulteriormente descritte nella sezione *Responsabilità della società di revisione per la revisione contabile del bilancio d'esercizio* della presente relazione. Siamo indipendenti rispetto alla Società in conformità alle norme e ai principi in materia di etica e di indipendenza applicabili nell'ordinamento italiano alla revisione contabile del bilancio. Riteniamo di aver acquisito elementi probativi sufficienti e appropriati su cui basare il nostro giudizio.

Aspetti chiave della revisione contabile

Gli aspetti chiave della revisione contabile sono quegli aspetti che, secondo il nostro giudizio professionale, sono stati maggiormente significativi nell'ambito della revisione contabile del bilancio dell'esercizio in esame. Tali aspetti sono stati da noi affrontati nell'ambito della revisione contabile e

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nella formazione del nostro giudizio sul bilancio d'esercizio nel suo complesso; pertanto, su tali aspetti non esprimiamo un giudizio separato.

Aspetti chiave	*Procedure di revisione in risposta agli aspetti chiave*
Valutazione delle partecipazioni in società controllate e collegate	
I criteri di valutazione relativi alla valutazione delle partecipazioni in società controllate e collegate sono descritti nel paragrafo 2.3 "Criteri applicati nella valutazione delle voci di bilancio" e nel paragrafo 2.6.4 "Partecipazioni" delle note esplicative al bilancio d'esercizio. Il valore delle partecipazioni valutate al costo in società controllate e collegate al 31 dicembre 2024 ammonta a circa Euro 38,5 milioni, pari al 25% del totale attivo patrimoniale. Con riferimento a tale voce di bilancio, gli amministratori hanno svolto, ai sensi del principio contabile IAS 36, un'analisi volta ad individuare la presenza di eventuali indicatori di perdite di valore e, ove applicabile, hanno svolto un *test* di *impairment* (di seguito anche "*impairment test*"). L'*impairment test* ha avuto l'obiettivo di identificare eventuali perdite di valore, mediante il confronto tra il valore di bilancio della partecipazione assoggettata a verifica ed il valore recuperabile, rappresentato dal maggiore tra il *fair value,* al netto dei costi di dismissione, e il valore d'uso. Quest'ultimo è stato stimato mediante il metodo di attualizzazione dei flussi di cassa attesi ("*Discounted Cash Flow*"), nonché del valore terminale. La stima di cui sopra si è basata sui flussi di cassa futuri previsti per le società partecipate dal piano 2025-2029, così come approvato dagli amministratori in data 17 aprile 2025. Lo svolgimento dell'*impairment test* è caratterizzato da un elevato grado di giudizio e soggettività, con particolare riferimento alla: • determinazione dei flussi di cassa operativi	Con riferimento a tale aspetto chiave, le nostre procedure di revisione hanno incluso: • lo svolgimento di adeguate procedure di revisione sulle informazioni contabili fornite dalle società partecipate, a supporto della valutazione nel bilancio d'esercizio; • la comprensione e la valutazione dell'analisi preliminare svolta dalla Società al fine di individuare la presenza di eventuali indicatori di perdite di valore e, ove applicabile, la comprensione della procedura di valutazione dell'eventuale perdita di valore adottata dalla Direzione; • la verifica delle metodologie di stima adottate ai fini del monitoraggio e della misurazione della recuperabilità del valore delle partecipazioni in società controllate e collegate; • la valutazione del lavoro svolto dagli esperti che hanno supportato gli amministratori ai fini della predisposizione dell'*impairment test*; • l'analisi delle principali assunzioni contenute nel piano economico-finanziario delle società partecipate assoggettate ad *impairment test*, verificandone la ragionevolezza in considerazione dei risultati conseguiti nell'esercizio 2024, dei dati storici e da quanto desumibile da fonti esterne, nonché delle evoluzioni di mercato attese; • un'analisi retrospettica confrontando le stime formulate negli esercizi precedenti con

attesi e dei tassi di crescita di lungo termine, che devono tener conto di fattori macroeconomici, prospettive future e risultati passati registrati dalla società controllata o collegata;

- identificazione delle assunzioni tecniche da utilizzare per la costruzione del tasso di attualizzazione dei flussi di cassa di cui al punto precedente.

Per le ragioni sopra esposte, abbiamo considerato la recuperabilità del valore di carico delle partecipazioni in società controllate e collegate un aspetto chiave della revisione.

i dati consuntivati, al fine di validare la capacità della Direzione di formulare stime attendibili;

- l'analisi, con il supporto degli esperti della rete PwC nell'ambito di valutazioni d'impresa, della metodologia e del modello valutativo utilizzato dalla Direzione per la predisposizione dell'*impairment test*, nonché della determinazione del valore d'uso, inclusa la ragionevolezza dei tassi di attualizzazione, dei tassi di crescita e delle relative analisi di sensitività;

- la verifica della completezza e accuratezza dell'informativa fornita nelle note esplicative relativamente all'*impairment test*.

