

H&K AG

**Management Report and
Consolidated Financial
Statements
According to IFRS
for the Financial Year**

2024

The following English language text is a translation provided for information purposes only. In the event of any discrepancies between the English translation and the German original, the original German text shall prevail. We do not accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

Group Management Report 2024

H&K AG, Oberndorf am Neckar

1. Business and overall situation

Business operation and corporate structure

The H&K Group with its parent company H&K AG is defined by both military & governmental authority procurement activities and the commercial business areas of Heckler & Koch GmbH (HKO), its subsidiary in Oberndorf am Neckar, Germany, and HKO's subsidiaries in the US, Great Britain and France. The US commercial market is served by Heckler & Koch, Inc. (HKI), Columbus/Georgia, USA, whilst American governmental authorities and military customers are served by Heckler & Koch Defense Inc. (HKD), Columbus/Georgia, USA.

HKO develops, manufactures and, together with its subsidiaries, markets and distributes infantry and small arms primarily for governmental security forces, in particular in NATO countries and the EU, and is one of the leading businesses in this market segment; the operating companies also provide related services. In both business areas, the companies are focussing on the development and introduction of new products.

On November 28, 2024, the Group acquired 100% of the shares of "Chrom-Müller Metallveredelung GmbH" (CMM) and thereby gained control of CMM. On the same date, the Group also acquired the land and buildings necessary for CMM. The acquisition of CMM is of strategic importance for the Group, as we have both secured the expertise of chrome-plating of parts for defence products for the long term, and also used the opportunity to diversify into commercial, sustainable applications, since the chrome-plating of product parts can also be carried out to extend the life of products for companies in the automotive industry, mechanical and plant engineering and the aviation industry.

H&K AG was formed in March 2014 through the change in legal status of the former Heckler & Koch Beteiligungs GmbH into a public limited company ("AG"); this was entered into the commercial register on April 7, 2014.

Since July 28, 2015 H&K AG's shares have been listed under ISIN DE000A11Q133 on the Euronext stock exchange in Paris, on the multilateral trading facility (MTF) "Euronext Access". The average share price shown on the Euronext during 2024 was significantly higher than our calculated share value, due to the very low volume of trading.

The product portfolio comprises portable infantry weapons such as pistols, machine pistols, assault rifles and machine guns, grenade launchers and specialist equipment, together with numerous training systems in various construction variants for almost all weapon categories, enabling realistic training. This provides a complete and flexible product range, in the form of weapon families, for military and governmental authority personnel that is specifically tailored to suit a large number of user scenarios. Following the acquisition of CMM, the Group can now also provide metal finishing services.

The H&K Group stands for technologically refined, well-developed and innovative products aligned with a very high level of quality. To ensure this, as of December 31, 2024, 12.0% (2023: 13.2%) of our employees work in Quality Management and 7.5% (2023: 7.7%) in Research and Development. HKO and its quality management system are certified according to ISO 9001:2015 and the NATO AQAP 2110:2016 quality standard.

The departments Finance, Information Management, Personnel, Purchasing, Risk Management, Compliance, Sales, Legal, Foreign Trade, Product Strategy and Development are certified according to ISO/IEC 27001:2022.

To underline its responsible and forward-thinking actions, in the spring of 2023, HKO implemented an environmental management system according to ISO 14001, an energy management system according to ISO 50001 and a management system for health and safety at work according to ISO 45001, which have also all been certified accordingly.

As a member of the defence industry located in Germany, HKO is subject to current German weapon and export regulations for the manufacture of and trade in firearms and components for firearms. The export of controlled goods, such as firearms, weapons of war, their parts, certain components of the manufacturing equipment for these, as well as necessary software and technologies, are governed by the approval requirements of Germany's Foreign Trade and Payments Act (AWG). The manufacture of and the trade in weapons of war are also subject to the stricter requirements of the Military Weapons Control Act (KrWaffKontrG).

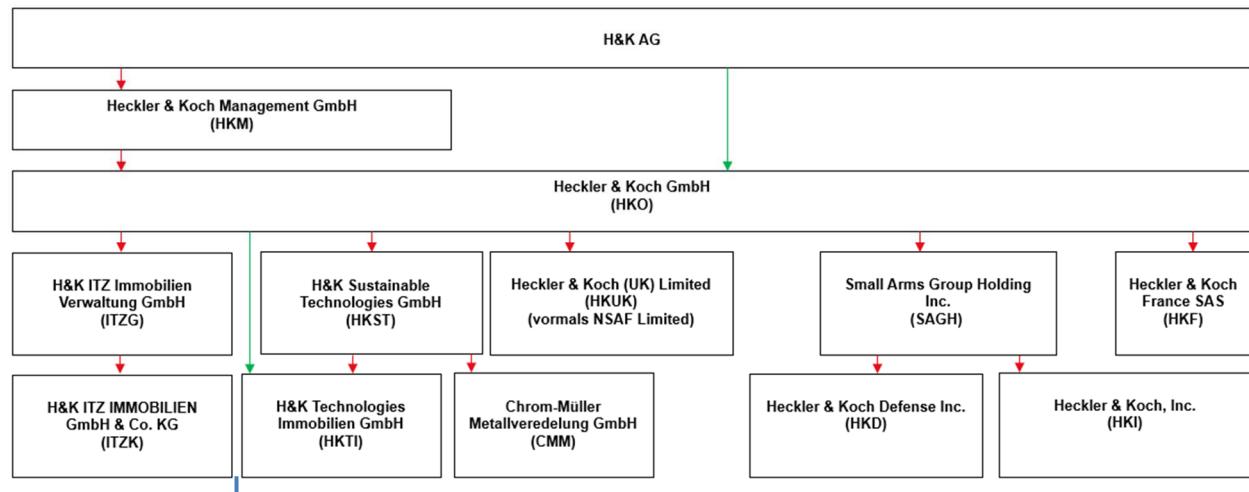
Corresponding US legal requirements such as the International Traffic in Arms Regulation (ITAR) and Export Administration Regulation (EAR) apply extraterritorially and therefore apply to the use of US technologies or the trade in US goods outside the US.

Compliance with the complex regulations is of existential importance to the company. For more information on the associated organisational processes, please see Chapter 3 "Forecast and opportunities and risks report", section "Legal and Compliance risks".

The executive board has concentrated the Group's sales strategy on so-called "Green Countries". The "Green Country Strategy" is a self-imposed filter to the member countries of NATO, the EU and NATO-equivalent countries (Switzerland, New Zealand, Australia, Japan). In addition, there are countries such as South Korea and Ukraine, which are classified as partners by the German government, for which deliveries may be approved on a case-by-case basis. The "Green Country Strategy" is not only fully in line with the laws, regulations, requirements and restrictions that the German government has issued for defence exports but goes significantly further.

Group entities

H&K AG's consolidated financial statements comprise the following companies:



On July 29, 2024, "Kronen 2989 GmbH" was acquired by HKO and then renamed "H&K Sustainable Technologies GmbH" (HKST). On October 16, 2024 "Kronen 2988 GmbH" was acquired by HKO and HKST and then renamed "H&K Technologies Immobilien GmbH" (HKTI). On November 28, 2024 "Chrom-Müller Metallveredelung GmbH" (CMM) was acquired by HKST and the land and buildings for this business were acquired by HKTI. These German companies are wholly owned and included in the consolidation for 2024.

Internal planning and control system

The management of the H&K Group is based on a comprehensive internal reporting system and covers all departments and their activities, complemented by a system of key figures. A core element of this is a detailed five-year plan, which is updated each year. For the current financial year, the plan is prepared and reported at a monthly level. Current results are compared to target figures. Any variances and their causes are analysed with a view to defining and promptly implementing any necessary mitigation measures. In addition to the financial figures, these reports include operating performance indicators used for the precision control of individual departments and processes on much shorter timescales, for example days or shifts.

Financial performance indicators

The main objectives are to meet the planned revenue and earnings targets and to manage investments and cash flows. To this end, status reports are prepared for the Group's executive board and the individual functions. This information is also used *inter alia* as a basis for the monthly management meetings, where current business developments, and potential budget variances and their causes are analysed, and decisions on any necessary measures are made. These performance indicators are also used by individual departments for their daily fine-tuning.

For the internal control of the H&K Group, in addition to revenue and operating performance (defined as revenues plus inventory movements and own work capitalised), the key performance indicator is in particular earnings before depreciation, amortisation, financial result and taxes (EBITDA). The H&K Group also uses order intake and order book as performance measures for control purposes. These figures provide an indication of expected production capacity utilisation and revenue trends.

As part of the Group's liquidity management, in addition to the monthly cash flow data, a detailed thirteen-week forecast is prepared weekly so that any necessary mitigation measures can be identified in good time. The analysis and control of cash flows from operating activities are a central element of liquidity management. The performance indicators used for this are "operating cash flow" (defined as net cash flows from operating activities according to the statement of cash flows), "net working capital" (defined as inventories, prepayments for inventories, trade receivables and prepayments for other current assets less trade accounts payable and contract liabilities) and unrestricted cash (cash and cash equivalents less any security deposits that may be included in that position).

Non-financial performance indicators

The main non-financial performance indicator is the headcount.

In addition, the following performance indicators are used to aid decision-making for individual operating areas:

Area	Performance indicators
Operations	Total plant efficiency, scrap, output quantities, down-times etc.
Personnel	Illness rate, staff turnover etc.
Quality management	Number of weapons shot, scrap etc.
Purchasing	Delays, supplier scrap etc.

Further additional information about non-financial performance indicators can be found in Chapter 1 "Business and overall situation", in section "Research and development" and in Chapter 3 "Forecast and opportunities and risks report".

Research and development

The continuous development of its new and current products contributes significantly to the Group's in part strong market position (in particular in Europe). The R&D department is therefore integral to safeguarding the Group's future and correspondingly essential for corporate strategy. The expenses for research and development, prior to effects of capitalisation, were €11.6 million in 2024 (2023: €9.3 million). In 2024, of these expenses, development costs of €4.1 million were capitalised, which corresponds to a capitalisation rate of 36% and 1.2% of revenues (2023: €3.5 million; 38% capitalisation rate and 1.2% of revenues). See also information provided in "Trend in earnings, variances and significant changes" in Chapter 2 "Business situation".

The H&K Group focuses its development activities on infantry weapon systems in the areas long firearms, automatic grenade launchers and grenade launcher modules, machine guns, sub-machine guns and pistols. The need to push for further development is evident from the competition in the market in general as well as the specific requirements of the military and law enforcement agencies, and in particular the special armed forces and special operation forces, both in the EU and the US. The inspection and qualification of weapon system components, with ammunition and accessories, is also important. The needs of the commercial market have to be met as well, which in turn calls for the constant development of products specifically for this market. Overall, our aim is to offer our customers products of the greatest reliability, safety and utility. The H&K Group is therefore continuing to invest intensively in research and development.

The primary factors for success in the market are the specialist knowledge and continual training and development, together with the motivation and commitment, of our employees. At the year-end, 7.5% (2023: 7.7%) of our employees worked in Research and Development.

As an innovative group, we protect our key developments against copying with patents and the registration of industrial property rights. Internal procedures for the consequent protection of know-how also contribute to maintaining a technological advantage.

2. Business situation

Macro-economic situation and business trends

According to the German Federal Statistical Office, in 2024, adjusted for price changes, gross domestic product (GDP) in Germany decreased by 0.2% over the previous year. The continuing drop in economic performance was due to both economic and structural burdens: increased competition for German exports to major markets, continuing high energy costs, higher interest rates and uncertain economic outlooks were the main causes of the shrinking German economy in 2024. According to the "World Economic Outlook Update" published by the International Monetary Fund (IMF) in January 2025, economic growth in the US, an important sales market for us, was 2.8% in 2024 compared to 2.9% in 2023. For France, economic growth of 1.1% in both 2023 and 2024, and for the United Kingdom, economic growth of 0.3% in 2023 and 0.9% in 2024 is reported.

During 2024, according to the monthly report of German's Federal Ministry of Finance for January 2025, compared to the previous year, the German Federal Republic's defence spending increased by 2.8% (€1.5 billion) to €57.1 billion. This increase is partly due to Germany's increased support of Ukraine. In addition to the €57.1 billion spent, monies from the German Army's special fund were utilised. In the summer of 2024, Germany reported to NATO defence spending of €90.6 billion for 2024. As a ratio, this corresponded at that time to 2.1% of GDP.

Changes in the overall economic environment generally have a delayed effect on our business activities. The war in Ukraine has however caused a certain dynamic on the part of the customers.

The military and law enforcement element of our business is generally determined by public spending policies. Our public sector customers usually have planning and implementation horizons stretching over many years and their tenders are therefore largely unaffected by short-term economic trends.

The market environment is defined by the defence policies of the Western nations and the resulting requirement for state-of-the-art weapons systems on the one hand and existing budget restrictions on the other hand. In addition, our global market access is limited by weapons export regulations.

Armed forces must have the best possible equipment in order to make an effective military contribution, from humanitarian aid, stabilisation operations, monitoring missions and advice and support right up to combat missions under the criteria for state and national defence. The increasing destabilisation of the Middle East and North Africa together with the Russian invasion of Ukraine require security forces to realign their equipment and training. The only way to ensure the most effective protection for a country's own soldiers during foreign deployment, peacekeeping missions and the defence of Germany and other NATO members, is to keep investing in their equipment. Due to the changed security situation, especially in Europe, a reduction in the relevant budgets is currently not expected. The most recent political developments indicate the opposite in fact, with significantly growing defence budgets in Europe.

Access to the US market in general, and the sale of weapons in the US in particular, are subject to both greater restrictions on export licences from Germany and changing legislation in the US and its individual states. It cannot be ruled out that the regulations for this market will be tightened in the future as well, making it more difficult to sell our products from Germany in this market, which is the largest commercial market in the world by far. The company has taken first steps to compensate for potential developments; these include the own development of the CC9 to market-readiness in the US and a new brand H&K USA with logo.

Business trend

The €343.4 million revenue generated in 2024 was higher than forecast, with an increase in the mid-, rather than the forecast low, double-digit million range and higher than the €301.4 million generated in 2023. Revenues with European customers were significantly higher while US business decreased. Following its acquisition at the end of November 2024, CMM contributed €0.6 million to the Group's revenues.

As forecast, order intake and order book were significantly higher than the previous year's figures.

The operating performance of €354.4 million (defined as revenues (2024: €343.4 million) plus inventory movements (2024: €6.1 million) plus own work capitalised (2024: €4.9 million)) increased contrary to the forecast (decrease in the low double-digit million range) (2023: €325.6 million). CMM contributed €0.6 million to the operating performance.

The EBITDA of €63.1 million (2023: €62.2 million) was the second best in the company's history and, contrary to the forecast (slight decrease), was a slight increase over the previous year.

The result from operating activities (EBIT) decreased by €0.9 million to €49.5 million (2023: €50.4 million).

Consequently, the result before income tax was €41.3 million (2023: €39.6 million).

From the prior year figure of €152.8 million, net working capital decreased not just slightly as forecast, but significantly (by €47.2 million) during 2024 to €105.6 million; this was primarily due to significantly higher contractual liabilities. CMM contributed €0.4 million to the net working capital. For further explanations see section “Significant changes in net assets” in Chapter 2 “Business situation”.

Unrestricted cash (cash and cash equivalents less any security deposits that may be included in that position) was €69.5 million at the end of 2024 (of which CMM €0.8 million), and was therefore, contrary to the forecast (significantly lower), significantly higher than at the end of 2023 (€19.1 million), primarily due to significantly higher contractual liabilities.

The very significant increase in operating cash flow from €8.4 million in the previous year to €100.5 million in 2024 was even higher than forecast (significantly higher). This was primarily due to the lower net working capital, resulting from the significantly higher contractual liabilities. For further explanations see sections “Cash and cash equivalents” and “Significant changes in net assets” in Chapter 2 “Business situation”.

The number of employees (excluding agency workers but including trainees) as of the reporting date increased by 143 from 1,156 in the prior year to 1,299 for 2024 and was therefore higher than the slight increase forecast. The main reason for this was the acquisition of CMM with 101 employees, including 5 trainees. The number of employees for HKO (including trainees but excluding agency workers) increased by 24 from 1,029 to 1,053 employees at the end of 2024. Headcount in the US rose from 98 to 104 during 2024. During the reporting year, the number of agency workers in the Group increased to 23 (2023: 18).

Financial performance

Overview

Overall, the trends for the H&K Group's 2024 earnings performance (EBITDA) met the expectations.

Trend in revenue and orders received

In 2024, the H&K Group achieved revenue, net of sales deductions, of €343.4 million (2023: €301.4 million).

Group revenue (net of sales deductions) can be analysed as follows:

Region	Revenues		Percentage of sales
	2024	EUR '000	
Germany (Domestic)	2024	70,215	20%
	2023	69,307	23%
US	2024	95,802	28%
	2023	110,767	37%
UK	2024	31,373	9%
	2023	24,703	8%
France	2024	40,088	12%
	2023	31,828	11%
Other "Green Countries"	2024	105,788	31%
	2023	64,821	22%
Rest of world	2024	109	0%
	2023	0	0%
Total export	2024	273,161	80%
	2023	232,119	77%
Total	2024	343,375	100%
	2023	301,426	100%
of which "Green Countries"	2024	343,266	100%
	2023	301,426	100%

Domestic revenue increased slightly compared with the prior year and generated 20% of group revenue in the period under review (2023: 23%). The slight decrease in the proportion is due to the strong increase in other "Green Countries".

The market in the US, which is mainly served by our subsidiaries HKD and HKI, generated 28% (2023: 37%) of revenue. The reduction in the US in 2024 (-€15.0 million or -13.5%) mainly related to the commercial business while the military market showed a slight increase.

The proportion of group total revenue generated in "Green Countries" was 99.97% and thereby slightly below the previous year's level (100%).

Of the €343.4 million (2023: €301.4 million) group revenue, 62% (2023: 54%) was attributable to the military market, 6% (2023: 5%) to the police and governmental agencies market and 32% (2023: 41%) to the commercial market.

The H&K Group's order intake in 2024 was €426.2 million (2023: €285.3 million). This development was in line with the forecast and is partly due to our business model, in which in some years multi-year orders are placed by government authority customers. The resultant order book at the end of 2024 was €289.3 million (2023: €210.0 million). Of this order book, €258.8 million is scheduled for delivery in 2025 (2023: €184.6 million was scheduled for delivery in 2024).

Trend in earnings, variances and significant changes

The individual positions in the income statement present the following picture:

Revenue (net of sales deductions) increased by €41.9 million (+13.9%) to €343.4 million in the reporting year compared to €301.4 million in the prior year; the increase is mainly volume related.

The cost of sales includes the costs of materials, direct labour costs, overheads and depreciation and amortisation incurred to achieve the revenue. The cost of sales increased from €185.5 million in the prior year to €229.3 million in the year under review (+ 23.6%). This was primarily due to higher expenses for purchased services and a change in the product mix, with a higher proportion of trade goods.

The research and development expenses comprise those personnel expenses, overheads and depreciation and amortisation relating to these activities together with the costs of test materials and tools, to the extent that these costs do not represent development costs that meet the criteria for capitalisation under IAS 38. The normal amortisation and any derecognition of capitalised development costs are also included. The development costs, prior to effects of capitalisation, were €11.6 million (2023: €9.3 million). The amortisation of capitalised development costs was €1.8 million (2023: €1.9 million), less the capitalisation of €4.1 million development costs (2023: €3.5 million). In the prior year, there was also a €2.7 million derecognition of previously capitalised development costs relating to projects cancelled due to changed conditions. Resulting overall net research and development expenses (following the capitalisation of development costs) were €9.3 million (2023: €10.4 million).

Sales, marketing & distribution expenses include primarily personnel, material and marketing expenses as well as depreciation and amortisation relating to the sales function and project-related costs. They decreased by €0.5 million to €30.3 million (2023: €30.8 million); the decrease is primarily due to lower overheads, including for project-related expenses.

General administration expenses include personnel expenses and overheads as well as the depreciation and amortisation relating to the administration function. They decreased by €0.6 million to €24.6 million (2023: €25.2 million). The decrease in costs is primarily due to lower overheads, including litigation expenses, partly offset by higher personnel expenses.

Consequently, the EBITDA of €63.1 million was higher than in the prior year (2023: €62.2 million). In the reporting year, EBIT decreased by €0.9 million to €49.5 million compared with €50.4 million in the prior year. The higher level of capital expenditure results in higher depreciation and amortisation, with a corresponding effect on EBIT.

The net financial expense in the year under review was €8.2 million (2023: €10.8 million). In 2024 interest expenses of €7.0 million (2023: €7.9 million) were incurred, primarily relating to interest-bearing loans (Term and Revolving Credit Facilities Agreement, "CFA-loan" and Vendor Loan). In 2024 we recognised expenses from accretion of €2.5 million (2023: €3.2 million); this relates primarily to provisions for defined benefit and other obligations and to the CFA-loan. The net effect of foreign exchange gains and losses was a gain of €2.7 million (2023: loss of €2.7 million).

In the year under review, earnings before income tax were a profit of €41.3 million (2023: €39.6 million).

Income tax expenses (including deferred taxes) amounted to €9.8 million in the year under review (2023: €10.9 million). Deferred taxes are calculated on the basis of tax rates, which have been enacted as of the reporting date or will be enacted shortly in each country, that are expected to be in place on realisation. The deferred taxes changed from €2.4 million net expense in 2023 to €1.3 million net income in 2024; deferred taxes on interest expense carry-forwards were the primary factor in this change. In 2024, there was a partial utilisation of interest expense carry-forwards and a partial release of the associated allowance (net income €1.7 million); in 2023 both the interest expense carry-forwards and the associated allowance against deferred tax assets for interest carry-forwards increased (net expense €1.1 million). In 2023, the deferred taxes included the tax effects of the transaction costs for the capital increase (2024: nil; 2023: €0.6 million expense).