Responsabilità degli Amministratori e del Collegio Sindacale per il bilancio d'esercizio

Gli amministratori sono responsabili per la redazione del bilancio d'esercizio che fornisca una rappresentazione veritiera e corretta in conformità ai principi contabili IFRS emanati dall'International Accounting Standards Board e adottati dall'Unione Europea nonché ai provvedimenti emanati in attuazione dell'articolo 9 del DLgs n° 38/2005 e, nei termini previsti dalla legge, per quella parte del controllo interno dagli stessi ritenuta necessaria per consentire la redazione di un bilancio che non contenga errori significativi dovuti a frodi o a comportamenti o eventi non intenzionali.

Gli amministratori sono responsabili per la valutazione della capacità della Società di continuare a operare come un'entità in funzionamento e, nella redazione del bilancio d'esercizio, per l'appropriatezza dell'utilizzo del presupposto della continuità aziendale, nonché per una adeguata informativa in materia. Gli amministratori utilizzano il presupposto della continuità aziendale nella redazione del bilancio d'esercizio a meno che abbiano valutato che sussistono le condizioni per la liquidazione della Società o per l'interruzione dell'attività o non abbiano alternative realistiche a tali scelte.

Il Collegio Sindacale ha la responsabilità della vigilanza, nei termini previsti dalla legge, sul processo di predisposizione dell'informativa finanziaria della Società.

Responsabilità della società di revisione per la revisione contabile del bilancio d'esercizio

I nostri obiettivi sono l'acquisizione di una ragionevole sicurezza che il bilancio d'esercizio nel suo complesso non contenga errori significativi, dovuti a frodi o a comportamenti o eventi non intenzionali, e l'emissione di una relazione di revisione che includa il nostro giudizio. Per ragionevole

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sicurezza si intende un livello elevato di sicurezza che, tuttavia, non fornisce la garanzia che una revisione contabile svolta in conformità ai principi di revisione internazionali (ISA Italia) individui sempre un errore significativo, qualora esistente. Gli errori possono derivare da frodi o da comportamenti o eventi non intenzionali e sono considerati significativi qualora ci si possa ragionevolmente attendere che essi, singolarmente o nel loro insieme, siano in grado di influenzare le decisioni economiche prese dagli utilizzatori sulla base del bilancio d'esercizio.

Nell'ambito della revisione contabile svolta in conformità ai principi di revisione internazionali (ISA Italia), abbiamo esercitato il giudizio professionale e abbiamo mantenuto lo scetticismo professionale per tutta la durata della revisione contabile. Inoltre:

- abbiamo identificato e valutato i rischi di errori significativi nel bilancio d'esercizio, dovuti a frodi o a comportamenti o eventi non intenzionali; abbiamo definito e svolto procedure di revisione in risposta a tali rischi; abbiamo acquisito elementi probativi sufficienti e appropriati su cui basare il nostro giudizio. Il rischio di non individuare un errore significativo dovuto a frodi è più elevato rispetto al rischio di non individuare un errore significativo derivante da comportamenti o eventi non intenzionali, poiché la frode può implicare l'esistenza di collusioni, falsificazioni, omissioni intenzionali, rappresentazioni fuorvianti o forzature del controllo interno;
- abbiamo acquisito una comprensione del controllo interno rilevante ai fini della revisione contabile allo scopo di definire procedure di revisione appropriate nelle circostanze e non per esprimere un giudizio sull'efficacia del controllo interno della Società;
- abbiamo valutato l'appropriatezza dei principi contabili utilizzati nonché la ragionevolezza delle stime contabili effettuate dagli amministratori, inclusa la relativa informativa;
- siamo giunti a una conclusione sull'appropriatezza dell'utilizzo da parte degli amministratori del presupposto della continuità aziendale e, in base agli elementi probativi acquisiti, sull'eventuale esistenza di un'incertezza significativa riguardo a eventi o circostanze che possono far sorgere dubbi significativi sulla capacità della Società di continuare a operare come un'entità in funzionamento. In presenza di un'incertezza significativa, siamo tenuti a richiamare l'attenzione nella relazione di revisione sulla relativa informativa di bilancio ovvero, qualora tale informativa sia inadeguata, a riflettere tale circostanza nella formulazione del nostro giudizio. Le nostre conclusioni sono basate sugli elementi probativi acquisiti fino alla data della presente relazione. Tuttavia, eventi o circostanze successivi possono comportare che la Società cessi di operare come un'entità in funzionamento;
- abbiamo valutato la presentazione, la struttura e il contenuto del bilancio d'esercizio nel suo complesso, inclusa l'informativa, e se il bilancio d'esercizio rappresenti le operazioni e gli eventi sottostanti in modo da fornire una corretta rappresentazione.

Abbiamo comunicato ai responsabili delle attività di governance, identificati a un livello appropriato come richiesto dagli ISA Italia, tra gli altri aspetti, la portata e la tempistica pianificate per la revisione contabile e i risultati significativi emersi, incluse le eventuali carenze significative nel controllo interno identificate nel corso della revisione contabile.

Abbiamo fornito ai responsabili delle attività di governance anche una dichiarazione sul fatto che abbiamo rispettato le norme e i principi in materia di etica e di indipendenza applicabili nell'ordinamento italiano e abbiamo comunicato loro ogni situazione che possa ragionevolmente avere un effetto sulla nostra indipendenza e, ove applicabile, le azioni intraprese per eliminare i relativi rischi o le misure di salvaguardia applicate.

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Tra gli aspetti comunicati ai responsabili delle attività di governance, abbiamo identificato quelli che sono stati più rilevanti nell'ambito della revisione contabile del bilancio dell'esercizio in esame, che hanno costituito quindi gli aspetti chiave della revisione. Abbiamo descritto tali aspetti nella relazione di revisione.

Altre informazioni comunicate ai sensi dell'articolo 10 del Regolamento (UE) 537/2014

L'assemblea degli azionisti della Indel B SpA ci ha conferito in data 7 marzo 2017 l'incarico di revisione legale del bilancio d'esercizio e consolidato della Società per gli esercizi dal 31 dicembre 2017 al 31 dicembre 2025.

Dichiariamo che non sono stati prestati servizi diversi dalla revisione contabile vietati ai sensi dell'articolo 5, paragrafo 1, del Regolamento (UE) 537/2014 e che siamo rimasti indipendenti rispetto alla Società nell'esecuzione della revisione legale.

Confermiamo che il giudizio sul bilancio d'esercizio espresso nella presente relazione è in linea con quanto indicato nella relazione aggiuntiva destinata al Collegio Sindacale, nella sua funzione di comitato per il controllo interno e la revisione contabile, predisposta ai sensi dell'articolo 11 del citato Regolamento.

Relazione su altre disposizioni di legge e regolamentari

Giudizio sulla conformità alle disposizioni del Regolamento Delegato (UE) 2019/815

Gli amministratori della Indel B SpA sono responsabili per l'applicazione delle disposizioni del Regolamento Delegato (UE) 2019/815 della Commissione Europea in materia di norme tecniche di regolamentazione relative alla specificazione del formato elettronico unico di comunicazione (ESEF - *European Single Electronic Format*) (nel seguito "Regolamento Delegato") al bilancio d'esercizio al 31 dicembre 2024, da includere nella relazione finanziaria annuale.

Abbiamo svolto le procedure indicate nel principio di revisione (SA Italia) n° 700B al fine di esprimere un giudizio sulla conformità del bilancio d'esercizio alle disposizioni del Regolamento Delegato.

A nostro giudizio, il bilancio d'esercizio al 31 dicembre 2024 è stato predisposto nel formato XHTML in conformità alle disposizioni del Regolamento Delegato.

Giudizi e dichiarazione ai sensi dell'articolo 14, comma 2, lettere e), e-bis) ed e-ter), del DLgs 39/2010 e ai sensi dell'articolo 123-bis, comma 4, del DLgs 58/1998

Gli amministratori della Indel B SpA sono responsabili per la predisposizione della relazione sulla gestione e della relazione sul governo societario e gli assetti proprietari della Società al 31 dicembre 2024, incluse la loro coerenza con il relativo bilancio d'esercizio e la loro conformità alle norme di legge.

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Abbiamo svolto le procedure indicate nel principio di revisione (SA Italia) n° 720B al fine di:

- esprimere un giudizio sulla coerenza della relazione sulla gestione e di alcune specifiche informazioni contenute nella relazione sul governo societario e gli assetti proprietari indicate nell'articolo 123-bis, comma 4, del DLgs 58/1998, con il bilancio d'esercizio;
- esprimere un giudizio sulla conformità alle norme di legge della relazione sulla gestione e di alcune specifiche informazioni contenute nella relazione sul governo societario e gli assetti proprietari indicate nell'articolo 123-bis, comma 4, del DLgs 58/1998;
- rilasciare una dichiarazione su eventuali errori significativi nella relazione sulla gestione e in alcune specifiche informazioni contenute nella relazione sul governo societario e gli assetti proprietari indicate nell'articolo 123-bis, comma 4, del DLgs 58/1998.

A nostro giudizio, la relazione sulla gestione e le specifiche informazioni contenute nella relazione sul governo societario e gli assetti proprietari indicate nell'articolo 123-bis, comma 4, del DLgs 58/1998 sono coerenti con il bilancio d'esercizio della Indel B SpA al 31 dicembre 2024.

Inoltre, a nostro giudizio, la relazione sulla gestione e le specifiche informazioni contenute nella relazione sul governo societario e gli assetti proprietari indicate nell'articolo 123-bis, comma 4, del DLgs 58/1998 sono redatte in conformità alle norme di legge.