Due to the above developments, the Group recorded a consolidated profit for the period of €31.5 million (2023: €28.7 million).

The trends in the different segments are illustrated by the following table (prior to consolidation):

	Germany		Sustainable Technologies		USA - Commercial		USA - Defence		Great Britain		France		Holding activities	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Net revenues	252.1	248.1	0.7	-	92.6	107.6	4.4	3.8	31.8	25.1	39.7	31.2	-	-
Order Intake (*)	354.6	228.3	0.7	-	103.4	93.8	2.9	3.5	18.6	24.3	22.9	30.8	-	-
Order book	279.9	178.3	-	-	19.0	10.4	1.4	2.8	30.7	43.9	23.7	40.8	-	-
EBITDA	59.5	60.4	(0.5)	-	(4.2)	(0.3)	0.1	0.5	5.1	1.8	2.3	1.0	(0.3)	(0.9)
EBT	35.9	41.6	(0.6)	-	(5.5)	(1.6)	(0.3)	0.0	4.6	1.7	2.2	1.0	61.8	2.9
Employees (+)	1,053	1,029	101	-	99	93	5	5	31	18	3	3	7	8

* including order book adjustments

+ including trainees; year-end positions

All figures in € millions apart from employee numbers

Financial position

Financial management policies and aims

The objective of our financial management is to secure the financing of current business activities, taking into account the obligations and the regular interest payments due to the CFA-loan, and in the medium term to continue to reduce the leverage significantly. The Group's internal policies require that return on capital is reviewed on all investments and generally on all contract bid decisions. The Group aims to have a corporate and capital structure without material off-balance sheet financing (other than bank guarantees). In the normal course of business, performance and advance payment guarantees are issued to our customers by banks on our behalf.

Funding sources and financing expenses

As of December 31, 2024, the H&K Group had the following three financing agreements that result from refinancing in 2022:

- Secured financing agreement with a syndicate of banks (Term and Revolving Credit Facilities Agreement, "CFA-loan")
- Unsecured shareholder loan ("Vendor Loan")
- Unsecured shareholder loan ("Additional Mezzanine Loan"), (agreed but not utilised)

The funds relating to the H&K Group's defined benefit obligations in the amount of €45.8 million (2023: €45.3 million) are available to the company in the long term.

CFA-loan (Facilities A, B and C)

This syndicated loan is a €140.0 million financing agreement from August 17, 2022 ("CFA-loan") with an initial term of three years and the option of extensions of up to two additional years. The first extension of one year, to 2026, was requested and agreed in 2023; the second extension of a further year to August 2027 was requested and agreed in 2024. The interest rate comprises a margin plus EURIBOR (if positive) and interest is payable at the end of each agreed interest period (contractual choice: either three or six months). Initially the margin was set at 3.5% and from 2024, dependent upon certain key figures, may vary between 1.6% and 3.5%. Commitment interest is charged on unutilised Facilities.

The H&K Group recognises two loan liabilities to banks under this agreement:

- **Facility A**, a secured financing loan to HKO (December 31, 2024: €35.0 million, of which €10.0 million are current; December 31, 2023: €45.0 million, of which €10.0 million were current);
- **Facility B**, a secured financing loan to H&K AG (December 31, 2024: €40.0 million; December 31, 2023: €40.0 million).

In addition, the CFA financing agreement includes:

- **Facility C**, a €50.0 million bank guarantee and overdraft facility; as of December 31, 2024, (and as of December 31, 2023) this was only utilised for bank guarantees by HKO and therefore, as a contingent liability, not recognised in the statement of financial position. In

addition to guarantee costs, interest for the utilisation of the credit line is incurred, which are dependent upon other conditions included in additional ancillary agreements with the syndicate banks.

Under the CFA-loan agreement, H&K AG and its subsidiaries are subject to strict limitations on certain transactions; the Group must also meet specified equity figures and ratios between net debt and the contractually defined EBITDA (“Financial Covenants”). The Group is permitted to partially or fully redeem the CFA-loan.

As security for liabilities under the CFA-loan (nominal including accrued interest as of December 31, 2024: €75.8 million; as of December 31, 2023: €86.4 million; utilisation of bank guarantee facility as of December 31, 2024: €4.0 million; as of December 31, 2023: €13.9 million), certain direct and indirect subsidiaries of H&K AG have also entered into the agreement as guarantors. In addition, all shares in HKM and in certain direct and indirect subsidiaries together with, through floating charges and other security agreements, certain non-current assets, inventories, receivables and bank accounts are pledged to the agent for the syndicate banks.

According to the current five-year business plan, for 2025 and the future years a positive net cashflow from operating activities is planned that, together with the high level of cash at the end of 2024, is expected to be sufficient to cover capital expenditure and contractual interest payments.

Loans from related parties

On August 18, 2022, one of H&K AG’s main shareholders granted an unsecured loan (the “Vendor Loan”) of €20.0 million with a term of six years to 2028. The interest rate is 6.5% and accrued interest is to be added to the loan annually or, under certain conditions, paid out. The loan was utilised on December 16, 2022. Due to the capitalisation of accrued interest in December 2023, the loan increased to €21.3 million. The interest accrued after this was paid out in December 2024. The loan balance at the end of 2024 was therefore €21.3 million (2023: €21.3 million).

On August 18, 2022, one of H&K AG’s main shareholders granted an unsecured loan (the “Additional Mezzanine Loan”) of €40 million with a term of six years and an interest rate of 6.5% p.a. However, the loan will only be utilised should certain prerequisites defined in the CFA-loan occur; if the loan were to be utilised, H&K AG would be obliged to use these funds to repay Facility B of the CFA-loan in full. During the term of the CFA-loan, no repayments or interest payments may be made on this loan, so any accrued interest is to be added to the loan at the end of each interest period.

Financing expenses

The H&K Group’s financing expenses are primarily interest expenses totalling €6.8 million (2023: €7.8 million) relating to the CFA-loan and the Vendor Loan, together with accretion amounting to €2.5 million (2023: €3.2 million) for the CFA-loan and long-term provisions.

Off-balance sheet financing

In the period under review, as in the previous period, the H&K Group did not make use of any significant off-balance sheet financing. Details of bank guarantees for customers are explained in the notes to the financial statements.

Capital expenditure

The H&K Group's capital expenditure on property, plant and equipment and intangible assets (excluding capitalised development costs) amounted to €18.0 million in 2024 (2023: €18.9 million). These were mainly assets for the segment Germany. Capitalised development costs amounted to €4.1 million in 2024 (2023: €3.5 million). As of December 31, 2024, the H&K Group's contractual obligations amounted to €9.7 million (2023: €7.9 million) for the acquisition of property, plant and equipment and intangible assets.

Cash and cash equivalents

Cash inflows and outflows, including effects of particular factors

On December 31, 2024, the Group's cash and cash equivalents amounted to €69.5 million (2023: €19.1 million). The increase was primarily due to significantly higher contractual liabilities at the end of 2024.

Details of cash inflows and outflows are provided in the consolidated statement of cash flows. The performance indicator "operating cash flow" was positive in 2024 (€100.5 million) and was €92.1 million above the prior year figure (€8.4 million). This was mainly due to the lower net working capital (see "Significant changes in net assets").

Cash flows from investing activities were an outflow of €30.8 million in 2024, €11.0 million more than in the prior year. This was primarily due to the acquisition of CMM.

Cash flows from financing activities were an outflow of €19.8 million in 2024 compared to €5.3 million in the prior year. Cash flows from financing activities were mainly affected by higher repayments of Facility A and the interest payment for the Vendor Loan in 2024 and inflows from the capital increase in 2023.

Solvency

Due to the available cash and cash equivalents and Facility C, the H&K group companies were able to meet their payment obligations at all times during 2024.

The unrestricted cash as of December 31, 2024 was €69.5 million (2023: €19.1 million). In addition, we had €46.0 million (2023: €36.1 million) available under Facility C for bank guarantees and overdrafts. According to the current five-year business plan, for 2025 and the future years a positive net cashflow from operating activities is planned that, together with the high level of cash at the end of 2024, is expected to be sufficient to cover capital expenditure and contractual interest payments.

Net assets

Significant changes in net assets

Compared to December 31, 2023, the net assets on December 31, 2024 increased by €103.8 million to €457.7 million.

Non-current assets as of the reporting date increased to €170.4 million (2023: €143.4 million). This was primarily due to investments in property, plant and equipment for site location Germany together with the acquisition of CMM.

Current assets were €287.3 million; an increase of €76.8 million compared to the prior year. Inventories and prepayments for inventories increased by €24.5 million to €172.7 million (2023: €148.2 million) primarily in Oberndorf, in preparation for upcoming large projects. As of the reporting date, trade accounts receivable increased by €2.0 million year-on-year to €37.4 million (2023: €35.4 million). These statement of financial position positions depend on the date of delivery and order-specific payment conditions and are therefore subject to significant fluctuations. The position "Other deposits and derivatives" decreased by €1.3 million to €0.2 million (2023: €1.5 million).

Group equity, including equity attributable to hybrid capital investors, of December 31, 2024 amounts to €133.4 million (2023: €104.4 million). In October 2024, the Annual General Meeting resolved to distribute a dividend of €2.1 million, of which €1.2 million was paid out in October; €0.9 million is recognised as a liability at the reporting date. The current H&K Group business plan for the next few years shows a further improvement in the equity position and assumes the reduction of debt. Explanations on hybrid loans are given in Notes 22 and 36 of the notes to the consolidated financial statements.

Facilities A and B of the CFA-loan (€73.9 million; 2023: €83.2 million) and the Vendor Loan (€21.3 million; 2023: €21.3 million) are recognised in the statement of financial position in non-current and current loans and borrowings at their net amortised costs. As of December 31, 2024 Facility C of the CFA-agreement was only utilised for bank guarantees and therefore not recognised in the statement of financial position but just shown within the contingent liabilities. The associated accrued interest is shown in other liabilities.

Non-current liabilities decreased to €164.9 million (2023: €168.4 million).

Current liabilities increased to €153.9 million (2023: €81.1 million), primarily due to the significantly higher level of contract liabilities.

The net working capital decreased from €152.8 million in the previous year to €105.6 million on December 31, 2024. This was primarily due to a significant €75.7 million increase in contract liabilities, offset by a reduction of €1.1 million in trade payables, an increase of €24.5 million in inventories and prepayments for inventories and a €2.0 million increase in trade receivables affected by factors related to the reporting date.

Non-financial performance indicators

Production and innovation

In order to improve business processes and reduce their complexity, it is important to Heckler & Koch to actively involve our current employees and obtain input from new employees. The reduction of manufacturing throughput-times and the improvement of inventory turn as well as innovations and new technologies are the cornerstones of the Group's continued strategic development. Employees are always welcome to submit suggestions for process optimisation or innovative ideas for new products. To manage production, various indicators are available in the SAP system and further sub-systems covering, for example, inventory turn and range supplemented by the analysis of throughput-times and machine utilisation. In addition, projects for the digitalisation of processes in production and logistics, such as an MES system, are increasingly being planned and implemented.

Employees

Very well qualified, highly motivated and committed employees are essential for achieving top performance and are therefore the foundation of our company's long-term economic success. Values such as honesty, legal compliance, fairness, acceptance and trust, social behaviour and regard for others, a sense of duty and reliability are understandably of utmost importance for the Group's workforce. In the light of our company's duties to society, whilst securing both facilities and jobs, our sustainability and business activities across all company locations are shaped by the company's social, environmental and economic responsibilities. Besides profitability and efficiency, the principles of our ESG management (Environment, Social, Governance) described above form the basis of our actions and commitment.

Summary statement on financial position, financial performance and net assets at the time the management report was prepared

Compared to the prior year, in 2024, revenue increased by €41.9 million (+13.9%), and EBITDA is the second best in the company's history. Net working capital decreased significantly, and the unrestricted cash is significantly higher than in the previous year.

Debt under the CFA-loan and the Vendor Loan decreased to nominal €96.3 million at the year-end (2023: €106.3 million). The interest expense decreased by €0.9 million compared to the prior year. At the end of 2024, equity including the hybrid loans amounted to €133.5 million (2023: €104.4 million).

Overall, the executive board regards business developments as being very good and the business as continuing to be on a good path.

3. Forecast and opportunities and risks report

Outlook

Introduction

This report contains forward looking statements on business trends, which are based on the judgements, estimates and assumptions of the management. A number of factors, many of which are beyond the H&K Group's control, have an impact on its operating activities, success, business strategy and results of operations. These forward-looking statements are based on current business plans, targets, estimates and projections and take into account the state of knowledge up to the date that this report was prepared, but not beyond. If the assumptions on which the projections are based prove to be incorrect, actual results may differ from these estimates. These elements of uncertainty include changes in the political and economic environment, changes to national and international laws and regulations, swings in the market, fluctuations in foreign currency and interest rates, the impact of competing products and prices, the effect of changes in customer structures, changes in the company's business strategy and also economic effects resulting from the conflict in Ukraine and other geopolitical conflicts, including supply chain disruptions.

Economic outlook

In its report "World Economic Outlook Update" from January 2025, the IMF is projecting a global economic growth rate of 3.3% for 2025 and 2026. Global inflation of 4.2% is forecast for 2025, reducing to 3.5% in 2026.

For the euro area, the IMF is projecting a growth of 1.0% and an inflation rate of 2.1% for 2025; for 2026, an economic growth rate of 1.4% and an inflation rate of 2.0% is projected. For Germany, the IMF is expecting GDP to grow by 0.3% in 2025, and by 1.1% in 2026. In the United Kingdom, economic growth of 1.6% in 2025 and 1.5% in 2026 is forecast by the IMF. For the US, the IMF is projecting growth in economic performance of 2.7% in 2025, falling to 2.1% in 2026; in addition, an inflation rate of 2.0% for 2025 and of 2.1% for 2026 is expected.

Expenditure resulting from the follow-on effects from the pandemic and efforts to combat inflation leads to higher debt burdens for countries. A potential reduction in budgets for defence and internal security is, however, in view of recent developments, not to be expected. Although the US working on initiating peace talks is setting things in motion again, the US's current position is stimulating the opposite of cutbacks, and European countries must realign their defence capabilities and plan large increases in defence spending. The current development of the security situation in European countries and NATO members presents a significant challenge for their governments, to more than compensate for the US's reduction of interest in the European region. The increased military engagements of affected countries or the joint initiatives for the VJTF (Very High Readiness Joint Task Forces) and the transfer of a German brigade to Lithuania, in view of the current situation on the Eastern border of Europe, are examples thereof. The continuing conflicts around the world, together with the threat of terrorism, still require a large number of international military interventions and a higher level of police capabilities.

This makes it imperative to increase and train personnel, modernise the armed and law enforcement / governmental agency forces' equipment and to ensure continuity of responsible security policies. In addition, there is continuing pressure within NATO to meet the agreed 2% target, or even to significantly exceed it. Germany in particular still has considerable backlog investment requirements in this regard. As part of the turning point ("Zeitenwende") announced as a reaction to the Russian invasion of Ukraine, the 2022 national budget was expanded by a one-off sum of €100 billion for defence spending. A large element of these funds has already been used for urgently required investments and armament projects. In addition, in future Germany would invest significantly more than two percent of its gross domestic product in defence. The amendment to the German constitution ("Grundgesetzänderung") resolved in March 2025 by the 20th German government ("Bundestag"), under which amongst other things the debt limitation for the area of defence should be eased, makes it possible for the Federal Republic of Germany to significantly increase defence spending.

The possibility cannot be completely ruled out that inflation rates will have negative effects, and it may not be possible to pass these on to the market.

Overall, however, the H&K Group considers that it is well positioned to continue in the future, with its innovative product range, as the main supplier for the governmental agencies and armed forces of EU member states, NATO and NATO-equivalent countries.

Expected financial performance in 2025 and forecast for non-financial performance indicators

The following forecasts are based on plans from the end of 2024 and include the effects of the Ukraine conflict and other geopolitical tensions known to us at that time.

Order intake and order book

For 2025, it is expected that order intake will be significantly lower than the very high figure for 2024. As a result, the order book at the year-end is expected to be significantly lower.

Revenue, operating performance and EBITDA

For 2025, an increase in the mid-double-digit million range is planned for revenues and an increase in the low double-digit million range for operating performance, together with a slight increase in EBITDA, is expected.

Operating cash flow

According to the budget for 2025, operating cash flow is expected to be significantly lower.

Net working capital

According to the budget for 2025, primarily due to the expected reduction of contract liabilities, net working capital is expected to be significantly higher than the level on December 31, 2024.

Cash and cash equivalents

At the end of 2025, cash and cash equivalents are expected to be significantly lower than the very high figure at the end of 2024, due in part to reduction of contract liabilities and the planned capital expenditure in non-current assets and the contractually agreed partial repayments of the CFA-loan.

Number of employees

The headcount at the end of 2025 is expected to be slightly above the level of 2024.

Overall assertion

For 2025, the executive directors expect that, with higher revenues and slightly higher operating performance compared to 2024, EBITDA will be slightly higher. The expectations presented result on the one hand from the order book and on the other from the increasing need for defensive capabilities.

Opportunity Report

In 2024, for the first time in three decades, Germany reached the NATO target of 2% GDP for defence spending. The amendment to the German constitution ("Grundgesetzänderung") resolved in March 2025 by the 20th German government ("Bundestag"), under which amongst other things the debt limitation for the area of defence should be eased, makes it possible for the Federal Republic of Germany to significantly increase defence spending. In addition to Germany, it is highly likely that other NATO-members will increase their defence spending and invest more heavily in equipment for their armed forces. The consequence for Heckler & Koch is that in the coming months and years there may be an increased demand for military weapons. For the business, there is the possibility of strengthening its position as security partner of the liberal democracies and further increasing its market share for military weapons in the EU and NATO. In the long term, this exceptional situation threatening peace in the EU includes the opportunity for the business of further establishing itself as a reliable defence supplier for NATO and the EU.

In June 2023, the Federal Republic of Germany published its National Security Strategy in which various elements of the security concept were described.

The strengthening of the security apparatus in Germany and the EU is the core element of the security strategy: "*We want to ensure that the European Union (EU) is able to act geopolitically and to uphold its security and sovereignty for the coming generations.*"¹

The Federal Republic of Germany continues to support the innovativeness of German businesses and particularly those in the defence industry: "*Germany's resilience and competitiveness are based on its high level of innovativeness and on technological and digital sovereignty. The Federal Government will therefore provide targeted support for science and research, as well as for innovativeness in the business sector [...].*"¹

¹ Integrated Security for Germany (National Security Strategy), published by the Federal Foreign Office of the Federal Government of the Federal Republic of Germany in June 2023, pdf pages 13 onwards [of English version].

The German defence export controls remain restrictive, however, the German government “[...] takes into account alliance and security interests, the geostrategic situation and the needs of enhanced European arms cooperation.”¹

In addition, the security strategy plans an increase in the state security apparatus: “We aim to strengthen civil preparedness and protection through a comprehensive approach involving the whole of society [...]”² and “[...] [join] up civilian, military and police capabilities in crisis prevention, conflict management and peacebuilding and including these capabilities in our actions at international and multilateral level.”³

The H&K Group’s market potential depends on the one hand on the military procurement plans and the procurement plans of the security forces of customer countries and on the other hand on the sporting and commercial arms product segment. Opportunities arise from changes in the military equipment required by the armed and security forces in “Green Countries”, together with the need to replace equipment, which in some cases has not been renewed for years, with modern equipment, but also from the higher defence spending described above leading to increased procurement volumes. In addition, the list of NATO-equivalent states may be expanded to include Chile, Singapore, South Korea and Uruguay. This expansion could have a positive effect on business development in the medium term. The changing threats and deployment scenarios also require the equipment used to have better mobility and increased performance capabilities, corresponding to the technical developments of the past years. High performance armament is central to affording security forces and soldiers the highest level of personal security and giving them the technical capability to accomplish their mission. As one of the technological leaders in the small arms market segment, this development offers the H&K Group the opportunity to build on its position as an industrial technological partner for highly developed armies, security forces and special forces and thereby to increase its revenue potential.

We believe that the sporting and commercial arms product segment has growth potential, particularly in the US market for pistols and long weapons. With an optimised sales and delivery structure and new products specially developed for the US market, the sales volume should continuously increase. The market potential could not be fully achieved in the past years since, with bottlenecks, production was focussed on work for military and governmental agency customers, to whom we give priority. Various measures have been set up and implemented to enable a higher supply to American customers, despite the continuing high demand in Europe. However, in 2024 sales to the US commercial market decreased, partly due to the inflation rate.

Heckler & Koch continues to pursue the improvement programme “HK2025” initiated at the end of 2018, involving numerous initiatives. During the past few years, numerous projects were set up and successfully completed, the results of which contributed to the improved profitability of the business. This programme is continuously kept in focus with strategically oriented projects and projects to improve sustainability, the organisation and implementation of which are agreed with employee representatives. The H&K Group therefore expects further sustainable improvements in our profitability, liquidity and sustainability situation from this programme. In addition, we expect a strengthening of internal cooperation and a positive effect on the company’s culture. As a result of its success, this programme will be recalibrated with new themes and continued in 2025.

The overall opportunities for the H&K Group continue to be ranked as high.

Risk Report

Fundamentals of the risk management system

The aim of the risk management system, with its management and control processes, is the early identification of risks, which could hinder the achievement of business targets and the development and implementation of suitable mitigation measures and strategies.

The H&K Group's risk management includes the related areas of Compliance Management, Corporate Governance, internal control systems and internal audit for all Group companies. The risk management policy applies to all of the H&K Group companies.

A central element of the H&K Group's risk management is the regular risk inventory. This involves a complete assessment of the current risk situation for the Group. Overall coordination of the risk inventory is the responsibility of Group Risk Management. This covers the initiation and control of the risk inventory process. In addition, Group Risk Management has the role of follow-up processing (plausibility checks, consolidation, aggregation and, in agreement with the risk committee, overruling) of the original risks submitted and assessed by the managers responsible, in order to determine the overall risk situation for the H&K Group. Responsibility for the complete and accurate collection and assessment of the risks remains with the managers responsible for these risks in the Group companies.

A standard risk horizon is used for the assessment of risks affecting the next two business years to ensure the comparability of all risks. In the risk assessment for each risk, the associated risk amount and likelihood for the best case, most likely case and worst case are determined. Both the EBIT effect (negative impact on Group EBIT) and the cash effect (negative impact on Group cash flow) are considered. In addition, we differentiate between gross and net assessments. For the gross assessment, the damages and likelihoods are evaluated prior to mitigating measures. Then the effects of the mitigation measures are assessed in order to determine the net damage amount and net likelihood.

In addition to the detailed evaluation of risks over the two-year risk horizon, risks that may occur in the longer term are identified, described and qualitatively assessed in order to react to long-term developments at an early stage. These risks are also monitored and, if applicable, early mitigation measures are determined. In particular it is assessed whether, over time, these risks may fall within the short-term risk horizon.

After completion of each risk inventory, Group Risk Management prepares a meeting of the Risk Committee. For this meeting a presentation is prepared covering the overall risk situation, the main risks, the overall group risk and the Group's risk tolerance, based on a comparison between overall risk and potential mitigation measures. The risk committee considers and discusses the overall results of the risk inventory and decides on necessary adjustments where applicable. The executive board then considers the results of the committee and informs the supervisory board at their next meeting about the results of the risk inventory and the general risk management within the H&K Group. As part of its supervisory function to consider the appropriateness and effectiveness of the risk management system, the supervisory board discusses the overall risk situation with the executive board.

We see Corporate Governance as being responsible business management. In addition to the legislators and the owners, stakeholders influencing Corporate Governance include employees, customers, suppliers, finance providers, non-governmental organisations and society, in particular via politics and the media. The concrete organisation of Corporate Governance is the responsibility of the executive board in close cooperation with its supervisory body, the supervisory board. The supervisory board is required to monitor the appropriateness and functionality of Corporate Governance.

External risks and strategy risks

The H&K Group's market access is restricted both geographically – to Germany, the EU, NATO countries and NATO-equivalent countries – and with regard to customers that are government authorities. It is paramount for the H&K Group to have the right technological and economic product developments to participate in the future procurement programmes of NATO countries.

Changes to the export licence approval policy can complicate or prevent the export of defence technology products and the related realisation of revenue potentials and therefore negatively affect the revenue situation. However, in the current geopolitical situation – at least in the short to medium term – this risk is judged to be low for sales to NATO-, EU- and NATO-equivalent countries.

The “Political principles of the German Federal Government governing the export of weapons of war and other defence goods” from June 26, 2019, which are currently in force, had the objective of tightening defence export policies. The measures taken following Russia’s attack on Ukraine eased previous export restrictions to enable the provision of military support to Ukraine. The above-mentioned principles cover three main aspects:

- The requirement from the then coalition contract regarding the continuation of a restrictive approval practice for so-called third countries (“Drittländer”) in particular for the export of small arms, is implemented. This includes the requirement that the export of small arms to these countries should generally no longer be approved.
- The political support for defence cooperation at a European level, and the strengthening of the European defence industry basis, is emphasised. Thereby the promotion of European defence cooperation already included in the Permanent Structured Cooperation (PESCO) and the European Defence Fund will also be taken into consideration for defence export decisions.
- The political principles from 2000 have been updated for changes of export control regulations at European and international level since the first version, such as the inclusion of the Arms Trade Treaty that came into force in 2014.

The “Political principles of the German Federal Government governing the export of weapons of war and other defence goods” largely correspond to the Green Country Strategy and so strengthen the executive board’s focussed sales strategy for the Group. Our Green Country Strategy that we have chosen to implement is a clear commitment not only to our values as a business but also to the values of Germany as expressed in the above “Political Principles”. We are a significant part of the security architecture for the Federal Republic of Germany, many European countries, NATO members and NATO-equivalent countries, as well as several countries that the German government classifies as being of significant interest for German foreign and security policy. In principle, we will only serve these countries. Provided applicable valid export licences are received, the remaining contractual order book for other countries will be fulfilled, but for new tenders we are primarily seeking to serve Green

Countries. We will only complete transactions after open, transparent and close coordination with, and the approval of, the appropriate German authorities.

The Defence Export Control Law initiated by the previous German government was not finalised before the end of the 20th legislative period of the German parliament (Deutsche Bundestag). Since it was planned to, amongst others, expand the list of NATO-equivalent states but also to extend post-shipment controls, this law would bring both opportunities and risks for the H&K Group.

It is unlikely that in the US, regulations for the small arms market will be tightened. However, the new government in the US may restrict, or increase import duties on, weapon imports, which could weaken sales of Heckler & Koch products. Similar discussions on the tightening of weapon laws are also taking place in Germany. However, at this time these risks are classified as moderate for our market segment.

To win invitations to tender and general order intakes, it is important for Heckler & Koch to maintain and build on its technological and quality level in the small arms field. Heckler & Koch counters the long-term risk of potentially losing its quality leadership position through various measures, such as regularly reviewing make-or-buy decisions, selecting the best suppliers and employing highly qualified personnel. Consequently, this long-term risk is classified as low. Other external influences, such as potential decisions of European countries to place orders with their local manufacturers without going to tender or concentration tendencies in supplier markets, could also adversely affect sales opportunities for Heckler & Koch. The Group is therefore observing these developments pro-actively in order to initiate mitigation measures at an early stage. The strategic projects for the intensification of market presence, product innovations and process optimisation are subject to inherent risks. Delays or failures can lead to cost increases, loss of earnings or value impairments. To manage these risks, comprehensive due diligence checks, milestone controls and an active project monitoring are used to enable prompt reaction to variances and introduction of mitigating measures. Currently these risks are still classified as low.

Being part of the defence industry, the H&K Group is particularly in the public eye. The comprehensive regulations that affect this industry are often not known to the public at all, or not to a full extent, while at the same time, articles about the defence industry take a prominent position in the media. As a purely defence business, with no significant products in other fields, Heckler & Koch is a particular focal point. Communication that is professional, factual and above all based on transparency is indispensable for maintaining our reputation and the value of our business. Unfortunately, the risk that political players or political advocacy groups may wish to make their mark at the expense of Heckler & Koch, or the defence industry as a whole, must still be classified as high.

No serious risks are currently identifiable for the Group due to US president Donald Trump's current strategy of trade-barriers. Corresponding precautions were already taken after the announcement.

Overall, due to the geopolitical situation and the measures taken, the external and strategic risks for the H&K Group are currently considered to be low

Financial risks

Under the loan agreement from 2022 (CFA-loan), H&K AG and its subsidiaries are subject to strict limitations on certain transactions; the Group must also meet specified equity figures and ratios between net debt and the contractually defined EBITDA (Financial Covenants) together with certain qualitative Covenants (such as turnover limits for certain countries, documentation obligations etc.).

In case of contravention of the covenants, there is a risk of early termination of the finance agreement. The risk of contravention of the covenants is considered to be very low on the basis of Heckler & Koch's financial planning and internal control measures.

For details of the financial agreement, see explanations in section "Funding sources and financing expenses" in Chapter 2 "Business situation".

As an internationally operating group, the company is exposed to risks arising from fluctuations in foreign currency exchange rates. The foreign currency risk in the company's operating activities arises primarily from USD-denominated invoices for sales to the US. An appreciation of the euro against the US dollar could have a negative effect on earnings from sales invoiced in US dollars. Heckler & Koch uses derivative financial instruments to partially hedge the expected receivables from these planned, but primarily not yet concluded, transactions from USD-denominated contracts against the exposure to changes in exchange rates. This should minimise risks arising from fluctuations in foreign currency exchange rates. In its management of foreign currency risks, the H&K Group only uses generally accepted instruments to hedge existing transactions and planned sales, but never for speculative purposes. In addition, there are opportunities for a favourable development of the US-Dollar exchange rate.

Overall, the risk of impairment of trade receivables is considered to be low for the H&K Group. This is primarily because most of the debtors are states or state organisations from NATO or the EU, that are classified as having a low risk of default. For trade receivables related to the US commercial business, risk is mitigated through dedicated receivables monitoring and management.

The financial risks are considered to be moderate overall.

Risks from core operating processes and infrastructure

For the short-term risk horizon, the main risks for the H&K Group relate to core operating processes. This includes revenue generation, product development, protection of supplies, processing of major orders and the actual production. Since these relate to the Group's key competencies, it is logical that Group Risk Management is especially focused on the risks identified in this context.

Even though potential revenues are in many cases contractually agreed beyond the short-term risk horizon, however, postponements in customers' exercising of delivery options may lead to postponements in revenues. Large and complex orders in particular with different partners require professional project management to limit the risks. If, for a project, the recognised risks exceed the potential benefits, then exit strategies may be implemented; these also require appropriate management in order to exit with minimum damage. Overall, risks described in this section are considered to be low.

Procurement risks arise from the fact that the raw materials, parts and components needed for the manufacturing process may not be sufficiently available in the required quality or quantity, or cannot be obtained in a timely manner. To ensure the security of supply and enable a prompt response to any changes, the procurement markets are closely monitored. In addition, procurement risks are mitigated by identifying alternative sources, checking supplier quality and reliability, holding suitable minimum inventory levels of raw materials and establishing a consequent monitoring of suppliers. Overall, the procurement risks are considered to be low.

For Heckler & Koch, the budget security of customers is a risk factor. Government agencies and public institutions are dependent upon political and economic framework conditions that can lead to budget cuts, changed procurement priorities or delayed award processes at short notice. These variances can affect the order book. To minimise risk, a broad diversification of customers within the Green Country Strategy is practiced.

To ensure a production preferably without interruptions, the Group's plant and machinery is regularly analysed and plans for maintenance and for replacement and expansion investments are developed and implemented. Single source machines are monitored closely and measures such as investment in further machines, or alternatively the qualification of external suppliers, are initiated. Analogous to this, consequent management of internal and external tools takes place including the determination of appropriate measures. Overall, the risk of interruptions to production is considered to be moderate.

In order to reduce risks in infrastructure, since 2024 a new shooting and assembly centre is being built because functional shooting ranges are absolutely essential for ballistic testing and therefore necessary for the delivery of H&K products. This shooting and assembly centre ensures that state of the art is implemented. Supply of energy and gas is well protected by several measures, which have already been implemented. Expansion of the photovoltaic systems will increase supply reliability and also have a positive impact on H&K's sustainability concept. In this context, there is a project on the handling of hazardous substances which, together with ISO certification of work safety and environmental management and measures for emergency and crisis management, will lead to a significant decrease in the risk of causing environmental damage by H&K. Overall, the risks in infrastructure and for environment are considered to be low.

IT and data protection risks

As a business in the defence industry, the H&K Group is exposed to cyberattacks and risks of industrial espionage and sabotage. The risks, in particular of cyberattacks, have increased due to the Russian invasion of Ukraine. As a result, comprehensive protective measures and safeguards are in place to protect the integrity of our business data and reduce risk significantly. A residual risk remains none the less. Incidents can have negative effects on our reputation, customer relationships, know-how and business situation. Consequently, technical and organisational protective measures, together with educating our employees to be careful with all business information and email correspondence, are important issues for us. In addition, a cyber insurance is in place to limit financial damage due to IT security incidents. Given the current security situation and our numerous protective measures, together with cyber insurance, the risk is now rated to be low.

Further IT and data protection risks result from potential network and server failures, potential fraudulent data retrieval by employees and incorrect access rights to SAP and other software allocated to employees, in the longer term also continuing developments in artificial intelligence. Since any types of IT and data protection risks do not belong to the core risks of Heckler & Koch, these risks are consequently reduced by technical measures (for example redundancies of backbone connections or servers, data backup measures, firewalls, data loss prevention techniques, emergency tests) and organisational measures (for example employee training, file classifications, close monitoring of the assignment of rights). H&K AG also protects its data from cyberattacks and data theft using an SOC (Security Operation Centre) together with BDO. The residual risks after taking into consideration the measures are rated as low.

Legal and Compliance risks

These risks primarily include risks arising from product liability, competition and anti-trust laws, foreign trade law, weapons law, anti-corruption law, criminal and misdemeanour laws, the supply chain act (LkSG), patent law, tax law and labour law. Any cases of damage and liability risks arising from ordinary activities are recognised in the statement of financial position.

Heckler & Koch is engaged in the manufacture and distribution of small arms, particularly for governmental customers such as the German federal and state police and customs authorities, and domestic and foreign armed forces. The sale of small arms outside Germany takes place based on H&K's "Green Country Strategy" in the member states of the European Union, NATO countries and NATO-equivalent countries and rarely – in cases of explicit security policy interest of the German Federal Government and only with its authorisation – to other countries. Since the export of weapons is only permitted with the approval of the German government, supply to critical countries is explicitly prohibited.

In addition, when small arms are sold to foreign countries for military use, the recipient countries are required, before an export licence can be granted, to submit officially signed end-user certificates to the Federal Republic of Germany in which the recipient countries pledge not to re-export the proposed weapon supplies to other countries.

In relation to the manufacture and sale of small arms, our company is subject to the constant control and regular monitoring of the following authorities: the Federal Ministry of Economic Affairs and Climate Action ("BMWK"), the Federal Office of Economics and Export Control ("BAFA"), the Wiesbaden Federal Office of Criminal Investigation, the Karlsruhe Regional Finance Office and the Rottweil District Office, Public Order Office. The underlying prerequisite for obtaining weapons and export approvals depends on the reliability of our company; for this reason, complying with the law is a top priority. Absolute compliance with the weapons and export regulations forms the basis of our company. We have therefore implemented strict monitoring procedures and control systems to monitor the operating, production, supply and approval processes. In particular, this includes the careful selection of staff, regular training, continuous monitoring, precise operating instructions, external audits and the use of an IT-supported control system which is integrated into our working processes.

Risks from unauthorised exports or transportation of small arms is considered to be low since, due to the implemented measures, the occurrence of the risk is unlikely.

To guarantee legally compliant actions of all employees, to take appropriate account of legal regulations in projects and contracts and to avoid non-compliance with contractual duties, numerous risk reduction measures were implemented. Taking into account these mitigation measures, risks in this area are considered to be on a low level. The measures to be highlighted include the continuing training of employees, adoption of policies, the implementation of an electronical contract management system and a legal cadastral register.

Suitable provisions were created to cover risks from legal disputes and other litigation. The H&K Group recognises provisions for legal disputes and other litigation when the resulting liabilities are probable, and their amount can be reliably measured. Because of uncertainties and the difficulty of predicting the outcome of court and governmental authority decisions, there is always the chance of costs being incurred which exceed the provisions and can have an impact on the company and its results. At the moment, these risks are considered to be low. As explained in Notes 24 and 40 of the notes to the

consolidated financial statements, it is expected that the confiscation of €3.7 million, provided for in previous years, will take place in 2025.

The H&K Group's accounting-related internal control system

Approval processes

To ensure compliance with laws and internal rules, there are binding rules and policies within the company, which allocate clear responsibilities to departments. Employee-related policies are posted on the intranet. The aim of this authorisation process is to reduce risks, ensure effectiveness and avoid misstatements in the accounts in all individual companies and central functions.

Accounting-related IT-systems

Information for management in all areas requires the timely availability of accurate data. The orderly IT-supported processing of accounting transactions and the integrity of data in business information and reporting systems are therefore of great importance. The SAP information system provides numerous reports and performance indicators on a daily basis for the finance department as well as all operational areas.

The extensive monthly reporting package is one of the main reporting instruments for management. As part of the group reporting system, all group companies provide detailed information on key items in their statement of financial position and income statement as well as financial and non-financial control parameters. These are requested, analysed and consolidated by the corporate finance department, which then reports them in management reporting format to Heckler & Koch's management.

Accounting organisation and policies

All group companies must comply with the applicable version of the Group's accounting manual; this ensures the consistent recognition and valuation of all business transactions across the Group. Apart from the management, who are responsible for business operations in the particular market, the head of finance is responsible for the compliance with the legal and internally agreed accounting standards described above. The regular monitoring of key indicators, monthly reporting of subsidiary companies' financial results to the corporate finance department and the preparation of the five-year plan for each market are also part of the head of finance's remit.

Within the Group, besides supporting all group companies, HKO's corporate finance department is also responsible for developing and updating policies and job instructions for accounting-related processes. Specific accounting or measurement questions of importance to the H&K Group are also centrally processed, analysed, documented and communicated.

Overall assertion

The aim of the internal control and risk management system in relation to the accounting process and preparation of the H&K Group's financial statements, as highlighted above, is the proper recording, processing and financial valuation of transactions. The clear definition of responsibilities in the H&K Group's finance function and the appropriate training and further education of its staff, together with the use of suitable software and the issuance of uniform accounting policies, form the basis for a sound, efficient and consistent accounting process.

The overall aim is to ensure that the assets and liabilities in the financial statements are completely and accurately recognised, measured and presented and thus to provide a fair and true view of the company's net assets, financial position and financial performance.

Overall statement on the opportunities and risk situation

In the short term, the risks resulting from operating core processes, infrastructure risks and financial risks are paramount for Heckler & Koch. In the longer term, external risks and risks from strategy are of great importance to the Group.

Through the HK2025 project that is underway, amongst other things, the value-adding functions production, logistics and quality, will be optimised in order to further reduce delivery bottlenecks and thereby to enable the delivery of the high order book on time and the achievement of the sales potentials.

With its innovative product portfolio, the H&K Group is well prepared for the future. The most recent political developments indicate opportunities due to a need for large increases in defence spending by European countries.

As one of the technological leaders in the provision of small arms, the Group sees opportunities arising through the changing requirements for the deployment of military, law enforcement and special forces to expand its market position through its high-performance products with new product developments.

In order to assess the Group's risk-bearing capability, the Group's overall risk was determined based on assessments of the individual risks in a summarising simulation and compared to the Group's risk coverage potential. As a result, it can be seen that the risk-bearing capacity corresponds to the desired level of safety.