Con riferimento alla dichiarazione di cui all'articolo 14, comma 2, lettera e-ter), del DLgs 39/2010, rilasciata sulla base delle conoscenze e della comprensione dell'impresa e del relativo contesto acquisite nel corso dell'attività di revisione, non abbiamo nulla da riportare.

Bologna, 29 aprile 2025

PricewaterhouseCoopers SpA

Federico Scapinelli
(Revisore legale)

Relazione del Collegio Sindacale all'Assemblea degli Azionisti di

INDEL B S.p.A.

(ai sensi dell'articolo 153 del D. Lgs. n. 58/1998 e dell'articolo 2429, comma 2, Codice Civile)

Signori Azionisti,

il Collegio Sindacale è chiamato a riferire all'Assemblea dei Soci di INDEL B S.p.A. ("INDEL B" o "Società"), convocata per l'approvazione del Bilancio dell'esercizio chiuso il 31 dicembre 2024:

- sull'attività di vigilanza posta in essere;
- sulle omissioni e sui fatti censurabili eventualmente rilevati ai sensi dell'articolo 153 del Decreto Legislativo 24 febbraio 1998 n. 58 ("TUF") e dell'articolo 2429, comma 2, del Codice Civile.

Nel corso dell'esercizio il Collegio Sindacale ha svolto i propri compiti nel rispetto delle norme contenute nel Codice Civile e nel TUF e delle Norme di Comportamento emanate dal Consiglio Nazionale dei Dottori Commercialisti e degli Esperti Contabili ("Norme di Comportamento").

Il Collegio Sindacale ha, quindi, vigilato:

(i) sull'osservanza della legge e dello statuto sociale ("Statuto");

(ii) sul rispetto dei princìpi di corretta amministrazione;

(iii) sull'adeguatezza dell'assetto organizzativo;

(iv) sull'adeguatezza e sul funzionamento del sistema di controllo interno;

(v) sull'adeguatezza del sistema amministrativo-contabile e sull'attività di revisione legale, compresa quella relativa al bilancio d'esercizio, al bilancio consolidato ed alle relative relazioni;

(vi) sulle modalità di concreta attuazione delle regole di governo societario previste dal Codice di Corporate Governance, ai cui princìpi ed alle cui raccomandazioni la Società aderisce e si conforma;

(vii) sull'adeguatezza delle disposizioni impartite alle società controllate ex articolo 114, comma 2, del TUF;

(viii) sulle operazioni con parti correlate.

Nel corso dell'esercizio 2024 il Collegio Sindacale ha acquisito le informazioni strumentali allo svolgimento dei compiti di vigilanza ad esso attribuiti mediante uno scambio di flussi informativi con il Consiglio di Amministrazione, i responsabili di alcune funzioni aziendali e gli altri organi e soggetti cui sono attribuite funzioni di controllo e vigilanza.

Nel corso dell'esercizio 2024 il Collegio Sindacale ha:

- tenuto 6 riunioni, alle quali hanno partecipato tutti i membri in carica;
- partecipato alle 10 riunioni tenute dal Consiglio di Amministrazione;
- partecipato alle 4 riunioni tenute dal Comitato Controllo e Rischi;
- partecipato alle 2 riunioni tenute dal Comitato per la Remunerazione;
- partecipato all'Assemblea dei Soci;
- tenuto riunioni con i responsabili della Società di Revisione, ai sensi dell'art. 150, comma 3, del TUF, nel corso delle quali sono stati scambiati i dati e le informazioni rilevanti per l'espletamento dei rispettivi compiti;
- incontrato il responsabile della Funzione di *Internal Audit*;
- incontrato e avuto scambi informativi con l'Organismo di Vigilanza nominato ai sensi del D.Lgs. n. 231/2001;
- incontrato il Dirigente Preposto alla redazione dei documenti contabili societari;
- raccolto i documenti e le informazioni ritenuti rilevanti dagli amministratori esecutivi e dalle altre funzioni aziendali;
- scambiato informazioni con il sindaco unico della società controllante.

Premesso quanto sopra, di seguito si forniscono le informazioni ordinariamente richieste, comprese quelle richiamate nella Comunicazione Consob n. 1025564 del 6 aprile 2001 e successive modifiche ed integrazioni e quelle indicate nelle Norme di Comportamento.

1. OSSERVANZA DELLA LEGGE E DELLO STATUTO E RISPETTO DEI PRINCÌPI DI CORRETTA AMMINISTRAZIONE

Il Collegio Sindacale ha vigilato sull'osservanza della legge, dello Statuto e delle disposizioni emanate dalle Autorità di Vigilanza e Controllo e sul rispetto dei princìpi di corretta amministrazione.