Oberndorf am Neckar, April 8, 2025

H&K AG

The Executive Board

Dr Jens Bodo Koch

Andreas Schnautz

Marco Geißinger

Consolidated Statement of Financial Position

(€ thousands)	§	31.12.2024	31.12.2023
Property, plant & equipment	17	92,238	76,458
Intangible assets - goodwill	16	9,727	5,149
Intangible assets - other	16	45,301	43,100
Other investments	18	2,849	2,512
Deferred tax assets	15	20,288	16,167
Total non-current assets		170,403	143,386
Inventories	19	170,309	147,672
Prepayments for inventories	20	2,345	532
Prepayments for other current assets	20	2,292	1,329
Other loans, deposits and derivatives	18,29	230	1,543
Current tax assets		959	1,477
Trade receivables	20	37,403	35,385
Other receivables	20	4,257	3,540
Cash & cash equivalents	21	69,528	19,081
Total current assets		287,322	210,559
Total assets		457,725	353,945
Equity			
Share capital		35,483	35,483
Additional paid in capital		148,630	148,630
Other reserves		(11,264)	(10,925)
Consolidated retained earnings		(53,402)	(78,251)
Total equity attributable to H&K AG shareholders		119,447	94,937
Equity attributable to hybrid capital investors		13,990	9,500
Total equity	22	133,437	104,437
Liabilities			
Loans & borrowings	25	85,325	94,733
Lease liabilities	25	3,720	1,388
Employee defined benefit obligations	23	45,775	45,261
Provisions	24	2,243	2,266
Other payables	26	1,010	58
Deferred tax liabilities	15	26,871	24,693
Total non-current liabilities		164,944	168,399
Loans & borrowings	25	9,848	9,796
Trade payables	26	18,163	19,257
Other payables	26	13,324	13,911
Contract liabilities	27	88,590	12,909
Lease liabilities	25	1,232	-
Derivatives	26,29	547	-
Tax liabilities		14,708	10,090
Other provisions & accruals	24	12,931	15,145
Total current liabilities		159,344	81,109
Total liabilities		324,288	249,508
Total equity & liabilities		457,725	353,945

Consolidated Income Statement for the period from January 1 to December 31

(€ thousands)	§	2024	2023
Revenue	6	343,375	301,426
Cost of sales	7	(229,291)	(185,489)
Gross profit		114,084	115,937
Research & development expenses	8	(9,250)	(10,384)
Sales, marketing & distribution expenses	9	(30,343)	(30,800)
Administration expenses	10	(24,612)	(25,205)
Other operating income	11	953	1,936
Other operating expenses	12	(1,181)	(1,050)
Impairment loss on trade receivables, net of reversals	12,20	(134)	(10)
Results from operating activities		49,515	50,424
Interest income		496	234
Gains on valuation of derivative financial instruments		-	2,793
Gains on translation of foreign currencies		3,215	969
Total financial income	14	3,711	3,996
Interest expense		(6,981)	(7,892)
Accretion of non-current liabilities		(2,488)	(3,157)
Losses on val'n of derivative financial instruments		(1,886)	-
Losses on translation of foreign currencies		(515)	(3,678)
Other financial expense		(74)	(90)
Total financial expense	14	(11,943)	(14,817)
Net financial result		(8,232)	(10,822)
Profit / (loss) before income tax		41,283	39,602
Income tax expense		(9,815)	(10,894)
Profit / (loss) for the period		31,468	28,709
Attributable to:			
H&K AG shareholders		26,978	19,209
H&K AG hybrid capital investors		4,490	9,500
Earnings per share (€)	22	0.76	0.54

Consolidated Statement of Profit or Loss and Other Comprehensive Income for the period from January 1 to December 31

(€ thousands)	2024	2023
Profit / (loss) for the period	31,468	28,709
Other comprehensive income		
DBO actuarial gains / (losses)	(2,097)	(1,494)
Related deferred tax	589	419
Items that will never be reclassified to profit or loss	(1,508)	(1,074)
Forex translation differences for foreign operations	1,169	(538)
Items that are or may be reclassified to profit or loss	1,169	(538)
Other comprehensive income / (expense), net of tax	(339)	(1,613)
Total comprehensive income for the period	31,129	27,096

Attributable to:

H&K AG shareholders	26,639	17,596
H&K AG hybrid capital investors	4,490	9,500

Consolidated Statement of Changes in Equity for the period from January 1 to December 31, 2024

(€ thousands)	Share capital	Additional paid in capital	Translation reserve	Reserve for defined benefit obligations	Consolidated retained earnings	Shareholders' equity	Equity attributable to hybrid capital investors	Total equity
As of 01.01.2023	27,641	53,025	325	(9,637)	(96,040)	(24,687)	95,000	70,313
Issuance of new shares	7,842	97,239	-	-	(0)	105,081	(95,000)	10,081
Transaction costs for share issuance	-	(2,272)	-	-	-	(2,272)	-	(2,272)
Deferred tax effects	-	638	-	-	-	638	-	638
Total recognised income & expense	-	-	(538)	(1,074)	19,209	17,596	9,500	27,096
Dividends declared	-	-	-	-	(1,419)	(1,419)	-	(1,419)
As of 31.12.2023	35,483	148,630	(214)	(10,712)	(78,251)	94,937	9,500	104,437
Total recognised income & expense	-	-	1,169	(1,508)	26,978	26,639	4,490	31,129
Dividends declared	-	-	-	-	(2,129)	(2,129)	-	(2,129)
As of 31.12.2024	35,483	148,630	956	(12,220)	(53,402)	119,447	13,990	133,437

Consolidated Statement of Cash Flows for the period from January 1 to December 31

(€ thousands)	2024	2023
Cash flows from operating activities		
Profit / (loss) for the period	31,468	28,709
Adjustments for:		
Depreciation of property, plant & equipment	10,830	9,132
Amortisation of intangible assets	2,755	2,679
(Reversal of) impairment losses on intangible assets	-	2,660
Net interest expense	9,047	10,905
Change in fair value of derivatives	1,886	(2,793)
(Gain) / loss on disposal of property, plant & equipment	18	11
Income tax expense	9,815	10,894
	65,819	62,197
Change in inventories	(20,318)	(31,260)
Change in trade & other receivables	(1,740)	(4,622)
Change in prepayments	(2,692)	(1,562)
Change in trade & other payables	71,136	(6,613)
Change in provisions & employee defined benefit obligations	(5,503)	(2,659)
	106,703	15,481
Income tax paid	(6,188)	(7,083)
Net cash flows due to operating activities	100,514	8,398
Cash flows from investing activities		
Interest received	491	371
Proceeds from sale of property, plant & equipment	34	21
Acq'n of property, plant, equipment and intangibles	(17,998)	(18,887)
Investments in other financial assets	(9,046)	(59)
Movement in deposits with terms >3 months	(98)	2,256
Capitalised development expenditure	(4,142)	(3,483)
Net cash flows due to investing activities	(30,759)	(19,780)
Cash flows from financing activities		
Cash proceeds from issuance of new shares	-	10,081
Transaction costs for share issuance	-	(2,272)
Repayment of loans	(10,118)	(5,000)
Interest paid	(7,700)	(6,206)
Repayment of lease liabilities	(722)	(454)
Dividends paid	(1,229)	(1,419)
Net cash flows due to financing activities	(19,769)	(5,269)
Net cashflows	49,986	(16,652)
Cash & cash equivalents January 1	19,081	35,844
Effect of exchange rate fluctuations on cash held	461	(112)
Cash & cash equivalents at December 31	69,528	19,081

Notes to the consolidated financial statements for the financial year 2024

Contents

General disclosures	3
(1) Presentation of the consolidated financial statements	3
(2) Executive board approval	4
(3) Statement of compliance with applicable law and IFRS	4
(4) Group entities	6
(5) Summary of significant accounting policies and basis of measurement	8
Notes on the income statement	19
(6) Revenue	19
(7) Cost of sales	20
(8) Research and development expenses	20
(9) Sales, marketing & distribution expenses	20
(10) Administration expenses	20
(11) Other operating income	21
(12) Other operating expenses and impairment loss on trade receivables, net of reversals	21
(13) Analysis of expenses by nature and EBITDA	22
(14) Financial result	22
(15) Income taxes	23
Notes on the balance sheet	26
(16) Intangible assets	26
(17) Property, plant and equipment	29
(18) Non-current investments and current other loans, deposits and derivatives	30
(19) Inventories	30
(20) Trade receivables, prepayments and other assets	31
(21) Cash and cash equivalents	32
(22) Shareholders' equity and earnings per share	33
(23) Employee defined benefit obligations	35
(24) Other current and non-current general liability provisions	37
(25) Financial liabilities and credit lines	39
(26) Trade and other payables and derivatives	41
(27) Contract liabilities	42
Other disclosures	42
(28) Financial risk management	42
(29) Additional disclosures on financial instruments	46
(30) Statement of cash flows	50

H&K AG, Oberndorf am Neckar, Germany – Consolidated Financial Statements
as of December 31, 2024

(31) Segment reporting	51
(32) Contingent liabilities and pledged assets	54
(33) Leases	54
(34) Number of employees	56
(35) Personnel expenses	57
(36) Related party disclosures	57
(37) Governing bodies of the Group	60
(38) Total remuneration for the executive and supervisory boards in the financial year	60
(39) Auditor's remuneration	61
(40) Subsequent events	61

General disclosures

(1) Presentation of the consolidated financial statements

H&K AG, the parent company of the Group, is registered in the commercial register under HRB 748522 at the Stuttgart district court. The company's registered office is in Oberndorf am Neckar, Germany, and the postal address is H&K AG, Heckler & Koch-Str. 1, 78727 Oberndorf am Neckar, Germany. The articles of incorporation are from March 18, 2014, with an addendum from March 21, 2014 and last changed by a resolution on June 20, 2023; the registered name of the company is H&K AG. Since July 28, 2015, H&K AG's shares have been listed under ISIN DE000A11Q133 on the Euronext stock exchange in Paris, on the "Euronext Access" multilateral trading facility (MTF). The average share price shown on the Euronext during 2024 was significantly higher than our calculated share value due to the very low volume of trading. The financial year is the calendar year.

The purpose of H&K AG is to invest in any way in other domestic and foreign companies, to acquire other domestic and foreign companies, to hold, manage and sell its own companies and investments in companies, to determine the strategy of the company and the Group, and to manage and acquire land, buildings, leasehold rights and other assets for the above objectives.

The H&K Group is defined on the one hand by defence and governmental authority procurement activities and on the other hand by commercial business activities of its subsidiary Heckler & Koch GmbH (HKO) and its subsidiaries in the US, Great Britain and France. HKO develops, manufactures, markets and distributes, together with its subsidiaries, infantry and sidearms primarily for governmental security forces, in particular in NATO countries and the EU, and is one of the leading businesses in this market segment; the companies also provide related services. For both sets of business activities, the companies are focussing more on the development and introduction of new products. The executive board has concentrated HK's sales strategy on so-called "Green Countries". The "Green Country Strategy" is a self-imposed filter to the member countries of NATO, the EU and NATO-equivalent countries (Switzerland, New Zealand, Australia, Japan). In addition, there are countries such as South Korea and Ukraine, which are classified as partners by the German government, deliveries to which can be approved on a case-by-case basis. The "Green Country Strategy" is not only fully in line with the laws, regulations, requirements and restrictions that the German government has issued for defence exports but goes significantly further.

The consolidated financial statements have been prepared in euro. Unless otherwise stated, all financial information presented in euro has been shown to the nearest thousand (€k, EUR '000). As a result, the totals in this report may vary slightly from the exact arithmetic aggregation of the figures that precede them.

For the income statement, expenses have been classified by function. In order to enhance the clarity of presentation, various items in the statement of financial position and in the income statement have been aggregated and described in more detail in the notes.

(2) Executive board approval

The executive board of H&K AG finalised and approved the consolidated financial statements on April 8, 2025.

(3) Statement of compliance with applicable law and IFRS

The consolidated financial statements of H&K AG (H&K Group / Group) as of December 31, 2024, have been prepared in accordance with the International Financial Reporting Standards (IFRS) of the International Accounting Standards Board (IASB) as applicable in the EU, together with interpretations of the International Financial Reporting Interpretation Committee (IFRIC) and the supplementary German commercial law regulations pursuant to § 315e (1) in conjunction with (3) German Commercial Code (HGB). All mandatory requirements in accordance with IFRS and IFRIC which were to be applied for the financial year 2024 have been applied. The consolidated financial statements were prepared on a going concern basis.

Except for the changes below, which were mandatory in the EU for the first time in 2024, the Group has consistently applied the policies described in Note 5 to all periods presented in these consolidated financial statements.

New requirements currently mandatory in the EU

Changes due to the following IFRS that were mandatory in the EU for the first time in 2024 have no material effects on the consolidated financial statements and are therefore not, or only briefly, detailed here:

- Amendments to IAS 1 – Presentation of Financial Statements: Classification of Liabilities as Current or Non-current and – Non-current Liabilities with Covenants.
Until the end of 2023, all lease liabilities were shown within non-current liabilities. As a result of this amendment to IAS 1, on January 1, 2024 €0.5 million was reclassified from non-current to current liabilities. At the same time, after reviewing the contract clauses, €1.3 million was reclassified from current into non-current other liabilities. The net effect on the non-current and current liabilities was therefore immaterial compared to the total assets. There was no change to net assets as a consequence of these reclassifications.
- Amendments to IFRS 16 – Lease Liability in a Sale and Leaseback (published September 22, 2022).
The amendments had no effect on the consolidated financial statements.
- Amendments to IAS 7 and IFRS 7 – Supplier Finance Arrangements (published May 25, 2023).
The amendments had no effect on the consolidated financial statements.

New standards not yet adopted

The following new or amended standards and interpretations have been issued by the IASB but are not mandatory until future periods and have not been applied in preparing these consolidated financial statements. Currently the Group does not plan to adopt these standards early.

Endorsed by the EU

- Amendments to IAS 21 – Lack of Exchangeability of a currency (issued on August 15, 2023).
The amendments are effective for accounting periods beginning on or after January 1, 2025. The executive board expects that the implementation will not have any material effects on the consolidated financial statements.

EU endorsement pending

- Amendments to IFRS 9 and IFRS 7 – Amendments to the Classification and Measurement of Financial Instruments (issued on May 30, 2024).
The amendments are effective for accounting periods beginning on or after January 1, 2026. The executive board expects that the implementation will not have any material effects on the consolidated financial statements.
- Amendments to IFRS 9 and IFRS 7 – Contracts Referencing Nature-dependent Electricity (issued on December 18, 2024).
The amendments are effective for accounting periods beginning on or after January 1, 2026. The executive board currently expects that the implementation will not have any material effects on the consolidated financial statements.
- Annual improvements to IFRS, Volume 11 (issued on July 18, 2024).
The amendments are effective for accounting periods beginning on or after January 1, 2026. The directors expect that the implementation will not have any material effects on the consolidated financial statements.
- IFRS 18 Presentation and Disclosure in Financial Statements (issued on April 9, 2024) and the associated amendments to IAS 1, IAS 7, IAS 8, IAS 33 and IFRS 7.
The new standard replaces and complements IAS 1 and is effective for accounting periods beginning on or after January 1, 2027, although earlier adoption would be permissible. The associated amendments to IAS 7, IAS 8, IAS 33 and IFRS 7 become effective when a company applies IFRS 18 for the first time, so all amendments must be applied simultaneously. The executive board expects that the implementation will have material effects on the consolidated financial statements, in particular relating to the presentation of the income statement.
- IFRS 19 Subsidiaries without Public Accountability: Disclosures (issued on May 9, 2024).
The new standard is effective for accounting periods beginning on or after January 1, 2027. The executive board expects that IFRS 19 will not be applicable to the consolidated financial statements.

H&K AG, Oberndorf am Neckar, Germany – Consolidated Financial Statements
as of December 31, 2024

(4) Group entities

Apart from the single entity statements of H&K AG, the consolidated financial statements of H&K AG as of December 31, 2024, include the annual financial statements of twelve (2023: nine) foreign and domestic subsidiaries. Subsidiaries are companies which the parent company can control due to voting rights or other rights and for which it is exposed to positive and negative variable returns and can affect such returns through its control position.

H&K AG is owned by private investors, for details see Note 36.

The following table shows a list of the subsidiaries included in the consolidation, together with their total equity and profit for the year figures from their financial statements, as prepared for consolidation purposes under IFRS, in their functional currencies:

	Abbreviation	Functional currency	2024		2023	
			% held	Equity	Profit	% held
Direct holdings						
Heckler & Koch Management GmbH Oberndorf am Neckar, Germany	HKM	EUR '000	100%	351,299	27,838	100%
Heckler & Koch GmbH Oberndorf am Neckar, Germany	HKO	EUR '000	5.1%	152,448	36,148	5.1%
Indirect holdings						
Heckler & Koch GmbH Oberndorf am Neckar, Germany	HKO	EUR '000	94.9%	152,448	36,148	94.9%
Heckler & Koch (UK) Limited (formerly NSAF Limited) Nottingham, Great Britain	HKUK	GBP '000	100.0%	6,931	2,941	100.0%
Heckler & Koch France S.A.S. St-Nom-la-Bretèche, France	HKF	EUR '000	100.0%	1,857	1,676	100.0%
Small Arms Group Holding Inc. Columbus, GA, USA	SAGH	USD '000	100.0%	20,919	0	100.0%
Heckler & Koch Defense Inc. Columbus, GA, USA	HKD	USD '000	100.0%	(3,952)	(292)	100.0%
Heckler & Koch, Inc. Columbus, GA, USA	HKI	USD '000	100.0%	17,393	(5,159)	100.0%
H&K ITZ IMMOBILIEN Verwaltung GmbH Oberndorf am Neckar, Germany	ITZG	EUR '000	100.0%	12	(9)	100.0%
H&K ITZ IMMOBILIEN GmbH & Co. KG Oberndorf am Neckar, Germany	ITZK	EUR '000	100.0%	(387)	(222)	100.0%
H&K Sustainable Technologies GmbH Oberndorf am Neckar, Germany	HKST	EUR '000	100.0%	(408)	(433)	0.0%
H&K Technologies Immobilien GmbH Oberndorf am Neckar, Germany	HKTI	EUR '000	100.0%	(24)	(49)	0.0%
Chrom-Müller Metallveredelung GmbH * Oberndorf am Neckar, Germany	CMM	EUR '000	100.0%	1,307	(71)	0.0%

* profit CMM only for period after acquisition at the
end of November 2024

** company being founded

On July 29, 2024, “Kronen 2989 GmbH” was acquired by HKO and then renamed “H&K Sustainable Technologies GmbH” (HKST). On October 16, 2024 “Kronen 2988 GmbH” was acquired by HKO and HKST and then renamed “H&K Technologies Immobilien GmbH” (HKTI). On November 28, 2024 “Chrom-Müller Metallveredelung GmbH” (CMM) was acquired by HKST and the land and buildings for this business were acquired by HKTI. These German companies are wholly owned and included in the consolidation from 2024. See “Acquisition of CMM” below for additional information.

On March 3, 2023, “HK Greece Single Member Société Anonyme” (HKGR) was founded by HKO. This company is wholly owned but, as in the previous year, due to its lack of materiality it has been excluded from the consolidation for 2024; instead, it is included in the other non-current investments of €200k (2023: €25k) (Note 18). The articles of association for “Heckler & Koch Romania S.r.l.” (HKRO) were signed in 2024 and its formation was registered in the companies register on November 18, 2024;

however, the equity has not yet been paid in. This company is wholly owned but due to its lack of materiality it has been excluded from the consolidation for 2024. These transactions had no material effect on these consolidated financial statements in terms of quantity.

HKO and HKM have availed themselves of the German commercial law option § 264 (3) HGB to not publish single entity accounts. This exemption clause was also applied by HKO regarding the preparation of a management report.

Acquisition of CMM

On November 28, 2024, the Group acquired 100% of the shares of “Chrom-Müller Metallveredelung GmbH” (CMM) and thereby gained control of CMM. CMM operates a metal-finishing plant and overall is a business within the meaning of IFRS 3. The acquisition of CMM is of strategic importance for the Group, as we have both secured the expertise of chrome-plating of parts for defence products for the long term, and also used the opportunity to diversify into commercial, sustainable applications, since the chrome-plating of product parts can also be carried out to extend the life of products for companies in the automotive industry, mechanical and plant engineering and the aviation industry. On the same date, the Group also acquired the land and buildings necessary for CMM; these are held at €3.7 million within the Group's property, plant and equipment.

The amounts recognised for the identifiable assets and liabilities acquired are shown in the following table. The €9.6 million total acquisition price for CMM, including land and buildings, was paid in full by bank transfer.

EUR '000	
Property, plant & equipment & intangible assets	4,562
Inventories	333
Trade receivables	593
Trade receivables - H&K Group	219
Cash & cash equivalents	713
Prepayments & other receivables	27
Lease liabilities	(50)
Deferred tax assets & liabilities	(14)
Loan	(118)
Trade payables	(224)
Other payables, provisions, accruals & taxes	(964)
Net identifiable assets and liabilities acquired	5,078
Effects from elimination of unrealised profits (net)	(94)
Goodwill	4,578
Total acquisition price	9,562
Cash paid	(9,562)
Less cash and cash equivalents acquired	713
Net cash outflow due to the acquisition	(8,849)

The fair values of the trade accounts receivable acquired shown above are in line with their gross contractual values. On the acquisition date, the best estimate of the contractual cashflows not expected to be received was zero.

The €4,578 k goodwill resulting from the acquisition of CMM covers know-how, reputation and established customer relationships. It is expected that none of these components is relevant for income tax purposes.

The transaction costs of €384k are included in administration expenses.

For the period between its acquisition and the year-end, CMM contributed €599k to the Group's revenues and €-40k to the profit for the period. If CMM had been acquired on the first day of the financial year, CMM would have contributed €9,591k to the Group's revenues and €1,187k to the Group's profit for the period, in which case the Group's revenues would have been €353,447k and the Group's profit for the period would have been €32,695k.

(5) Summary of significant accounting policies and basis of measurement

The consolidated financial statements have been prepared on a historical cost basis; where IFRS requires recognition at fair value, this has been applied.

The significant accounting policies and measurement methods applied in preparing the consolidated financial statements are described below:

Business combinations and consolidation methods

The Group accounts for business combinations using the acquisition method according to IFRS 3, with inclusion when control, as defined by IFRS 10, is transferred to the Group and derecognition when control is lost. On inclusion, the assets and liabilities acquired are generally measured at their fair value. To the extent that the fair value of the consideration transferred exceeds the net fair value of the identified assets and debts acquired, the difference is capitalised as goodwill and allocated to the cash-generating units (CGUs) / groups of CGUs acquired, and to any other CGUs for which synergies are expected due to the business combination. If the acquisition costs are lower, the fair value of the assets and liabilities acquired and of the consideration transferred are reassessed. Any remaining negative goodwill is recorded immediately in the income statement. Transaction costs are also expensed.

In subsequent periods, the associated fair value adjustments to assets and liabilities are maintained, written off or released in accordance with the corresponding assets and liabilities. Capitalised goodwill is not amortised but, as described below, is subject to impairment testing at least annually as of the reporting date, and during the year if there are indications that an impairment may have occurred.

The financial year of all companies included corresponds to the financial year of the parent company.

The assets and liabilities of the domestic and foreign companies included in the consolidated financial statements are recognised and measured using the accounting and measurement methods that apply uniformly for the H&K Group.

All receivables, liabilities, sales revenues, other income and expenses, including interest and dividends, within the scope of consolidation are eliminated. Unrealised profits from intra-group supplies are eliminated from inventories or fixed assets as appropriate.

Currency translation

The H&K Group reporting currency is the euro (€).

Foreign currency transactions are translated in the individual financial statements of H&K AG and its consolidated companies at the rates pertaining at the time of the transactions. As of the reporting date, assets and liabilities in foreign currency are measured at the spot rate on the reporting date. Differences arising on translation are recorded in the income statement.

The financial statements of the foreign companies are translated from their functional currencies into euro. Since subsidiaries operate their business independently, their functional currency is their individual local currency. In the consolidated financial statements, income and expenses from the financial statements of consolidated entities that are prepared in foreign currency are translated at the average rate for the year calculated from the daily rates. This method is used for simplicity since usually the local currency income and expenditure involved are fairly evenly spread throughout the year and consequently any potential variances are not material. Assets and liabilities are translated at the spot rate on the reporting date. Foreign currency translation variances are taken directly to the foreign currency translation reserve in equity. In the event of the disposal of a consolidated entity, associated accumulated foreign currency translation variances are recorded as part of the profit or loss on disposal.

The rates used for currency translation are shown in the table below:

Currency	Abbr.	Rate on reporting date	Rate on reporting date	Average exchange rate	Average exchange rate
		31.12.2024	31.12.2023	2024	2023
US Dollar (USA)	USD	1.0389	1.1050	1.0823	1.0813
Pound (Great Britain)	GBP	0.8292	0.8691	0.8465	0.8698

Significant accounting policies

Goodwill

Goodwill is a separate asset representing the future economic benefits that cannot be individually identified and is separately recognised from the net assets obtained through a business combination. Goodwill is allocated to the cash-generating units (CGUs) / groups of CGUs acquired and to any other CGUs for which synergies are expected due to the business combination. Accordingly, the goodwill recognised by the Group is allocated to CGUs which correspond to the legal entities HKO (segment “Germany”), CMM (segment “Sustainable Technologies”) and HKF (segment “France”):

EUR '000	31.12.2024	31.12.2023
Segment: Germany	4,016	4,016
Segment: France	1,133	1,133
Segment: Sustainable Technologies	4,578	-
Total	9,727	5,149

Goodwill is capitalised and, in accordance with IFRS 3, not amortised but instead, in line with IAS 36, subjected to impairment testing at least annually, as of the reporting date, and during the year if there is an indication that an impairment may have occurred. Additional information on this impairment testing for the reporting period is provided in Note 16. If the carrying value is no longer recoverable, an impairment is recognised. Otherwise, the prior year carrying value is retained. Any impairment recognised against goodwill is not reversed, even if the valuation exceeds the carrying value.

Goodwill from business combinations is capitalised; negative goodwill from a business combination prior to the IFRS transition on January 1, 2006 has been offset against reserves. On divestment of a consolidated company, any positive goodwill relating to it is included in the computation of the deconsolidation result. Any related negative goodwill that has been offset against reserves is excluded from the computation of the deconsolidation result.

Intangible assets

Purchased intangible assets, mainly trademarks, patents, licences and software, are capitalised at acquisition cost. Internally generated intangible assets, with the exception of goodwill, are capitalised if it is sufficiently probable that a future economic benefit will flow from the use of the asset and the costs of the asset can be determined reliably. The manufacturing costs of internally generated intangible assets are determined on the basis of directly attributable individual costs as well as a proportion of directly allocable overheads. Financing costs are only capitalised to the extent that they are directly attributable to the acquisition or production of a qualifying asset.

With the exception of goodwill and the trademark “Heckler & Koch”, all intangible assets have finite useful lives and are amortised using the straight-line method over this period. The €8,393k (2023: €8,393k) trademark is allocated to the cash-generating unit HKO (segment “Germany”) and is subject to impairment testing in line with that described for goodwill at least annually, as of the reporting date, but also during the year, if there is an indication that an impairment may have occurred. Additional information on this impairment testing for the reporting period is provided in Note 16. Licences and software usually have useful lives of one to ten years; capitalised development costs usually have useful lives of eight years from the date that sales of the developed product commence. If the expected useful life for an individual asset is materially longer or shorter than these standard periods, the expected useful life is used. If there is an indication that an impairment may have occurred, the assets are subject to impairment testing.

Property, plant and equipment

Tangible assets which will be used in the business for more than one year are capitalised and valued at acquisition or manufacturing costs less depreciation calculated using the straight-line, use-related method, together with impairment if appropriate. The manufacturing costs of internally generated tangible assets are determined on the basis of directly attributable individual costs as well as a proportion of directly allocable overheads. Financing costs relating to the period of production are not currently capitalised, since financing costs are only capitalised to the extent that they are directly attributable to the acquisition, construction or production of a qualifying asset, and this is not the case at present. The permitted alternative method of revaluation is not applied.

The following useful lives are applied uniformly for depreciation on own property, plant and equipment throughout the Group:

Category of property, plant and equipment	Years
Buildings	25 - 40
Plant and machinery	3 - 10
Tooling	3
Vehicles	3 - 9
Fixtures, fittings and office equipment	3 - 15

The useful lives for right-of-use assets recognised in accordance with IFRS 16 are detailed in Note 5 section “Leases” sub-section “i. Leases in which the Group is a lessee”.

The useful lives and methods of depreciation are reviewed regularly and in individual cases, to ensure that these are in line with the actual expected economic use.

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

If there are triggering events for impairment, property, plant and equipment, intangible assets and right-of-use assets are submitted to an impairment test in accordance with IAS 36. If the carrying value of an asset exceeds its recoverable amount, an impairment loss is recognised. The recoverable amount is the higher of (i) fair value less costs to sell and (ii) value in use. If the recoverable amount for an individual asset cannot be determined, an estimate is made of the recoverable amount at the level of the next higher cash-generating unit.

If, in the following periods, the recoverable amount exceeds the carrying value, reversal of impairment is only made for the lower of the amount necessary to (i) bring the carrying value of the asset to its recoverable amount or (ii) restore the asset to its pre-impairment carrying amount less subsequent depreciation or amortisation that would have been recognised.

The impairment and any reversal of impairment are recorded in the income statement.

Financial instruments

i. Recognition and initial measurement

Trade receivables and debt securities issued etc. are initially recognised when they originated. All other financial assets and financial liabilities are initially recognised when the entity becomes a party to the contractual provisions of the instrument. A financial asset or financial liability is initially measured at fair value. For an item not valued at fair value through profit or loss (“FVTPL”), transaction costs that are directly attributable to its acquisition or issuance are also included.

ii. Classification and subsequent measurement

On initial recognition, a financial asset is classified as being measured at: amortised cost; fair value through other comprehensive income (“FVOCI”) – debt investment; FVOCI – equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For 2024 and 2023, the financial assets are primarily cash and cash equivalents, trade receivables, other receivables and deposit accounts. The financial liabilities include trade payables and liabilities to lenders and lessors and derivatives relating to currency forward-cover contracts with negative fair values at the reporting date (2023: the then derivatives had positive fair values and were recognised as assets). Trade receivables and payables result from the delivery / receipt of goods and / or services to / from third parties in the normal course of business.

As a result, in line with IFRS 9 – with the exception of the derivatives – all the financial instruments held by the Group during 2024 and 2023 were classified and measured “at amortised cost”. The derivatives are classified and measured at “fair value through profit or loss”.

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. At present, the Group does not recognise any such interest income since the assets do not have any related transaction costs to be recognised over the terms of the assets using this method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Financial liabilities

Financial liabilities are in particular trade payables, liabilities to lenders, bondholders or credit institutes, and other financial liabilities, including lease liabilities recognised according to IFRS 16.

All the Group's financial liabilities in the reporting period are subsequently measured at amortised cost using the effective interest method in accordance with IFRS 9 or, in the case of lease liabilities, at amortised cost using the effective interest method in accordance with IFRS 16. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

iii. Impairment of financial assets

The Group recognises loss allowances for expected credit losses (ECLs) on financial assets measured at amortised cost.

IFRS 9 sets out three stages in the development of the credit risk of a financial instrument:

- Provided there has been no significant increase in credit risk since initial recognition, expected losses are to be measured as the current value of 12-month ECL. Interest income is calculated using the effective interest method, based on the gross carrying amount (Stage I).
- If credit risk has increased significantly, but there is no evidence of an impairment, the allowance is to be increased to cover expected losses for the remaining term of the instrument. The method for recognition of interest remains unchanged (Stage II).

- If there is evidence of impairment, from this time onwards, interest income must only be accrued on the basis of the net carrying amount (gross carrying amount less allowances) of the instrument (Stage III).

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analyses, based on the Group's historical experience and informed credit assessment and including forward-looking information.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

Impairment allowances for trade receivables are always measured as lifetime ECLs.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

If there is evidence of a reduction in creditworthiness, for example due to the insolvency of a customer, a transfer from stage II to stage III is recognised.

The gross carrying amount of a financial asset is written down when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For commercial market customers, based on historical experience of recoveries of similar assets, the Group has a policy of writing down the gross carrying amount when the financial asset is 90 days past due. For governmental agency customers, the Group individually makes an assessment with respect to the timing and value of write-downs based on whether there is a reasonable expectation of recovery. The Group expects no significant recovery from the amount written down. However, financial assets that are written down could still be subject to enforcement activities.

Impairment allowances against financial assets that are held at amortised cost are deducted from the gross carrying amounts of these assets.

iv. Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred. A derecognition also occurs if the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the transferred financial asset. The Group also derecognises a financial asset when its terms are modified and the cash flows of the modified asset are substantially different, in which case a new financial asset based on the modified terms is recognised at fair value.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged, cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount of the liability extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

v. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position, if the Group currently has a legally enforceable right to offset the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

vi. Derivatives

H&K group policy is, dependent upon the exchange rates on offer and the conditions of potential forward cover contracts and taking expected USD developments into consideration, to cover a proportion of the expected USD (\$) income and the associated foreign exchange transaction exposure with forward cover transactions. These derivatives are initially recognised at fair value; subsequently they are also valued at fair value, with changes in their fair value being recognised through profit or loss since these derivatives are not designated as hedges. The treatment of designated hedges will not be covered here since during 2023 and 2024 the Group did not have any.

Inventories

The inventories are recognised at acquisition or manufacturing costs or, if lower, their net realisable value. Raw materials, supplies and consumables as well as merchandise are measured at their adjusted average acquisition costs. The manufacturing costs of work in progress and finished goods are determined on the basis of directly attributable individual costs as well as a proportion of production-related overheads. The manufacturing costs do not include selling expenses, general and administrative expenses or financing costs. The net realisable value is the estimated selling price less the estimated cost of completion and the estimated costs necessary to make the sale. Provisions are made to recognise impairment of slow-moving inventories or to take account of reduced selling prices; above and beyond this, an inventory range analysis is also carried out to ensure that impaired inventories are valued at net realisable value.

Non-current assets held for sale

Non-current assets (or disposal groups comprising assets and liabilities) are classified as held for sale if the corresponding carrying values are expected to be recovered primarily through sale rather than through continuing use. These assets are held at the lower of their carrying values and their fair value less costs to sell. These assets are not depreciated or amortised. If any such assets or liabilities are held, they are shown separately in the statement of financial position.

Provisions for pensions and similar defined benefit obligations

The provisions for defined benefit obligations are computed using the projected unit credit method in accordance with IAS 19. Under this method, in addition to the pensions and vested rights known at the reporting date, expected future increases in pensions and salaries, with estimates of the demographic variances, are also taken into consideration. The actuarial valuation is carried out by an actuary.

Actuarial gains and losses are recognised outside profit or loss in the period in which they occur in accordance with IAS 19. These are shown in other comprehensive income.

In determining the discount interest rates in accordance with IAS 19, the actuaries refer to market yields on high quality corporate bonds at the reporting date.

Other non-current and current provisions

Provisions are recognised when a past event gives rise to a present obligation, it is probable that the obligation will be claimed, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the expenditure required to settle the present obligation at the reporting date, or, if the effect of the time value of money is material, the present value thereof. Reimbursement claims are recognised separately if it is virtually certain that reimbursement will be received if the Group settles the obligation.

Leases

At inception, the Group assesses whether the contract is or contains a lease. This is the case if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract includes such a right, the Group uses the definition of a lease in IFRS 16.

i. Leases in which the Group is a lessee

The Group's main leases are for offices and vehicles.

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

The lease liability is initially measured at the present value of the outstanding lease payments, including expected payments for:

- any residual value guarantees,
- purchase or extension options, the exercise of which is reasonably certain, or
- potential penalties for the early termination of a lease unless it is reasonably certain that such an early termination will not occur,

discounted using the interest rate implicit in the lease or, if this rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The right-of-use asset is initially measured at cost, being the value of the lease liability adjusted for:

- any payments made on or before the commencement date;
- any initial direct costs;
- estimated dismantlement or similar costs; and
- any leasing incentives received.

Subsequently the right-of-use asset is amortised from the commencement date to the end of the lease term using the straight-line method. An exception to this occurs for contracts for which the exercise of a purchase option by the lessee is reasonably certain and the associated costs are included in the right-of-use asset. In such cases, the right-of-use asset will be amortised over the useful life of the underlying asset. In addition, when applicable the right-of-use asset is adjusted for impairment losses and, under certain circumstances, for remeasurements or modifications of the lease liability.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in the future lease payments or term, when the estimated amount expected to be payable under any residual value guarantee is adjusted and when the assessment of the likelihood that purchase, extension or early termination options will be exercised changes. If the lease liability is remeasured, a corresponding adjustment is made to the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has reduced to zero. In addition, if a contract is modified, adjustments are recognised within, or outside, profit or loss.

The Group shows right-of-use assets in property, plant and equipment and lease liabilities in liabilities in the statement of financial position.

ii. Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases (with terms up to a maximum of 12 months). Leasing fees for these leases are recognised in the income statement. Leasing expenses are recognised on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern of the user's benefit or the variance between these methods and the actual leasing fees is immaterial.

iii. Leases in which the Group is a lessor

Since we had no such leases during 2023 or 2024, we will not go into further detail in this report.

Recognition of income and expense

Sale of goods and services

Revenue is measured based on the compensation agreed in a contract with a customer. The Group recognises revenue when control of the goods or services is transferred to a customer.

In principle, customers obtain control over our products when the goods are collected by the customer or his representative or are delivered to the customer's property. At this time, the invoice is issued. Revenues are recognised when the goods are collected by the customer or delivered to the customer's property.

Occasionally a customer may request that we store their goods separately for them for a while; in such cases ("bill-and-hold"), revenues are recognised when the goods are ready for shipment and are to be stored separately on our site. Such transactions always relate to products produced specially for, approved by and registered to that customer.

Interest and other income

Interest income is recognised in the period to which it relates.

Other income is recognised in the period to which it relates, in accordance with the associated contract.

Operating expenses

Operating expenses are recognised on the basis of a direct link between the costs incurred and the related income in the income statement, either when the benefit is used or when the costs are incurred.

Expenses for research and development

Research costs are expensed as they are incurred. Development costs are also expensed as they are incurred unless they satisfy the criteria for recognition as internally generated intangible assets according to IAS 38.

Borrowing costs

Borrowing costs as defined in IAS 23 are capitalised to the extent that they are directly attributable to the acquisition, construction or production of a qualifying asset; the remaining borrowing costs are recognised as an expense in the period in which they are incurred. No borrowing costs were capitalised during the financial year.

Income taxes and deferred taxes

The income tax expense represents the sum of current tax expense and deferred tax expense.

The current tax expense is determined on the basis of the taxable income for the relevant year. The taxable income is different from the pre-tax result shown in the income statement since it excludes expenses and income which will be tax deductible / taxable in other years or which will never be tax deductible or taxable. The liability of the Group for current tax expense is computed on the basis of the tax rates and tax laws which are applicable on the reporting date or will soon be applicable.

Deferred taxes are the expected tax charge or relief arising from differences between the carrying values of assets and debts in the Group IFRS consolidated financial statements and their values in the tax accounts of the individual companies. The balance sheet-oriented liability method is applied. In general, deferred tax liabilities are recorded for all taxable temporary differences, and deferred tax assets are recorded to the extent that it is probable that taxable profits will be available for which the deductible temporary differences can be used. Such assets and liabilities are not recognised if the temporary difference arises from (i) the initial recognition of goodwill or (ii) from the initial recognition of other assets and liabilities in a transaction that affects neither the taxable profit / (loss) nor the profit / (loss) for the period. In addition, deferred taxes are recognised for the carry forward of unused tax losses, including interest expenses that are not yet deductible for taxation purposes, to the extent that it is probable that it will be possible to utilise them in the future.

The carrying amount of deferred tax assets is reviewed each year at the reporting date and is reduced if it is no longer probable that sufficient taxable income will be available to allow the benefit of all or part of the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date.

The changes in deferred taxes are recognised in the income statement as tax income or expense unless they relate to transactions recognised in other comprehensive income or directly in equity; in this case the deferred taxes are recognised in other comprehensive income and the associated equity position.

Contingent liabilities and contingent assets

Contingent liabilities are not recognised. If any are identified, they are disclosed in the notes unless the possibility of an outflow of resources representing economic benefits is remote. Contingent assets are also not recognised. They are disclosed in the notes, where an inflow of economic benefits is probable.

The use of estimates and assumptions

The preparation of the consolidated financial statements in compliance with the pronouncements of the IASB requires estimates to be made affecting the values recognised in the statement of financial position, the nature and extent of contingent assets and liabilities identified at the reporting date and the value of income and expenses in the reporting period. The main assumptions and estimates for the H&K Group concern the impairment tests for goodwill and trademarks, the setting of useful lives, the recoverability of accounts receivable, the valuation of inventories, the recognition and measurement of provisions, the probability of future utilisation of deferred tax assets (for example relating to interest carry-forwards) and the recognition and measurement of leases.

Guarantee and warranty obligations can arise from legal or contractual requirements. Provisions are recognised for the expected cost of meeting claims under guarantee or warranty obligations. Claims are particularly likely if the warranty period has not yet expired, if warranty costs have been incurred in the past or if particular warranty claims are known. The evaluation of the risk of warranty claims is based on past experience and is used in determining the level of provision required (Note 24).

Provisions for litigation risks are recognised if a company in the Group is a defendant in a lawsuit and a judgement against the defendant is more likely than not. A provision is made for the amount likely to be incurred by the company if the judgement is against it. This figure includes the payments likely to be made by the company, in particular compensation, damages and settlements, as well as the expected legal expenses. If a company in the Group is a defendant in a lawsuit and a judgement for the defendant is more likely than not, or if the company is the claimant, only litigation fees are provided for (Note 24).

Due to the adoption of IFRS 16, it must be determined whether a contract fulfils the definition of a lease according to IFRS 16; in such cases the Group must select a reasonable discount factor and judge whether the exercise of options to extend are sufficiently certain, in order to determine the period of the lease. Additional information on the effects of IFRS 16 are provided in Notes 25 and 33.

The use of estimates in other positions in the consolidated statement of financial position and consolidated income statement are described in the notes relating to the individual positions. In particular, these relate to impairment of goodwill, trademarks and other intangible assets (Note 16), impairment of property, plant and equipment and right-of-use assets (Note 17), provisions for doubtful debts (Note 20), allowances for inventories (Note 19), the valuation of deferred tax assets (Note 15) and of employee defined benefit obligations (Note 23).

Notes on the income statement

(6) Revenue

Revenue increased by €41,949k to €343,375k compared with revenue of €301,426k in 2023. In accordance with IFRS 15, associated expenses for late delivery penalties are included in sales deductions ("discounts, bonuses etc."). The revenue of the Group was made up as follows:

EUR '000	2024	2023
Sale of goods	339,026	293,599
Sale of services	7,880	11,299
Gross revenue	346,906	304,898
Discounts, bonuses, etc.	(3,531)	(3,472)
Revenue	343,375	301,426

Breakdown by geographical market:

EUR '000	2024	2023
Domestic (Germany)	70,558	69,671
Foreign - other "Green Countries"	276,239	235,227
Foreign - rest of the world	109	-
Gross revenue	346,906	304,898
Discounts, bonuses, etc.	(3,531)	(3,472)
Revenue	343,375	301,426

The Group's revenues result entirely from transactions recognised at a point in time in line with IFRS 15.38.

The following table provides information about receivables and contract liabilities from contracts with customers:

EUR '000	31.12.2024	31.12.2023
Trade receivables	37,403	35,385
Contract liabilities	(88,590)	(12,909)
Total	(51,187)	22,476

Contract liabilities relate to advance payments received from customers. Of the €12,909k contract liabilities recognised at the beginning of the year (€18,704k at the beginning of 2023), €12,627k (2023: €17,828k) was recognised as revenue in the financial year. The amount of revenue recognised in the financial year relating to performance obligations satisfied (or partially satisfied) in previous periods was €0k (2023: €602k).

As permitted by IFRS 15, no information is provided about remaining performance obligations as of December 31, 2024 that have an original expected duration of one year or less.

(7) Cost of sales

The cost of sales includes materials, production labour and overhead expenses, and depreciation and amortisation relating to the revenue. The cost of sales increased by €43,802k to €229,291k compared with €185,489k in 2023; this was primarily due to higher expenditure for purchased services and a change in the product mix, with a higher proportion of trade goods.

(8) Research and development expenses

The research and development expenses recorded as expenses comprise those personnel and overhead expenses and depreciation and amortisation relating to these activities, together with the costs of test materials and tools, which do not meet the criteria for capitalisation of development costs under IAS 38. In addition, the normal amortisation and the derecognition of capitalised development costs are included. The research and development expenses decreased by €1,133k to €9,250k compared with €10,384k in 2023. The prior year included expenses for the derecognition of capitalised development costs relating to projects that were cancelled because of changed conditions (2024: nil; 2023: €2,660k). Compared to the prior year, there was an increase of €2,315k in general development expenses, partially offset by an increase of €659k in the capitalisation of development costs and a reduction of €129k in the amortisation of capitalised development costs.

(9) Sales, marketing & distribution expenses

The sales, marketing & distribution expenses mainly comprise personnel expenses, material and marketing costs as well as depreciation and amortisation relating to the sales function and project-related costs. They decreased by €457k to €30,343k compared with €30,800k in 2023; the decrease is primarily due to lower overheads, including for project-related expenses.