Tale vigilanza è avvenuta tramite:

- osservazioni dirette;
- raccolta di informazioni dai responsabili delle funzioni aziendali;
- incontri con il Comitato Controllo e Rischi e con i responsabili della società di revisione ai fini del reciproco scambio di dati e informazioni rilevanti.

In particolare, per quanto concerne i processi deliberativi del Consiglio di Amministrazione, il Collegio Sindacale ha accertato, anche mediante la partecipazione alle riunioni consiliari, la conformità alla legge ed allo Statuto delle scelte gestionali operate dagli Amministratori ed ha verificato che le relative delibere non fossero in contrasto con l'interesse della Società e fossero supportate da adeguati processi di informazione, analisi e verifica.

Inoltre il Collegio Sindacale ha ottenuto periodicamente, anche attraverso la partecipazione alle riunioni del Consiglio di Amministrazione e dei comitati endoconsiliari, informazioni sull'attività svolta e sulle operazioni di maggior rilievo economico, finanziario e patrimoniale deliberate e poste in essere dalla Società e dalle società da essa controllate. Al riguardo, sulla base delle informazioni disponibili, il Collegio Sindacale:

- può ragionevolmente assicurare che tali operazioni non sono manifestamente imprudenti o azzardate, in potenziale conflitto di interessi, in contrasto con le delibere assunte dall'Assemblea degli azionisti o tali da compromettere l'integrità del patrimonio sociale;
- ritiene che nella relazione sulla gestione, cui si fa rinvio, siano fornite adeguate informazioni in ordine a tali operazioni.

2. Adeguatezza dell'assetto organizzativo

Il Collegio Sindacale ha vigilato sull'adeguatezza della struttura organizzativa della Società e sul relativo funzionamento, mediante raccolta di informazioni dalle strutture preposte ed incontri con i responsabili della revisione interna ed esterna.

A tale riguardo non ha osservazioni particolari da riferire.

3. Adeguatezza e funzionamento del sistema di controllo interno e di gestione dei rischi

La Società ha implementato un adeguato Sistema di Controllo Interno e Gestione dei Rischi ("SCIGR"), da intendersi – in linea con quanto previsto dall'articolo 6, principio n° XVIII del Codice di Corporate Governance – come l'insieme delle regole, delle procedure e delle strutture organizzative finalizzate all'effettiva ed efficace identificazione, misurazione, gestione e monitoraggio dei principali rischi, al fine di contribuire al successo sostenibile della Società.

Il SCIGR implementato è integrato nei più generali assetti organizzativi e di governo societario adottati dalla Società e la struttura dei controlli è stata definita ispirandosi ai modelli internazionali di valutazione dell'adeguatezza del sistema di controllo interno, ai princìpi del Codice di Corporate Governance ed alle *best practices* esistenti.

Il Collegio Sindacale ha vigilato sull'adeguatezza del SCIGR adottato dalla Società.

Ai fini dell'espressione del proprio giudizio sull'adeguatezza del SCIGR il Collegio Sindacale ha:

(i) partecipato regolarmente alle riunioni del Comitato Controllo e Rischi;

(ii) effettuato incontri con il responsabile della funzione di Internal Audit ed esaminato il piano di audit adottato e le relazioni periodiche prodotte da tale funzione; al riguardo il Collegio Sindacale dà atto che la struttura di Internal Audit risulta dotata delle necessarie competenze rispetto alle mansioni ad essa attribuite;

(iii) effettuato incontri con l'O.d.V. ed esaminato le relazioni periodiche prodotte da tale organismo (si ricorda che la Società ha adottato un Modello Organizzativo finalizzato a prevenire la commissione dei reati che possono determinare la propria responsabilità ex D.Lgs. 231/2001);

(iv) effettuato incontri con il Dirigente Preposto;

(v) effettuato incontri con la Società di Revisione.

Ad esito della propria attività di vigilanza e monitoraggio il Collegio Sindacale dà atto di non avere riscontrato carenze procedurali nel SICGR e che la Società dispone di un sistema di gestione dei rischi in conformità a quanto stabilito dal vigente Codice di Corporate Governance.

4. VIGILANZA SULL'ADEGUATEZZA DEL SISTEMA AMMINISTRATIVO-CONTABILE E SUL PROCESSO DI INFORMATIVA FINANZIARIA

Il Collegio Sindacale ha vigilato sull'adeguatezza del sistema amministrativo-contabile e sulla relativa affidabilità a rappresentare correttamente i fatti di gestione, mediante l'ottenimento di informazioni dai responsabili delle funzioni aziendali competenti, l'esame di documenti aziendali e l'analisi dei risultati del lavoro svolto dalla società di revisione PricewaterhouseCoopers S.p.A.