(10) Administration expenses

General administration expenses include personnel expenses and overheads as well as the depreciation and amortisation relating to the administration function. They decreased by €593k to €24,612k compared with €25,205k in 2023. The decrease was primarily due to lower overheads, including for litigation expenses, partially offset by higher personnel expenses.

(11) Other operating income

The position “other operating income” includes the following material items:

EUR '000	2024	2023
Income from derecognition of liabilities	-	627
Relief for energy and electricity taxes	77	175
Profit on disposal of non-current assets	31	19
Income from the disposal of scrap etc.	581	463
Income from refund of legal fees etc.	30	532
Other	234	120
Total	953	1,936

The other operating income includes out-of-period income of €206k (2023: €1,353k). This primarily relates to income from relief of other taxes, refunds of expenses and, in 2023, derecognition of liabilities (2024: €107k; 2023: €1,334k).

(12) Other operating expenses and impairment loss on trade receivables, net of reversals

The position “other operating expenses” includes the following material items:

EUR '000	2024	2023
Provision for the possible drawing of bank guarantees	(22)	114
Prior year credit notes	-	(31)
Loss on disposal of non-current assets	(49)	(30)
Other taxes	(712)	(559)
Insurance for natural hazards and business interruption	(456)	(472)
Late delivery penalties, other periods	68	(64)
Other	(11)	(8)
Total	(1,181)	(1,050)

The other operating expenses include out-of-period net income of €59k (2023: €67k net expenses). In 2024, the out-of-period net income related primarily to the release of certain provisions for potential contractual penalties, offset by losses on the disposal of non-current assets. In 2023, the out-of-period net expenses related primarily to prior period credit notes and losses on the disposal of non-current assets.

In 2024, the position “impairment loss on trade receivables, net of reversals” relates primarily to expenses for the derecognition of irrecoverable receivables and the utilisation of the specific impairment allowances. In 2023, this position related primarily to an increase in specific allowances together with a reduction in the general impairments determined in accordance with IFRS 9, offset by income from receipts for receivables that had been derecognised in prior periods (Note 20).

(13) Analysis of expenses by nature and EBITDA

The income statement shows operating expenses analysed by function; the following table shows operating profit, with expenses analysed by nature, and EBITDA.

EUR '000	2024	2023
Revenue	343,375	301,426
Material costs and movement in inventories	(145,326)	(109,780)
Capitalised costs	4,924	3,934
Losses from the derecognition of intangible assets	-	(2,660)
Other operating income	953	1,936
Personnel expenses	(97,463)	(90,410)
Other operating expenses	(43,227)	(42,201)
Impairment loss on trade receivables, net of reversals	(134)	(10)
EBITDA	63,101	62,235
Depreciation and amortisation	(13,585)	(11,811)
Results from operating activities	49,515	50,424

No definition of EBITDA is given in IFRS; various methods can therefore be used to determine EBITDA.

(14) Financial result

The financial result includes the following material items:

EUR '000	2024	2023
Financial income		
Interest income	496	234
Gains on valuation of derivative financial instruments	-	2,793
Gains on translation of foreign currencies	3,215	969
Total financial income	3,711	3,996
Financial expenses		
Interest expenses	(6,981)	(7,892)
Accretion of non-current liabilities	(2,488)	(3,157)
Losses on valuation of derivative financial instruments	(1,886)	-
Losses on translation of foreign currencies	(515)	(3,678)
Other	(74)	(90)
Total financial expense	(11,943)	(14,817)
Financial result	(8,232)	(10,822)

The interest income primarily includes interest on bank balances; currently no interest income results from using the effective interest method (Note 5). The losses (2023: gains) on valuation of derivative financial instruments result from forward cover contracts to reduce the currency risk for the conversion of expected USD cash flows. The gains and losses on the translation of foreign currencies include realised exchange variances together with unrealised variances on the translation of statement of

financial position items held by group companies in currencies other than their own functional currency. The interest expenses are primarily due to long-term loans, including commitment fees relating to the new CFA-loan (Note 25). The accretion of non-current liabilities relates to defined benefit obligations, other long-term provisions and the CFA-loan. Other financial expenses relate to guarantee costs, primarily for the provision of guarantees to our customers.

(15) Income taxes

Income taxes include German corporation tax ("Körperschaftsteuer"), trade income tax ("Gewerbesteuer") and associated solidarity surcharges ("Solidaritätszuschlag") for the German companies, together with similar income taxes for the foreign subsidiaries.

The companies in Germany have a calculated statutory tax rate of 28.1% (2023: 28.1%). Foreign taxation is calculated at the rates valid in each country; these vary between 22.0% and 25.0% (2023: between 22.0% and 25.0%). Deferred taxes are calculated on the basis of current statutory tax rates, or of tax rates which have been enacted as of the reporting date in each country, that are expected to be in place on realisation. As in the prior year, deferred taxes relating to interest expenses carried forward for taxation purposes are calculated at 25.0%.

The income tax expense comprises:

EUR '000	2024	2023
Current tax expense	(11,084)	(8,463)
Deferred tax income / (expense)	1,268	(2,431)
Income tax expense	(9,815)	(10,894)

The increase in current income tax expense recognised was primarily due to the higher profit before income tax of €41,283k (2023: €39,602k) in the financial year, together with the recognition of tax adjustments for prior years including estimated risks relating to current tax audits. Deferred tax changed from a net expense of €2,431k in 2023 to a net income of €1,268k; this related primarily to deferred taxes on interest expense carry-forwards. In 2024, the interest expense carry-forwards were partially utilised and the associated allowance partially reversed (net income: €1,700k). In 2023, the interest expense carry-forwards and the associated allowance increased (net expense: €1,100k). In 2023, the deferred taxes also include the tax effects of the transaction costs for the capital increase (2024: nil; 2023: €638k expense).

H&K AG, Oberndorf am Neckar, Germany – Consolidated Financial Statements
as of December 31, 2024

The following table shows a reconciliation between the theoretical expected income tax expense for the Group using the current German statutory tax rate of 28.1% (2023: 28.1%) and the actual income tax expense recognised:

EUR '000	2024	2023
Profit / (loss) before income tax	41,283	39,602
Expected tax rate (current German statutory rate)	28.1%	28.1%
Expected tax (expense) / income	(11,590)	(11,118)
Adjustments to expected tax expense due to:		
- change in tax rates	(2)	2
- non-tax-deductible expenses	(587)	(1,045)
- non-taxable income	1,406	10
- taxes relating to other periods	(1,771)	(548)
- differences in foreign tax rates	(120)	(61)
- unrecognised tax assets for losses	(139)	(2)
- revaluation of interest carry-forwards	1,700	(1,100)
- interest recognised for hybrid loans deductible for German GAAP but in IFRS interest is just a movement in equity	1,260	2,667
- other effects	28	302
Actual tax expense	(9,815)	(10,894)
Effective tax rate	23.8%	27.5%

Deferred tax relates to the following positions:

Statement of Financial Position Item	Deferred tax assets 31.12.2024	Deferred tax assets 31.12.2023	Deferred tax liabilities 31.12.2024	Deferred tax liabilities 31.12.2023
EUR '000	31.12.2024	31.12.2023	31.12.2024	31.12.2023
Intangible non-current assets	-	-	18,654	17,998
Property, plant and equipment	167	154	5,647	5,289
Inventories	1,056	1,298	270	214
Trade accounts receivable	35	153	21	15
Other current assets	9	318	610	673
Employee defined benefit obligations	4,289	4,200	-	-
Other non-current provisions	563	404	-	-
Non-current financial liabilities	-	-	280	446
Other non-current liabilities	1,507	365	-	-
Current provisions	576	412	29	-
Trade accounts payable	59	3	1,317	-
Other current financial liabilities	-	-	43	57
Other current liabilities	438	259	-	-
Carryforward of unused tax losses	1,291	-	-	-
Carryforward of interest expenses not yet deductible	10,300	8,600	-	-
Total	20,288	16,167	26,871	24,693

H&K AG, Oberndorf am Neckar, Germany – Consolidated Financial Statements
as of December 31, 2024

During 2024, a net increase in deferred tax assets of €589k (2023: €419k) was recognised through other comprehensive income into equity since it related to the actuarial variances on defined benefit schemes. The variances due to the effects of changing exchange rates on the translation of deferred tax assets and liabilities in foreign subsidiaries' accounts are also recognised within "Forex translation differences for foreign operations" in other comprehensive income (2024: €74k net increase; 2023: €8k net decrease). In 2024, a net increase in deferred tax assets was recognised due to the acquisition of CMM. Apart from these, all other changes in deferred tax assets and liabilities were recognised in the income statement.

Statement of Financial Position Item	Deferred Tax	Recognised in profit or loss	Recognised in other comprehensive income	Deferred Tax	Changes due to an acquisition	Recognised in profit or loss	Recognised in other comprehensive income	Deferred Tax
EUR '000	01.01.2023			31.12.2023				31.12.2024
Intangible non-current assets	(17,566)	(432)	-	(17,998)	-	(656)	-	(18,654)
Property, plant and equipment	(4,793)	(378)	36	(5,135)	(14)	(270)	(61)	(5,480)
Inventories	1,079	19	(14)	1,084	26	(347)	22	785
Trade accounts receivable	159	(15)	(6)	138	-	(129)	5	14
Other current assets	(315)	(41)	0	(355)	-	(246)	0	(601)
Employee defined benefit obligations	3,777	6	418	4,200	-	(500)	588	4,289
Other non-current provisions	751	(349)	2	404	-	158	1	563
Non-current financial liabilities	(731)	285	-	(446)	-	166	-	(280)
Other non-current liabilities	22	342	0	365	7	1,130	5	1,507
Current provisions	218	206	(12)	412	(14)	117	32	546
Trade accounts payable	2	1	-	3	-	(1,262)	1	(1,258)
Other current financial liabilities	(43)	(15)	-	(57)	-	15	-	(43)
Other current liabilities	596	(323)	(14)	259	7	153	19	438
Carryforward of unused tax losses	-	-	-	-	-	1,240	52	1,291
Carryforward of interest expenses not yet deductible	9,700	(1,100)	-	8,600	-	1,700	-	10,300
Total	(7,144)	(1,793)	411	(8,526)	12	1,268	662	(6,583)

At the end of 2024, deferred tax assets of the parent company amounting to €10,300k (2023: €8,600k) relating to the tax carry-forward of interest expenses were assessed to be unimpaired since, according to our current plans, they can be utilised within the five-year planning horizon. Potential deferred tax assets of €21,432k (2023: €24,380k) resulting from the tax carry-forward of interest expenses that will probably not be utilised until after our planning horizon are still allowed for.

In 2024, income tax payments amounted to €6.2 million (2023: €7.1 million). Of these, €3.8 million (2023: €3.8 million) relate to advance payments for current year German income taxes, €1.1 million net payments (2023: €1.4 million net payments) relate to German income taxes for prior years, while foreign income taxes account for €1.3 million net payments (2023: €1.9 million net payments).

The Law to Ensure the Global Minimum Taxation of Business Groups (Minimum Tax Act, MinStG) came into effect on January 1, 2024, but there were no effects on the Group's consolidated financial statements from this law nor from other similar foreign minimum taxation laws as the applicable revenue level was not met.

Notes on the balance sheet

(16) Intangible assets

The following table shows the development of the Group's intangible assets:

EUR '000	Development costs (intenally generated)	Goodwill (acquired)	Trade marks patents, licences, software (acquired)	Total
Net carrying value at 01.01.2023	33,399	5,149	10,105	48,653
Acquisition / manufacturing costs				
Balance at 01.01.2023	58,937	6,649	25,341	90,928
Effect of movement in exchange rates	(37)	-	(28)	(65)
Additions	3,483	-	567	4,050
Reclassifications	-	-	930	930
Disposals / derecognitions	(2,660)	-	(274)	(2,934)
Balance at 31.12.2023	59,723	6,649	26,536	92,909
Amortisation & depreciation				
Balance at 01.01.2023	(25,538)	(1,500)	(15,236)	(42,275)
Effect of movement in exchange rates	-	-	21	21
Amortisation for the year	(1,946)	-	(733)	(2,679)
Accumulated amortisation on disposals / derecognitions	-	-	273	273
Balance at 31.12.2023	(27,484)	(1,500)	(15,675)	(44,659)
Net carrying value at 31.12.2023	32,239	5,149	10,861	48,249
Acquisition / manufacturing costs				
Balance at 01.01.2024	59,723	6,649	26,536	92,909
Additions on acquisition of CMM	-	-	144	144
Effect of movement in exchange rates	-	-	52	52
Additions	4,142	4,578	828	9,548
Disposals / derecognitions	-	-	(308)	(308)
Balance at 31.12.2024	63,865	11,228	27,252	102,344
Amortisation & depreciation				
Balance at 01.01.2024	(27,484)	(1,500)	(15,675)	(44,659)
Additions on acquisition of CMM	-	-	(140)	(140)
Effect of movement in exchange rates	-	-	(41)	(41)
Amortisation for the year	(1,817)	-	(938)	(2,755)
Accumulated amortisation on disposals / derecognitions	-	-	280	280
Balance at 31.12.2024	(29,301)	(1,500)	(16,515)	(47,316)
Net carrying value at 31.12.2024	34,564	9,727	10,737	55,028

As described in Note 5, goodwill and other intangible assets with indefinite lives are subject to annual impairment testing. Goodwill is allocated to the associated CGUs acquired.

H&K AG, Oberndorf am Neckar, Germany – Consolidated Financial Statements
as of December 31, 2024

As shown in the above table, aggregate goodwill of €9,727k (2023: €5,149k) is recognised. The €4,578k increase in goodwill is due to the acquisition of CMM in November 2024 and is therefore allocated to this CGU, which is the main constituent of the segment “Sustainable Technologies”. The balance of the goodwill is the portion of the net book value of the goodwill (excluding trademarks), through acquisitions from independent third parties, held in the Defence Technology Sub-Group’s consolidated financial statements under German GAAP at the date of that sub-group’s transition to IFRS (January 1, 2006). Originally, the parent company of this sub-group was called Heckler & Koch Wehrtechnik Holding GmbH. This company acquired the design, manufacturing and distribution company Heckler & Koch Gesellschaft mit beschränkter Haftung at the end of 2003. In 2004, the two companies were merged and renamed Heckler & Koch GmbH. As a result, the Group has goodwill of €4,016k allocated to the merged company, Heckler & Koch GmbH (HKO), a CGU that is the main constituent of the segment “Germany”. The goodwill balance of €1,133k relates to the acquisition of Heckler & Koch France SAS (HKF) in 2004 and is therefore allocated to this CGU, equivalent to the segment “France”.

On the acquisition of Heckler & Koch Gesellschaft mit beschränkter Haftung at the end of 2003, the trademark “Heckler & Koch” was recognised as an intangible asset (2024: €8,393k; 2023: €8,393k) and also allocated to the CGU HKO. Since the Group’s reputation is associated with this trademark, like goodwill, it is treated as having an indefinite life. The use of the trademark is charged to the other operating companies in the Group via internal pricing and certain licence fees; the impairment test for the trademark is therefore simply carried out at the level of the CGU HKO.

As described in Note 5, the Group conducts an impairment test of goodwill and trademarks at least annually. Since only a small proportion of H&K AG’s shares are traded on a stock exchange, and comparable companies were not bought or sold regularly on an active market during the past year, it was not possible to base the impairment tests on market value. Instead, for the test, the recoverable value – the value in use – of the CGU is compared with its carrying value. The value in use of the CGUs is determined by discounting future cash flows. If, as a result of this calculation, there is indication of an impairment, the fair value less cost of disposal (FVL COD) is also determined in order to measure the potential impairment.

The computations for the CGU HKO (goodwill €4,016k and trademark €8,393k), the CGU HKF (goodwill €1,133k) and the CGU CMM (goodwill €4,578k) are based on the following material assumptions:

A detailed plan is made of the cash flows for the cash-generating units for the forecast period of five years. Subsequent periods are accounted for by a terminal value determined on the basis of the final year cash flows, adjusted for material one-off events and effects in the current order book and applying a 1% growth rate. The key assumptions for the determination of the value in use are the planned sales, taking account of order intake and order book, output and EBITDA. Plans are based on past experience together with available information on future requirements and take account of management recharges. The fulfilment of these plans assumes that the current regulation of market access continues and that the Group can maintain its strong competitive position.

H&K AG, Oberndorf am Neckar, Germany – Consolidated Financial Statements
as of December 31, 2024

The discount rates used for December 31, 2024 are pre-tax cost of capital rates determined using the CAPM.

	2024	2023
HKO	6.5%-11.3%; terminal value 5.7%	7.5%-9.1%; terminal value 6.5%
HKF	6.6%-7.8%; terminal value 6.3%	4.5%-7.3%; terminal value 5.1%
CMM	6.5%-7.0%; terminal value 5.6%	

Changes within the reasonably possible interest range at the reporting date would not lead to an impairment of goodwill or of trademarks. IAS 36.134(f) does not apply.

Under a corresponding security assignment agreement, certain patents, trademarks and domains have been pledged as security for a long-term financing agreement (Term and Revolving Credit Facilities Agreement, “CFA-loan”) (net carrying amount 2024: €8,393k; 2023: €8,393k) (Note 25).

The amortisation (2024: €2,755k; 2023: €2,679k) and the impairment of intangible assets is included in the following income statement positions; the impairments relate to the derecognition of capitalised development costs for projects that have been cancelled due to changed market conditions (2024: nil; 2023: €2,660k):

EUR '000	2024	2023
Cost of sales	345	247
Research and development expenses	2,112	4,765
Sales, marketing & distribution expenses	60	52
Administration expenses	238	275
Total	2,755	5,339

As of December 31, 2024, the Group had contractual obligations of €140k (2023: €247k) for the acquisition of intangible assets.

(17) Property, plant and equipment

The following table shows the development of the Group's property, plant and equipment, including right-of-use assets for leasing transactions under IFRS 16:

	Land and buildings	Plant and machinery	Fixtures, fittings and other assets	Assets under construction	Total
EUR '000					
Net carrying value					
at 01.01.2023	21,821	27,557	10,370	8,107	67,855
Acquisition / manufacturing costs					
Balance at 01.01.2023	39,230	80,947	74,149	8,107	202,432
Effect of movement in exchange rates	(231)	(233)	(151)	(30)	(646)
Additions	2,713	2,622	4,549	9,166	19,051
Reclassifications	102	3,735	586	(5,350)	(927)
Disposals	-	(1,923)	(3,116)	-	(5,038)
Balance at 31.12.2023	41,814	85,148	76,017	11,893	214,872
Amortisation & depreciation					
Balance at 01.01.2023	(17,409)	(53,390)	(63,778)	(0)	(134,578)
Effect of movement in exchange rates	53	99	135	1	288
Depreciation for the year	(1,077)	(4,389)	(3,605)	(61)	(9,132)
Accumulated amortisation & depreciation on disposals	-	1,921	3,086	-	5,007
Balance at 31.12.2023	(18,433)	(55,759)	(64,163)	(60)	(138,414)
Net carrying value					
at 31.12.2023	23,381	29,390	11,854	11,833	76,458
Acquisition / manufacturing costs					
Balance at 01.01.2024	41,814	85,148	76,017	11,893	214,872
Additions on acquisition of CMM	3,700	2,794	1,282	-	7,776
Effect of movement in exchange rates	559	471	369	26	1,425
Additions	3,466	7,064	6,612	4,239	21,382
Reclassifications	3,699	4,215	901	(8,815)	-
Disposals	(12)	(3,325)	(1,022)	-	(4,359)
Balance at 31.12.2024	53,227	96,368	84,158	7,343	241,095
Amortisation & depreciation					
Balance at 01.01.2024	(18,433)	(55,759)	(64,163)	(60)	(138,414)
Additions on acquisition of CMM	-	(2,362)	(855)	-	(3,217)
Effect of movement in exchange rates	(200)	(221)	(306)	(4)	(730)
Depreciation for the year	(1,202)	(5,105)	(4,523)	-	(10,830)
Accumulated amortisation & depreciation on disposals	11	3,325	999	-	4,335
Balance at 31.12.2024	(19,823)	(60,122)	(68,847)	(64)	(148,857)
Net carrying value					
at 31.12.2024	33,403	36,245	15,311	7,279	92,238

Right-of-use assets for leasing agreements are recognised for land and buildings, for plant and machinery and for fixtures, fittings and other assets. At the end of 2024, right-of-use assets were included in land and buildings at net carrying values of €295k (2023: €422k), plant and machinery at net carrying values of €3,658k (2023: €0k) and fixtures, fittings and other assets at net carrying values of €963k (2023: €895k); these right-of-use assets are allocated to the applicable CGUs and segments and increase their carrying amounts accordingly (the associated lease liabilities are also allocated to the CGUs and segments). At the year-end, there were no indications of potential impairments for these right-of-use assets. See Note 25 for details of the associated lease obligations and the reconciliation between the total minimum lease payments at the reporting date and their present values.

Under various floating charges and other security agreements, almost all of the Group's owned property, plant and equipment has been pledged as security for a long-term financing loan (CFA-loan) (Note 25).

As of December 31, 2024, the H&K Group had contractual obligations of €9,552k (2023: €7,610k) for the acquisition of property, plant and equipment.

(18) Non-current investments and current other loans, deposits and derivatives

The non-current "Other investments" and the current "Other loans, deposits and derivatives" include bank deposits of €2,649k (2023: €2,487k) recognised as non-current assets and bank deposits of €141k (2023: €204k) recognised as current assets since they have terms of less than twelve months. These deposits serve as security for certain bank guarantees and similar.

The Group has current forward-cover contracts for USD / EUR that are recognised at fair value through profit or loss (2024: in liabilities, Note 26; 2023: €1,339k).

HKGR was founded in 2023 and is wholly owned but due to its lack of materiality it has been excluded from the consolidation for 2024; instead, it is included in the other investments at its carrying amount of €200k (2023: €25k) (Note 4). A short-term loan from HKO to HKGR is also recognised in the position "Other loans, deposits and derivatives" at €88k including accrued interest.

(19) Inventories

The following table shows an analysis of the Group's inventories:

EUR '000	31.12.2024	31.12.2023
Raw materials, consumables and supplies	53,501	42,881
Work in progress	89,117	75,558
Finished goods and merchandise	27,692	29,232
Total	170,309	147,672

Within inventories, allowances of €16,486k (2023: €16,264k) have been created to account for impairments due to marketability risks, slow-moving items and inventory range. These allowances reduce certain items of inventory to carrying values in line with their net realisable values as of December 31, 2024 of €10,439k (2023: €7,489k). Impairment losses of €826k (2023: €499k) were recognised as an expense within cost of sales. Due to the sale or scrapping of related items and to improved inventory movements, impairment losses recorded in prior years of €574k (2023: €634k) have been reversed within cost of sales. In addition, due to exchange rate effects, the allowances increased by €101k (2023: decreased by €13k); these value adjustments are recognised in other comprehensive income.

Under various floating charges and other security agreements, some of the Group's inventories have been pledged as security for the CFA-loan (Note 25).

(20) Trade receivables, prepayments and other assets

The following table shows an analysis of these assets:

EUR '000	31.12.2024	31.12.2023
Trade receivables	37,403	35,385
Prepayments for inventories	2,345	532
Prepayments for other current assets	2,292	1,329
Other assets	4,257	3,540
Total	46,296	40,786

Trade receivables are not interest-bearing and usually have due dates between 30 and 60 days; with the exception of normal trading ownership retention clauses, they are not secured. Under various floating charges and other security agreements, certain pledgeable trade receivables of the Group have been pledged as security for the CFA-loan (Note 25).

The other assets comprise mainly VAT and other tax claims arising in the normal course of business; in addition, this position includes the remaining carrying amount of the transaction costs from the 2022 refinancing that were allocated to Facility C of the CFA-loan (Facility C is a credit line for bank guarantees and overdrafts that, at the end of 2024 and 2023, was only used for bank guarantees and is therefore not shown in the liabilities; see Note 26).

If there is an indication that a trade receivable may be impaired, at the latest if it is over 90 days overdue, the possibility of an impairment is reviewed by the finance, sales and legal departments. In addition, general allowances for expected credit losses have been recognised in accordance with IFRS 9; these relate to trade receivables from our US commercial market customers, since our other trade receivables are primarily against governmental authorities with very good credit-standing and therefore a minimal risk of credit losses is expected. Consequently, allowances have been created for expected credit losses within trade receivables; all impairments in the allowance account for this are determined on the basis of the expected credit losses over the lifetime of the trade receivables. The allowances developed as follows:

EUR '000	2024	2023
Opening balance January 1	1,447	2,535
Additions	-	89
(Release) / (utilisation)	(560)	(1,150)
Effects of foreign currency conversion	25	(26)
Closing balance December 31	913	1,447

Expenses from the impairment of trade receivables and income from the reversal of such impairments are shown under a separate position in the consolidated income statement (Note 12). The impairment expenses in 2024 primarily relate to the write-off and derecognition of certain trade receivables; the utilisation of allowances in 2024 related to the derecognition of irrecoverable receivables.

Trade receivables with specific impairment allowances at the end of 2024 are still subject to collection procedures.

The ageing of financial instruments that are trade accounts receivable is as follows:

EUR '000	31.12.2024	31.12.2023
Neither overdue nor impaired:	31,614	26,648
Overdue but not impaired:		
- within 30 days	2,791	6,124
- between 30 and 60 days	997	808
- between 60 and 90 days	820	456
- between 90 and 180 days	382	685
- after more than 180 days	908	752
Total:	5,899	8,825
Expected 12-month loss	(113)	(90)
Impaired (gross)	802	1,360
Specific allowance(s)	(800)	(1,358)
Carrying amount	37,403	35,385

As of the reporting date, no evidence of reduced creditworthiness had been identified for any of the accounts receivable that were neither overdue nor impaired.

(21) Cash and cash equivalents

The position “cash and cash equivalents” includes cash balances, cheques, bank balances on current accounts and potentially also short-term deposits, the original term of which is less than three months. These are valued at amortised cost. Information on potential credit risks is provided in Note 28.

As security for the CFA-loan, certain group bank accounts have been pledged (2024: €61.5 million; 2023: €14.8 million) (Note 25).

(22) Shareholders' equity and earnings per share

H&K AG has a share capital of €35.5 million (2023: €35.5 million), divided into €35.5 million (2023: €35.5 million) no-par bearer shares.

In May 2023, a capital increase took place for H&K AG with subscription rights for existing shareholders by making partial use of the company's authorised capital approved in 2022. The new bearer shares have a notional value of €1.00 in the company's share capital and with the same dividend rights as all other issued ordinary shares of the company, including full dividend rights for the financial year ended December 31, 2022.

The capital increase was carried out at a subscription price of €13.40 per share against contributions in kind and in cash. Two main shareholders of the company contributed their repayment claims against the company under three hybrid loans in a total nominal amount of €95.0 million (without accrued interest) as contributions in kind (Note 36). The gross proceeds from the cash contributions amounted to €10.1 million; against this, the transaction costs for the capital increase were recognised at €2.3 million, less deferred taxes of €0.6 million.

The calculation of the undiluted basic earnings per share of €0.76 profit (2023: €0.59 profit) is based on the following earnings attributable to ordinary shareholders and weighted-average number of ordinary shares outstanding. Since the new shares issued in May 2023 also had full dividend rights for prior years, the correspondingly adjusted earnings per share that has associated dividend rights 2023 is €0.54.

EUR '000	2024	2023
Profit / (loss) for the year attributable to the owners of the parent company	31,468	28,709
of which not attributable to ordinary shareholders	(4,490)	(9,500)
Profit / (loss) attributable to ordinary shareholders	26,978	19,209

Thousands of shares	2024	2023
Issued ordinary shares at 01.01.	35,483	27,641
Effect of 7,090k new shares issued related to contributions in kind 17.05.2023	-	7,090
Effect of 6k new shares issued related to cash contributions 17.05.2023	-	6
Effect of 746k new shares issued related to cash contributions 19.05.2023	-	746
Issued ordinary shares at 31.12.	35,483	35,483
Weighted average number of ordinary shares at 31.12.	35,483	32,535

H&K AG, Oberndorf am Neckar, Germany – Consolidated Financial Statements
as of December 31, 2024

A calculation of diluted earnings per share would be based on the earnings attributable to ordinary shareholders and the weighted-average number of ordinary shares outstanding after adjustment for the effects of all dilutive potential ordinary shares. There were no dilutive effects for the reporting period.

The additional paid in capital arises from additional capital contributions from the shareholders and associated transaction costs (net).

The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

The reserve for defined benefit obligations comprises the cumulative actuarial gains and losses arising on the employee defined benefit obligation provisions, net of tax. The net increase is due to actuarial losses of €2,097k (2023: €1,494k) net of €589k (2023: €419k) deferred taxes.

The consolidated retained earnings include a reduction of €62,333k arising from the effects of the transition of the H&K Group (then Heckler & Koch Beteiligungs GmbH Group) to IFRS on January 1, 2008, mainly due to the valuation difference on the acquisition of treasury stock in November 2007. An additional reduction of €2,857k arose from the difference between the acquisition price and the associated net assets for each of the common control transactions involving the acquisition of Suhler USA, Inc. (since merged into SAGH), in April 2009, and Suhler Jagd- und Sportwaffen Holding GmbH (since merged into H&K AG), in May 2009.

Under the German Stock Corporation Act (AktG), the distributable dividend is determined by the retained earnings in the annual financial statements of the parent company, H&K AG, prepared in accordance with the German Commercial Code (HGB). The executive board of H&K AG (after corresponding presentation to the supervisory board) will propose to the Annual General Meeting (“AGM”) that, out of the company’s €210.7 million cumulative profits recognised in its annual financial statements as of December 31, 2024, a dividend of €0.06 per share, totalling €2.1 million, should be distributed and the remaining balance be carried forward.

In May 2023 hybrid loans of €95.0 million were contributed at their nominal values as contributions in kind for the capital increase. Interest only arises in certain circumstances. The lenders' entitlement to interest only applies if the AGM of H&K AG resolves to distribute dividends to ordinary shareholders relating to the corresponding financial year, which are in line with the proposal from the executive board. These entitlements are therefore only recognised if these prerequisites are satisfied, after the AGM takes place in the following year. The AGM in October 2024 (prior year: June 2023) resolved such a dividend so in 2024 €4.5 million (2023: €9.5 million) entitlements to hybrid interest were added to the hybrid loans. The corresponding contingent liabilities as of December 31, 2024 total €1.4 million (Note 32). The equity attributable to hybrid capital investors as of December 31, 2024 was €14.0 million (December 31, 2023: €9.5 million).

Including equity attributable to hybrid capital investors, the H&K Group has equity of €133.4 million (2023: €104.4 million) at the reporting date.

(23) Employee defined benefit obligations

The pension schemes at the Group's foreign companies are defined contribution plans, while HKO has both defined benefit and defined contribution plans. The defined benefit schemes for employees were finally closed to new entrants in 2002. In addition, contributions are made to the applicable state pension schemes.

Under the defined contribution plans, the company pays contributions to state or private pension schemes on the basis of statutory or contractual obligations or on a voluntary basis. Having paid the contributions, the company has no further obligations. The current contribution payments are shown as personnel expenses for the relevant year; they amounted to a total of €6,538k (2023: €6,090k) for the Group.

The defined benefit plans are accounted for in the Group by setting up provisions for pensions determined by the projected unit credit method in accordance with IAS 19. Under this method, in addition to the pensions and vested rights known at the reporting date, expected future increases in pensions and salaries, with realistic estimates of the demographic variables, are also taken into consideration. The value is obtained from an actuarial report calculated using biometric actuarial assumptions (Heubeck-Richttafeln-GmbH's 2018 G guideline tables).

Under the defined benefit schemes, on reaching the retirement age of 65, employees are entitled to benefits based on their length of service. The defined benefit schemes in operation before 1995 entitle members to benefits for the first ten years' service of 8% of the average monthly salary for the final year, plus 0.25% for each additional year of service. Increases are no longer possible since these schemes are closed, and members' entitlements remain fixed.

Under the defined benefit scheme from January 1, 1995, members are entitled to benefits of a fixed sum per year of service depending on the member's grade. The relevant grade for active members is the grade on retirement. This scheme was closed to new entrants on November 30, 2002.

H&K AG, Oberndorf am Neckar, Germany – Consolidated Financial Statements
as of December 31, 2024

The following table shows the development of the present value of the defined benefit liability for asset-backed and non-asset-backed obligations:

EUR '000	Defined benefit obligation		Fair value of plan assets		Net obligation for defined benefit plans	
	2024	2023	2024	2023	2024	2023
Balance at January 1	46,460	46,301	(1,198)	(1,209)	45,261	45,092
Included in profit or loss						
Current service cost	246	253	-	-	246	253
Interest expense (income)	1,524	1,717	(40)	(47)	1,484	1,670
Total recognised in profit or loss	1,769	1,969	(40)	(47)	1,729	1,923
Included in other comprehensive income						
Actuarial loss (gain) arising from:						
- demographic assumptions	-	-	-	-	-	-
- financial assumptions	-	2,093	-	-	-	2,093
- experience adjustments	2,093	(615)	-	-	2,093	(615)
Return on plan assets excluding interest income	-	-	2	10	2	10
Total recognised in OCI	2,093	1,478	2	10	2,095	1,488
Other						
Benefits paid	(3,357)	(3,289)	47	47	(3,310)	(3,243)
Total other	(3,357)	(3,289)	47	47	(3,310)	(3,243)
Balance at December 31	46,965	46,460	(1,190)	(1,198)	45,775	45,261
Attributable to:						
Net defined benefit obligation for funded plan	1,190	1,198	(1,190)	(1,198)	-	-
Defined benefit obligation for unfunded plans	45,775	45,261	-	-	45,775	45,261
Balance at December 31	46,965	46,460	(1,190)	(1,198)	45,775	45,261

The current service costs are shown within functional areas and the annual net interest expense is shown within the interest result. Actuarial gains and losses are not recognised in the income statement but are shown in the statement of comprehensive income and taken to reserves.

The fair market value of the plan assets relates solely to asset values from reinsurance policies. The expected long-term returns from these plan assets for 2024 were calculated at 3.40% (2023: 3.85%). This is based on the discount rate for the associated pension obligations. The actual earnings from the plan assets were €38k (2023: €36k). Since the investment phase is over, no further contributions will be paid in.

The calculated average duration of the pensions schemes is 10.9 years (2023: 11.1 years). The following table shows the principle actuarial assumptions at the reporting date:

	31.12.2024	31.12.2023
Discount rate	3.40%	3.40%
Future salary growth for active plan members	0.00%	0.00%
Future pension growth	3.6% for 2025, 2.0% thereafter	2.00%
Longevity rates according to	RT 2018 G	RT 2018 G
Invalidity rates according to	RT 2018 G	RT 2018 G

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

31.12.2024	Defined benefit obligation	
Effect in EUR '000	Increase	Decrease
Discount rate (0.5% movement)	(2,283)	2,516
Future pension growth (0.5% movement)	2,054	(1,906)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

(24) Other current and non-current general liability provisions

The current and non-current general liability provisions are as follows:

EUR '000	31.12.2024	31.12.2023
Current provisions & accruals	12,931	15,145
Non-current provisions	2,243	2,266
Total	15,174	17,412

The provisions comprise:

EUR '000	Personnel obligations	Warranty obligations	Other obligations relating to sales	Other risks	Total
Balance at 01.01.2024	5,483	863	3,919	7,146	17,412
Exchange rate difference / reclassification	-	-	384	-	384
Utilisation	(4,755)	(629)	(698)	(1,247)	(7,329)
Release	(141)	-	(805)	(143)	(1,089)
Addition	3,337	669	1,273	357	5,636
Addition to group consolidation	148	-	-	13	161
Balance at 31.12.2024	4,073	903	4,072	6,126	15,174

Provisions for the German early retirement scheme (“Altersteilzeit”) are included in the personnel obligations (€448k; 2023: €524k). These include the reduced pay taken by employees in this scheme during the working phase together with the accumulated additional costs to the company during the remainder of each early retirement period. The provisions are based on the present value of the associated contractual obligations and are obtained from actuarial reports; these use biometric actuarial assumptions from Heubeck-Richttafeln-GmbH’s 2018 G guideline tables and are discounted at 2.6% (2023: 3.1%). There are no material uncertainties with regard to the value of these provisions. These obligations are secured by certain securities; these assets are offset against the associated provisions. The current early retirement scheme agreements have terms of two to four years. In the

working phase (first half of early retirement agreement term), the provision is created; the outflows of economic benefits occur in the non-working phase (second half). Accordingly, the outflows of economic benefits for early retirement agreements are expected over up to four years.

Other personnel obligations also include provisions for long-service anniversary benefits, bonuses and similar obligations. These personnel provisions are determined based on the associated contractual obligations and the outflows of economic benefits are generally expected within twelve months, although the outflows for anniversary benefits (€653k; 2023: €640k) could occur over a period of up to forty years. There are no material uncertainties with regard to the value of these provisions.

The provisions for warranties were recognised on the basis of past experience with regard to the Group's liability for a warranty period of two years. Accordingly, the outflows of economic benefits are expected within two years. There are no material uncertainties with regard to the value of these provisions.

Provisions for other obligations relating to sales include provisions for offset obligations, onerous conditions, late delivery and other contractual penalties, costs to complete and price-audits on certain contracts. These provisions have been recognised in line with the probability of their incidence, based on the associated contractual obligations and the current status; the outflows of economic benefits are generally expected within twelve months. There are no material uncertainties with regard to the value of these provisions.

The provisions for other risks relate mainly to litigation risks and expenses, recognised in line with the probability of their incidence. As of December 31, 2024, a proportion of the litigation risks is dependent on associated legal proceedings and accordingly, the provision for these is subject to particular uncertainties; €3.7 million relate to a decided case that has not yet been enforced; accordingly, the provision for this is subject to few uncertainties. The outflows of economic benefits are generally expected within twelve months; however, the final conclusion of certain cases is not expected until later. The provision for litigation risks includes the following case:

In 2019, HKO was sentenced by the Stuttgart district court to pay over €3.7 million relating to certain deliveries to Mexico between 2006 and 2009. HKO appealed this verdict as did the Public Prosecutor. In March 2021, the Federal Court of Justice (BGH) confirmed the Stuttgart district court's verdict and as a result the confiscation of €3.0 million from HKO became legally binding; the BGH severed its consideration regarding the confiscation of a further €0.7 million. The legal question involved on statutory limitations has since been dismissed by the "Große Senat" of the BGH. At the oral hearing of the BGH in March 2024, the 3rd Criminal Division dismissed the balance of the appeal as well. Therefore, the verdict of the district court is final; however, the clarification of related tax effects is still pending. The confiscations are expected to take place in 2025.

HKO is plaintiff in legal disputes on public procurement in three European countries. The first step is to stop current monopolistic contract awards that are already under way and, in the long term, to obtain a fundamental ruling from the European Court of Justice, which will then apply to all EU countries, stating that small arms, as a (comparatively) trivial technology, do not have the procurement privilege of Article 346 of the Treaty on the Functioning of the EU, so invitations to tender must continue to be advertised throughout the EU. The three proceedings now are all before the second judicial instance; verdicts are expected during 2025.

The effects of accretion and changes in discount rates were material for the valuations of certain non-current general liability provisions. The financial result includes €42k expense (2023: €44k) due to discounting and accreting these other non-current general liability provisions; this led to a corresponding increase in the value recognised for these provisions.

(25) Financial liabilities and credit lines

Significant financing agreements

As of December 31, 2024, the H&K Group has the following material financing agreements:

- Secured financing agreement with a syndicate of banks (Term and Revolving Credit Facilities Agreement, “CFA-loan”)
- Unsecured shareholder loan (“Vendor Loan”)
- Unsecured shareholder loan (“Additional Mezzanine Loan”) (agreed but not utilised).

CFA-loan (Facilities A, B and C)

This syndicated loan is a €140.0 million financing agreement from August 17, 2022 (“CFA-loan”) with an initial term of three years and the option of extensions of up to two additional years. The first extension of one year until 2026 was requested and agreed in 2023; the second extension of one additional year until 2027 was requested and agreed in 2024. The interest rate comprises a margin plus EURIBOR (if positive), and interest is payable at the end of each agreed interest period (contractual choice: either three or six months). Initially the margin was set at 3.5% and from 2024 onwards, dependent upon certain key figures, it may vary between 1.6% and 3.5%. Commitment interest (35% of current margin) is charged on unutilised Facilities.

The H&K Group recognises two loan liabilities to banks under this agreement:

- **Facility A**, a secured financing loan to HKO (December 31, 2024: €35.0 million; of which €10.0 million are current; December 31, 2023: €45.0 million; of which €10.0 million were current);
- **Facility B**, a secured financing loan to H&K AG (December 31, 2024: €40.0 million; December 31, 2023: €40.0 million).

In addition, the CFA financing agreement includes:

- **Facility C**, a €50.0 million bank guarantee and overdraft facility; as of December 31, 2024 (and as of December 31, 2023), this was only utilised by HKO for bank guarantees and therefore, as a contingent liability, not recognised in the statement of financial position. In addition to guarantee costs, interest for the utilisation of the credit line is incurred, which are dependent upon other conditions included in additional ancillary agreements with the syndicate banks.

Under the CFA financing agreement, H&K AG and its subsidiaries are subject to strict limitations on certain transactions (in particular, distribution of dividends, acquisition or disposal of businesses, borrowing); the Group must also meet specified equity figures and ratios between net debt and the contractually defined EBITDA (“Financial Covenants”). The Group is permitted to partially or fully redeem the CFA-loan liability.

H&K AG, Oberndorf am Neckar, Germany – Consolidated Financial Statements
as of December 31, 2024

As security for liabilities under the CFA-loan (nominal including accrued interest as of December 31, 2024: €75.8 million; December 31, 2023: €86.4 million; utilisation of bank guarantee facility as of December 31, 2024: €4.0 million; December 31, 2023: €13.9 million), certain direct and indirect subsidiaries of H&K AG have also entered into the agreement as guarantors. In addition, all shares in HKM and in certain direct and indirect subsidiaries together with, through floating charges and other security agreements, certain non-current assets, inventories, receivables and bank accounts are pledged to the agent for the syndicate banks (Notes 16, 17, 19, 20, and 21).

Loans from related parties

On August 18, 2022, one of H&K AG's main shareholders granted an unsecured loan (the "Vendor Loan") of €20.0 million with a term of six years. The agreed interest rate is 6.5% and accrued interest is to be added to the loan annually. The loan was utilised on December 16, 2022. Due to the capitalisation of accrued interest in December 2023, the loan increased to €21.3 million. The accrued interest from that time until mid-December 2024 was paid mid-December 2024 and the interest accrued since then is recognised as a liability. Consequently, the loan balance at the end of December was €21.3 million (2023: €21.3 million).