Il Collegio Sindacale ha altresì preso atto delle attestazioni rilasciate dall'Amministratore Delegato e dal Dirigente Preposto alla redazione dei documenti contabili societari del Gruppo – il quale ha la responsabilità del sistema di controllo interno in materia di informativa finanziaria e definisce le procedure amministrative e contabili finalizzate a garantire adeguati controlli nella predisposizione della documentazione contabile periodica e di ogni altra comunicazione finanziaria – in merito all'adeguatezza ed all'effettiva applicazione delle procedure amministrative e contabili per la formazione del bilancio d'esercizio e consolidato.

Il Collegio Sindacale ritiene che, alla luce dell'attività di vigilanza svolta e per quanto di propria competenza, il sistema amministrativo-contabile sia, nel suo complesso, adeguato.

Per quanto concerne specificamente il processo di informativa finanziaria, il Collegio Sindacale ha monitorato tale processo e verificato l'efficacia del sistema di controllo interno e di gestione del rischio per quanto attiene all'informativa finanziaria.

5. MODALITÀ DI ATTUAZIONE DELLE REGOLE DI GOVERNO SOCIETARIO PREVISTE DAL CODICE DI CORPORATE GOVERNANCE

La Società aderisce ai princìpi ed alle raccomandazioni contenute nel Codice di Corporate Governance elaborato, su iniziativa di Borsa Italiana, dal Comitato per la Corporate Governance.

Nell'ambito del Consiglio di Amministrazione della Società si riscontra la presenza di 2 amministratori non esecutivi e indipendenti: Giovanni Diana e Fernanda Pelati.

Inoltre il Consiglio di Amministrazione ha costituito al proprio interno i seguenti comitati endoconsiliari:

- Comitato per la Remunerazione, composto: da Fernanda Pelati (Presidente), Giovanni Diana e Claudia Amadori;
- il Comitato Controllo e Rischi composto da Giovanni Diana (Presidente), Fernanda Pelati e Claudia Amadori;
- il Comitato per le Operazioni con Parti Correlate, composto da Fernanda Pelati (Presidente) e Giovanni Diana.

Per ulteriori approfondimenti sulla Corporate Governance della Società si fa rinvio alla Relazione predisposta e approvata dagli Amministratori.

Il Consiglio di Amministrazione ha verificato – secondo le indicazioni contenute nell'articolo 2, Raccomandazione n° 7 del Codice di Corporate Governance – l'effettiva indipendenza degli amministratori Giovanni Diana e Fernanda Pelati, ritenendola sussistente. Tale valutazione è stata effettuata, con esito positivo, anche dal Collegio Sindacale.

Il Collegio Sindacale ha, inoltre, valutato – ai sensi dell'articolo 148, comma 3, del TUF secondo le indicazioni contenute nell'articolo 2, Raccomandazione n° 9 e con la tempistica e le modalità indicate nell'articolo 2, Raccomandazione n° 6 del Codice di Corporate Governance – l'indipendenza dei propri membri, ritenendola sussistente.

In conclusione il Collegio Sindacale esprime una valutazione complessiva positiva sul sistema di Corporate Governance della Società.

6. Adeguatezza delle disposizioni impartite alle società controllate

Il Collegio Sindacale ha vigilato sull'adeguatezza delle disposizioni impartite dalla Società alle proprie controllate – ai sensi dell'articolo 114, comma 2, del TUF – e le ritiene idonee al fine di adempiere agli obblighi di comunicazione previsti dalla legge.

7. Eventuale esistenza di operazioni atipiche e/o inusuali, comprese quelle infragruppo o con parti correlate e valutazione dell'adeguatezza delle informazioni fornite dagli amministratori

Le informazioni acquisite dal Collegio Sindacale non hanno evidenziato l'esistenza di operazioni atipiche e/o inusuali perfezionate con parti terze, con società del Gruppo o con parti correlate.

Al riguardo si dà atto che – con la finalità di garantire la correttezza procedurale e sostanziale delle operazioni con parti correlate – la Società ha adottato una procedura per tali operazioni in conformità alle previsioni dell'articolo 2391-*bis* del Codice Civile e del Regolamento OPC (adottato dalla Consob con la delibera n. 17221 del 12 marzo 2010 e successivamente modificato con le delibere n. 17389 del 23 giugno 2010, n. 19925 del 22 marzo 2017, n. 19974 del 27 aprile 2017, n. 21624 del 10 dicembre 2020 e n. 22144 del 22 dicembre 2021).

Tale procedura definisce le linee guida ed i criteri per l'identificazione delle operazioni con parti correlate e individua ruoli, responsabilità e modalità operative volte a garantire, per tali operazioni, un'adeguata trasparenza informativa e la necessaria correttezza procedurale e sostanziale.

Ciò premesso, si rileva che, come adeguatamente illustrato dagli Amministratori nella Nota Integrativa e nella Relazione sulla Gestione al bilancio consolidato, che include anche quella al bilancio separato, la Società ha effettuato operazioni con parti correlate, le quali sono state effettuate a condizioni di mercato, rientrano nella normale operatività della Società e rispondono all'interesse di quest'ultima.

8. Relazioni della società di revisione

L'incarico di revisione legale dei conti e di revisione del bilancio di esercizio e consolidato è stato conferito a PricewaterhouseCoopers S.p.A.

PricewaterhouseCoopers S.p.A. ha rilasciato in data 29 aprile 2025 le relazioni ai sensi dell'articolo 14 del D. Lgs. n. 39/2010.

Tali relazioni non contengono rilievi e/o richiami di informativa e attestano che:

- il bilancio di esercizio della Società e il bilancio consolidato del Gruppo al 31 dicembre 2024 sono conformi agli *International Financial Reporting Standards*

(IFRS) adottati dall'Unione Europea nonché ai provvedimenti emanati in attuazione dell'articolo 9 del D. Lgs. n. 38 del 2005;

- il bilancio di esercizio della Società e il bilancio consolidato del Gruppo al 31 dicembre 2024 rappresentano in modo veritiero e corretto, con riferimento rispettivamente alla Società e al Gruppo, la situazione patrimoniale e finanziaria al 31 dicembre 2024, il risultato economico d'esercizio e consolidato ed i flussi di cassa per l'esercizio chiuso a tale data;
- la relazione sulla gestione è coerente con il bilancio d'esercizio della Società e con il bilancio consolidato del Gruppo al 31 dicembre 2024 ed è conforme a quanto richiesto dalle norme applicabili;
- le informazioni di cui all'articolo 123-*bis* del TUF in materia di governo societario e assetti proprietari presentate nella relazione sul governo societario sono coerenti con il bilancio d'esercizio della Società e con il bilancio consolidato del Gruppo al 31 dicembre 2024.

9. Relazione consolidata di sostenibilità

La Società, in qualità di ente di interesse pubblico (EIP), è tenuta, a partire dall'esercizio 2024, alla pubblicazione della Rendicontazione Consolidata di Sostenibilità, in linea con le disposizioni del D.Lgs. n. 125/2024, di recepimento della Corporate Sustainability Reporting Directive ("CSRD").

Le disposizioni contenute nei menzionati provvedimenti normativi richiedono l'adozione di un approccio di doppia rilevanza, che comporta tanto la considerazione degli impatti dell'impresa sulla società e sull'ambiente quanto la considerazione di come i fattori di sostenibilità influenzano l'azienda stessa.

In ottemperanza alle disposizioni normative contenute nei menzionati provvedimenti, la Rendicontazione Consolidata di Sostenibilità del Gruppo INDEL B per l'esercizio chiuso al 31 dicembre 2024 – approvata con delibera del Consiglio di Amministrazione del 17 aprile 2025 ed inserita nella Relazione Finanziaria Annuale al 31 dicembre 2024 – è stata redatta in maniera idonea ad assicurare la comprensione dell'attività del Gruppo, del suo andamento, dei suoi risultati e dell'impatto dallo stesso prodotto.

Il Collegio Sindacale svolge un ruolo centrale nel monitoraggio dell'adeguatezza e dell'efficace funzionamento del SCIGR, con particolare riferimento anche alle tematiche di sostenibilità e alle nuove disposizioni introdotte dalla CSRD.

In tale ambito, il Collegio Sindacale ha vigilato sul rispetto degli obblighi normativi in materia di Rendicontazione Consolidata di Sostenibilità, verificando l'implementazione, da parte della Società, di procedure e processi idonei a garantire l'affidabilità e la trasparenza delle informazioni non finanziarie.

Con specifico riguardo all'esame della Rendicontazione Consolidata di Sostenibilità, il Collegio Sindacale ha vigilato sull'osservanza delle disposizioni stabilite nel D.Lgs. n. 125/2024, nell'ambito delle competenze ad esso attribuite dall'ordinamento.

A tal riguardo, si rappresenta che:

- ai sensi dell'art. 34, paragrafo 1, comma 2 della Direttiva 2013/34/UE, come modificato dalla Direttiva CSRD, la Società ha incaricato RSM Società di Revisione e Organizzazione Contabile S.p.A. ("RSM") di effettuare l'esame limitato della Rendicontazione Consolidata di Sostenibilità del Gruppo INDEL B;
- RSM ha emesso in data 28 aprile 2025 la propria relazione attestando che, sulla base del lavoro da essa svolto, non sono pervenuti alla sua attenzione elementi che la facciano ritenere che:
  - (i) la Rendicontazione Consolidata di Sostenibilità del Gruppo INDEL B relativa all'esercizio chiuso il 31 dicembre 2024 non sia stata redatta, in tutti gli aspetti significativi, in conformità ai princìpi di rendicontazione adottati dalla Commissione Europea ai sensi della Direttiva 2013/34/UE;
  - (ii) le informazioni contenute nel paragrafo "Tassonomia" della Rendicontazione Consolidata di Sostenibilità del Gruppo INDEL B non siano state redatte, in tutti gli aspetti significativi, in conformità all'art. 8 del Regolamento UE n. 852 del 18 giugno 2020.

10. Attività svolta in qualità di Comitato per il Controllo Interno e la Revisione Contabile

Poiché la Società ha adottato il modello di governance tradizionale, ai sensi dell'articolo 19 del D.Lgs. n. 39/2010 il "Comitato per il Controllo Interno e la Revisione Contabile" si identifica con il Collegio Sindacale.

Pertanto il Collegio Sindacale:

- ha vigilato sull'impostazione generale data al bilancio d'esercizio, precisando al riguardo che la vigilanza sul processo di informativa finanziaria – svolta attraverso l'esame del sistema di controllo e dei processi di produzione di informazioni che hanno per oggetto dati contabili – è stata condotta avendo riguardo non al dato informativo ma al processo attraverso il quale le informazioni finanziarie sono prodotte e diffuse;
- ha incontrato la Società di Revisione – anche ai sensi di quanto previsto dall'articolo 150, comma 3, del TUF e dall'articolo 2409-*septies* del Codice Civile – al fine dello scambio reciproco di informazioni; in occasione di tali incontri la Società di Revisione non ha comunicato di avere rilevato, nello svolgimento

dell'attività di revisione legale sul bilancio d'esercizio e consolidato, atti o fatti ritenuti censurabili o irregolarità che richiedano l'effettuazione di specifiche segnalazioni ai sensi dell'articolo 155, comma 2, del TUF;

- ha analizzato l'attività svolta dalla Società di Revisione e, in particolare, l'impianto metodologico, l'approccio di revisione utilizzato per le diverse aree significative di bilancio e la pianificazione del lavoro di revisione ed ha condiviso con la Società di Revisione le problematiche relative ai rischi aziendali, ritenendo che la risposta pianificata dalla Società di Revisione sia coerente con i profili strutturali e di rischio della Società;
- ha trasmesso al Consiglio di Amministrazione – ai sensi dell'articolo 19 del D.Lgs. n. 39/2010 – la "Relazione Aggiuntiva per il Comitato per il Controllo Interno e la Revisione Contabile", riferita al bilancio d'esercizio ed al bilancio consolidato al 31 dicembre 2024, redatta, ai sensi dell'articolo 11 del Regolamento Europeo n. 537/2014, dalla Società di Revisione, per la quale non ha formulato osservazioni.

Il progetto di bilancio dell'esercizio chiuso il 31 dicembre 2024 – accompagnato dalla relazione sulla gestione predisposta dal Consiglio di Amministrazione, oltre che dall'attestazione del Dirigente Preposto – approvato dal Consiglio di Amministrazione nella riunione del 17 aprile 2025, è stato contestualmente messo a disposizione del Collegio Sindacale e della Società di Revisione.

Sempre in data 17 aprile 2025 il Consiglio di Amministrazione ha approvato il bilancio consolidato, accompagnato dall'attestazione del Dirigente Preposto.

11. INDICAZIONE DI EVENTUALI ULTERIORI INCARICHI SUPPLEMENTARI CONFERITI ALLA SOCIETÀ DI REVISIONE E/O A SOGGETTI LEGATI ALLA SOCIETÀ INCARICATA DELLA REVISIONE DA RAPPORTI CONTINUATIVI E DEI RELATIVI COSTI

Nel corso del 2024 la Società non ha conferito incarichi di questo tipo.

12. INDICAZIONI SU EVENTUALI DENUNCE EX ART. 2408 DEL CODICE CIVILE ED ESPOSTI

Nel corso del 2024 non sono state presentate al Collegio Sindacale denunce ai sensi dell'articolo 2408 del Codice Civile.

Il Collegio Sindacale non è a conoscenza di esposti dei quali riferire nella presente relazione.

13. Pareri rilasciati ai sensi di legge nel corso dell'esercizio 2024 dal Collegio Sindacale

Il Collegio Sindacale nel corso dell'esercizio 2024 non ha rilasciato pareri.

14. Valutazione conclusiva in ordine agli esiti dell'attività di vigilanza svolta

In conclusione il Collegio Sindacale attesta che l'attività di vigilanza è stata svolta con la piena collaborazione degli organi societari, dei responsabili della funzione amministrativa, del Dirigente Preposto e della Società di Revisione.

15. Proposte all'assemblea

Il Collegio Sindacale non ritiene sussistano motivi ostativi all'approvazione del progetto di bilancio relativo all'esercizio chiuso il 31 dicembre 2024 formulata dal Consiglio di Amministrazione e non ha obiezioni da formulare in merito alla proposta di deliberazione presentata dal Consiglio di Amministrazione sulla destinazione del risultato di esercizio.

29 aprile 2025

Il Collegio Sindacale

Sergio Marchese (Presidente)

Emmanuil Perakis (Sindaco Effettivo)

Nicole Magnifico (Sindaco Effettivo)

indelB
Group