On August 18, 2022, one of H&K AG's main shareholders granted an unsecured loan (the "Additional Mezzanine Loan") of €40.0 million with a term of six years and an interest rate of 6.5% p.a. However, the loan will only be utilised should certain prerequisites defined in the CFA-loan occur; if the loan were to be utilised, H&K AG would be obliged to use these funds to repay Facility B of the CFA-loan in full. During the term of the CFA-loan, no repayments or interest payments may be made on this loan, so any accrued interest is to be added to the loan at the end of each interest period.

Overview of the development of the financing liabilities

Facilities A and B of the CFA-loan are recognised in the statement of financial position at their amortised amounts totalling €73,852k (2023: €83,207k). As of the reporting date, Facility C of the CFA-loan is currently only being used as a guarantee line and is therefore shown within contingent liabilities; its proportion of the transaction costs is recognised in the other assets (Note 20) rather than being offset against the liability. The associated accrued interest liabilities totalling €797k (2023: €1,437k) are recognised within other liabilities. There were no material transaction costs for the loan from a related party so the amortised amounts, amounting to €21,322k (2023: €21,322k), is identical to the nominal value.

EUR '000	2024 Nominal	2024 Book value	2024 Associated interest liabilities	2023 Nominal	2023 Book value	2023 Associated interest liabilities
Balance at 01.01.	106,322	104,529	1,495	110,000	107,244	998
Accretion of CFA Facilities A, B & C	-	979	-	-	1,453	-
Element of accretion relating to Facility C (other assets)	-	(334)	-	-	(490)	-
Interest expense for CFA	-	-	5,409	-	-	6,431
Interest payments for CFA	-	-	(6,050)	-	-	(5,934)
Repayment of CFA-loan	(10,000)	(10,000)	-	(5,000)	(5,000)	-
Funds from 2022 refinancing - Vendor Loan	-	-	-	-	-	-
Interest expense for Vendor Loan	-	-	1,409	-	-	1,322
Transfer of interest to principal for Vendor Loan	-	-	-	1,322	1,322	(1,322)
Interest payments for Vendor Loan	-	-	(1,409)	-	-	-
Balance at 31.12.	96,322	95,173	855	106,322	104,529	1,495

Other group credit lines

The other credit lines are only for the provision of performance guarantees. The security for these lines is provided through bank deposits recognised within other current investments (2024: €0.1 million; 2023: €0.2 million) (Note 18), and within other non-current investments (2024: €2.6 million; 2023: €2.5 million) (Note 18).

Group lease liabilities

As described in Notes 17 and 33, the Group uses certain leased assets (in particular, offices, machinery and vehicles) for which right-of-use assets and lease liabilities are recognised and allocated to the applicable CGUs and segments.

The lease liabilities, for which corresponding right-of-use assets are recognised, are payable as follows:

	Contractual cashflows	Contractual cashflows
EUR '000	31.12.2024	31.12.2023
Less than one year	1,724	632
Between one and five years	5,070	1,068
More than five years	6	-
Total lease payments	6,799	1,700
Effects of discounting and options	(1,848)	(312)
Lease liabilities recognised	4,952	1,388

Additional information on leases is provided in Note 33.

(26) Trade and other payables and derivatives

Trade and other payables include outstanding liabilities from trade and operating costs, together with accrued interest payable on the CFA-loan and the Vendor Loan and derivatives for forward-cover contracts.

EUR '000	31.12.2024	31.12.2023
Trade payables	18,163	19,257
Interest payables	855	1,500
Other liabilities	13,480	12,469
Derivatives	547	0
Total	33,044	33,226

With the exception of normal trading ownership retention clauses for the trade payables and security agreements relating to the interest liabilities for the CFA-loan (Notes 16, 17, 19, 20, 21, 25), these payables are not secured.

(27) Contract liabilities

The €88,590k (2023: €12,909k) contract liabilities comprise payments received from customers in advance of the delivery of the associated products or services.

Other disclosures

(28) Financial risk management

Market risk

Market risk is the risk that the fair value or the future cash flows of a financial instrument may change depending on market rates. Market risk includes three types of risk: currency risk, interest rate risk and other price risks. These risks for the Group are covered individually below.

Currency risk

The H&K Group is exposed to currency risk relating to sales and purchases that are denominated in a currency other than the respective functional currencies of group entities, primarily the euro (EUR), but also US dollars (USD) and pounds sterling (GBP). The majority of both costs and sales are in euro, so we only have foreign exchange transaction exposure for those sales in currencies different to the associated costs. The H&K Group's policy is, dependent upon the exchange rates on offer and the conditions of potential forward cover contracts and taking expected USD developments into consideration, to cover a proportion of the expected USD (\$) income and the associated foreign exchange transaction exposure with hedging transactions. As of December 31, 2024, there were forward cover contracts in place for a total of \$42.0 million (as of December 31, 2023: \$42.0 million).

Group policy is not to speculate with loans or deposits in foreign currencies. Financing and investing within the Group usually take place in the appropriate functional currency and any financial instruments are purely to be used for operating purposes.

Four (2023: four) subsidiaries of H&K AG are outside the Euro zone. Since the H&K Group's reporting currency is the euro, the income and expenses of these subsidiaries are converted to euro for consolidation. Through these subsidiaries outside the Euro zone, the Group has assets and liabilities in local currencies that are also converted to euro for group reporting. The conversion of these positions to euro is also affected by fluctuations in foreign exchange conversion rates. The change in valuation of these positions is reflected in the group reserves in equity.

The rates used for the consolidation are shown in the following table:

Currency	Abbr.	Rate on reporting date	Rate on reporting date	Average exchange rate	Average exchange rate
		31.12.2024	31.12.2023	2024	2023
US Dollar (USA)	USD	1.0389	1.1050	1.0823	1.0813
Pound (Great Britain)	GBP	0.8292	0.8691	0.8465	0.8698

In order to quantify the possible effects of foreign exchange rate fluctuations on the Group EBITDA, sales and equity, a sensitivity analysis has been carried out:

If the euro had been 5% weaker against the US dollar compared to the rates used for the 2024 consolidation, (i.e. had been an average rate of €1 = \$1.0282 and a spot rate of €1 = \$0.9870), then in 2024 sales would have been approximately €5.0 million higher, EBITDA would have been approximately €2.1 million higher, and equity and reserves would have been approximately €4.1 million higher.

If the euro had been 5% stronger against the US dollar compared to the rates used for the 2024 consolidation, (i.e. had been an average rate of €1 = \$1.1364 and a spot rate of €1 = \$1.0908), then in 2024 sales would have been approximately €4.6 million lower, EBITDA would have been approximately €1.9 million lower, and equity and reserves would have been approximately €3.7 million lower.

If the euro had been 5% weaker against the pound sterling compared to the rates used for the 2024 consolidation, (i.e. had been an average rate of €1 = £0.8042 and a spot rate of €1 = £0.7877), then in 2024 sales would have been approximately €0.5 million higher, EBITDA would have been roughly €0.1 million higher, and equity and reserves would have been approximately €0.2 million higher.

If the euro had been 5% stronger against the pound sterling compared to the rates used for the 2024 consolidation, (i.e. had been an average rate of €1 = £0.8888 and a spot rate of €1 = £0.8706), then in 2024 sales would have been approximately €0.4 million lower, EBITDA would have been roughly €0.1 million lower, and equity and reserves would have been approximately €0.2 million lower.

Interest rate risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument may change depending on market interest rates. As of December 31, 2024, the Group's interest profile of its interest-bearing financial instruments consisted of variable rate instruments with a total nominal value of €75.0 million (2023: €85.0 million) and fixed-rate instruments (including hybrid capital) with a total nominal value of €35.3 million (2023: €30.8 million).

Under the CFA-loan's Facilities A and B, the Group has nominal €75.0 million loans with a variable interest rate in 2024 of a margin (between 1.75% and 3.50%) plus EURIBOR (if positive); the applicable rate is set at the beginning of each interest period (six months, from mid-December partially three months). A 100 basis-point (Bp) reduction in EURIBOR at each of the interest-fixing dates would have increased equity and profit by approx. €0.4 million. A 100 basis-point (Bp) increase in EURIBOR at each of the interest-fixing dates would have reduced equity and profit by approx. €0.4 million. This analysis assumes that all other variables, in particular tax deductibility, remain constant.

The Group's €21.3 million Vendor Loan is an interest-bearing liability with a fixed interest rate of 6.5% and the three hybrid loans totalling €14.0 million are hybrid equity bearing interest at a fixed rate of 10%; however the lender's entitlement to hybrid interest only arises if, in line with such a proposal from the executive board, the AGM of H&K AG resolves to distribute dividends to ordinary shareholders relating to the corresponding financial year (Notes 22, 36). The fair values of the Vendor Loan and the hybrid loans are dependent on market interest rates, but these liabilities and equity positions are not recognised at fair value and a change in interest rates at the reporting date would therefore not have had an effect on profit or loss or equity. This analysis assumes that all other variables remain constant.

Commodity risk

The element of material costs relating to commodities is relatively small so the H&K Group's exposure to changes in purchase prices for raw materials is limited: for example, an increase in steel prices of 1% would have resulted in EBITDA being approx. €0.1 million lower while equity and reserves would have been around €0.1 million lower.

Credit risk

Credit risk is the risk of financial loss to the H&K Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's trade receivables. Risk concentrations arise for financial instruments of a similar nature, which react similarly to economic and other changes. Risk concentrations are determined per counterparty as defined below.

Trade receivables

Because the majority of the Group's outstanding trade receivables at the reporting date relates to sales to customers that are federal, state or local governmental agencies of NATO countries and NATO-equivalent countries, group exposure to credit risk is limited. Goods are sold subject to retention of title clauses so that, in the event of a customer failing to pay, the H&K Group has a secured claim. Where the executive board is of the opinion that the risk is not sufficiently secured by the retention of title clauses, we require letters of credit or prepayments. The H&K Group has internal credit management processes to review and manage overdue positions and, if necessary, stop further deliveries or initiate legal action.

In addition, allowances are held for doubtful debts and general expected credit losses in accordance with IFRS 9 (Note 20). The maximum risk exposure of trade receivables corresponds to their carrying amounts at the reporting date. The carrying amounts of trade receivables, including a separate analysis of overdue and impaired receivables, are shown in Note 20. To assess risk concentrations, all of a country's authorities are treated as a single counterparty.

Cash and cash equivalents

Cash and cash equivalents include cash balances, cheques, bank balances on current accounts and short-term deposits. The H&K Group is exposed to credit risks if the banks holding our deposits default on their obligations. To minimise this risk, the banks are selected with care and deposits are held by several banks in Germany and abroad. Since the effects are not regarded as material, the simplified impairment model is not used.

Liquidity risk

Liquidity risk is the risk that the H&K Group may not be able to meet its financial obligations as they fall due. The target of the Group's approach to managing liquidity is to ensure that there will always be sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring losses or risking damage to the Group's reputation.

H&K AG, Oberndorf am Neckar, Germany – Consolidated Financial Statements
as of December 31, 2024

The Group mainly generates cash through its operating activities. The operating liquidity surplus is primarily used to finance fluctuations in working capital and capital expenditure on non-current assets, together with servicing the interest payment obligations from the CFA-loan and, in future, the payment of dividends.

According to the current five-year business plan, for 2025 and the future years a positive net cashflow from operating activities is expected that, together with the high level of cash from 2024, will be sufficient to cover capital expenditure and contractual interest payments.

The following table shows the timing of contractual payments due for financial instruments that include accounts payable or loan interest or repayments.

	Trade payables	Loans including interest
EUR '000		
Balance at 31.12.2024		
Carrying amount	18,163	96,028
Related payments	18,163	97,176
Payments due:		
- within one month	14,240	-
- between one and three months	2,926	725
- between three and twelve months	996	10,130
- between one and five years	-	86,322
- after more than five years	-	-
Balance at 31.12.2023		
Carrying amount	19,257	106,029
Related payments	19,257	107,817
Payments due:		
- within one month	11,140	-
- between one and three months	6,236	1,322
- between three and twelve months	1,881	10,116
- between one and five years	-	96,379
- after more than five years	-	-

Variances between carrying amounts and related payments arise where certain financing liabilities, in particular the CFA-loans, are held at their amortised costs and cause additional interest payments. Additional information on the financial liabilities is given in Note 25.

Financial management

The objective of our financial management is to secure the financing of current business activities, considering the obligations and the regular interest payments due to the CFA-loan, and in the medium-term to continue to reduce the leverage significantly. The Group's internal policies require that return on capital is reviewed on all investments and generally all contract bid decisions. The Group aims to have a corporate and capital structure, without material off-balance sheet financing (besides bank guarantees). In the normal course of business, performance and advance payment guarantees are issued to our customers by banks, and potentially also insurance companies, on our behalf.

The Group's capital structure is as follows:

EUR '000	31.12.2024	31.12.2023
Total equity attributable to H&K AG shareholders	119,447	94,937
Equity attributable to hybrid capital investors	13,990	9,500
Equity	133,437	104,437
as a percentage of total financing	29%	30%
Long-term liabilities	164,944	168,399
Short-term liabilities	159,344	81,109
Debt	324,288	249,508
as a percentage of total financing	71%	70%
Total equity & liabilities	457,725	353,945

(29) Additional disclosures on financial instruments

This section provides an overview of the significance of financial instruments and provides additional information on the positions in the statement of financial position containing financial instruments. The following asset positions in the statement of financial position include financial instruments:

EUR '000	31.12.2024	31.12.2023
Non-current assets		
Other investments	2,849	2,512
Current assets		
Other loans, deposits & derivatives	230	1,543
Trade receivables	37,403	35,385
Other receivables	4,257	3,540
Cash and cash equivalents	69,528	19,081
Asset positions containing financial instruments	114,265	62,062
of which non-financial instruments	4,063	3,242
of which financial instruments	110,203	58,819

H&K AG, Oberndorf am Neckar, Germany – Consolidated Financial Statements
as of December 31, 2024

The following table shows the carrying amounts (BV) and fair values (FV) of the financial assets:

EUR '000	Cash and cash equivalents		Trade accounts receivable		Derivative financial instruments		Other financial instruments	
	BV	FV	BV	FV	BV	FV	BV	FV
Balance at 31.12.2024								
Recognised at amortised cost	69,528	69,528	37,403	37,403	-	-	3,184	3,184
Recognised at fair value through profit or loss	-	-	-	-	-	-	-	-
Total financial assets	69,528	69,528	37,403	37,403	-	-	3,184	3,184
Balance at 31.12.2023								
Recognised at amortised cost	19,081	19,081	35,385	35,385	-	-	2,953	2,953
Recognised at fair value through profit or loss	-	-	-	-	1,339	1,339	-	-
Total financial assets	19,081	19,081	35,385	35,385	1,339	1,339	2,953	2,953

The fair values of accounts receivable are in line with their carrying amounts. This is mainly due to the short terms of these instruments. The derivative financial instruments relate to forward cover contracts held at fair value through profit or loss. The other financial instruments relate primarily to short and long-term bank deposits as security for certain bank guarantee lines etc. (2024: €2,790k; 2023: €2,692k) (Notes 18, 25); their ageing is as follows:

EUR '000	Other financial instruments	
	31.12.2024	31.12.2023
Neither overdue nor impaired:	3,184	2,953
Book value	3,184	2,953

As of the reporting date, no evidence had been identified to suggest that any of the above financial instruments that were neither overdue nor impaired were doubtful. Since the effects are not regarded as material, the simplified impairment model is not used. During the reporting period, there were no reclassifications of financial assets between the IFRS 9 categories recognised “at amortised cost”, “at fair value through profit or loss” and “at fair value through other comprehensive income”.

H&K AG, Oberndorf am Neckar, Germany – Consolidated Financial Statements
as of December 31, 2024

The following liability positions in the statement of financial position include financial instruments:

EUR '000	31.12.2024	31.12.2023
Non-current liabilities		
Loans & borrowings	85,325	94,733
Lease obligations	3,720	1,388
Liabilities to third parties	1,010	58
Current liabilities		
Loans from third parties	9,848	9,796
Trade payables	18,163	19,257
Lease obligations	1,232	-
Derivatives	547	-
Other liabilities	13,324	13,911
Liability positions containing financial instruments	133,170	139,143
of which non-financial instruments	12,263	12,463
of which financial instruments	120,906	126,680

The following table shows the carrying amounts (BV) and fair values (FV) of financial liabilities:

EUR '000	Trade payables		Short- and long-term loans		Derivatives		Other financial liabilities	
	BV	FV	BV	FV	BV	FV	BV	FV
Balance at 31.12.2024								
Held at amortised cost	18,163	18,163	95,173	96,322	-	-	2,072	2,072
Held at fair value through profit or loss	-	-	-	-	547	547	-	-
Financial liabilities	18,163	18,163	95,173	96,322	547	547	2,072	2,072
Balance at 31.12.2023								
Held at amortised cost	19,257	19,257	104,529	106,322	-	-	1,506	1,506
Held at fair value through profit or loss	-	-	-	-	-	-	-	-
Financial liabilities	19,257	19,257	104,529	106,322	-	-	1,506	1,506

The fair values of the trade payables are in line with the carrying amounts. This is mainly due to the short terms of these instruments. The CFA-loan is held at amortised cost in the statement of financial position; its fair value at the reporting date is its nominal value. The derivative liabilities relate primarily to forward cover contracts held at fair value through profit or loss. The other financial liabilities mainly relate to the interest liabilities for the CFA-loan and for the Vendor Loan (2023: €855k; 2023: €1,495k) and to dividends that could not be paid out yet (2024: 900 TEUR; 2023: nil).

H&K AG, Oberndorf am Neckar, Germany – Consolidated Financial Statements
as of December 31, 2024

The following table shows an analysis of financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: Inputs for the valuation of the asset or liability that are not based on observable market data (unobservable inputs).

31.12.2024	EUR '000	Level 1	Level 2	Level 3
Derivative financial assets		-	-	-
Derivative financial liabilities		-	547	-

31.12.2023	EUR '000	Level 1	Level 2	Level 3
Derivative financial assets		-	1,339	-
Derivative financial liabilities		-	-	-

Net income / (expenses) due to financial instruments:

EUR '000	2024	2023
Recognised at amortised cost	2,566	(2,719)
Held at fair value through profit or loss	(1,886)	2,793

The net income / (expense) from loans and receivables and financial liabilities held at amortised cost include exchange gains and losses, impairments and reversals of previous impairments and relate to receivables in particular. The net income / (expense) from financial instruments held at fair value (derivatives) relates to the recognition of changes in the valuation of forward cover contracts.

The total interest income and expenses relating to financial assets and liabilities not held at fair value through profit and loss, including guarantee fees, are as follows:

EUR '000	2024	2023
Interest income	496	230
Accretion of non-current financial liabilities	(979)	(1,453)
Other interest expenses	(6,973)	(7,845)

(30) Statement of cash flows

The consolidated statement of cash flows shows the change in the H&K Group's cash and cash equivalents due to cash inflows and outflows during the financial year. Cash and cash equivalents include cash balances, cheques and bank balances; the latter could also include deposits with original terms of less than three months (Note 21, 25).

As required by IAS 7, cash flows are distinguished between operating, investing and financing activities. Cash flows from investing and financing activities are determined directly while those from operating activities are calculated indirectly, based on the profit / (loss) for the period. The changes in the statement of financial position items used in the indirect calculation are adjusted to exclude the effects of foreign exchange rate variances and, if relevant, any changes in the companies consolidated into the Group. The changes in the statement of financial position items shown in the cash flow are therefore different to the euro changes in the consolidated statement of financial position.

Interest received is classified as a cash flow from investing activities. Interest paid is shown as cash flows from financing activities.

Security deposits with original terms longer than three months are shown in the statement of financial position under deposits or non-current investments (Note 18); movements in these are therefore shown under net cash from / (used in) investing activities in the statement of cash flows. However, these deposits serve as security for bank guarantees etc. (Note 25), rather than serving the Group's investment purposes. The Group's net cash from / (used in) investing activities, adjusted to exclude these movements, would be as follows:

EUR '000	2024	2023
Net cash from / (used in) investing activities	(30,759)	(19,780)
Less amounts relating to the movement in security deposits with terms >3 months	98	(2,256)
Adjusted net cash from / (used in) investing activities	(30,661)	(22,036)

(31) Segment reporting

The organisation and reporting structure of the H&K Group is marked by its operating activities in the defence technology line of business. Since November 2024, a new segment “Sustainable Technologies” has been added, strengthening the commercial business area in Germany.

The Defence division is organised around five (2023: five) operating companies, three of which serve customers in the defence and law enforcement sector, whilst the fourth (HKI) serves the US commercial market and the fifth (HKO) serves customers in the defence and law enforcement sector, the other group companies and the commercial markets in certain other countries. Correspondingly, the segments analysed are the site locations in Germany, Great Britain, France and the US, split into defence and commercial. Since these segments mainly represent legal entities, the figures shown for each segment are the values for the companies as included in the H&K Group’s consolidated figures.

The activities in the reporting segment “Germany” relate to the design, manufacture and distribution of defence and security products together with the provision of associated services. The reporting segment Germany mainly supplies NATO member states and NATO-equivalent countries in which no group subsidiaries are located, and to group companies and manufactures, sells and distributes commercial and security products to customers outside the US. The reporting segment “USA – commercial” includes production, sales and distribution activities for commercial and security products and provides related services in the US.

The operational reporting segments “Great Britain”, “France” and “USA”, split into defence and commercial, all include sales and distribution activities for defence and security products and provide related services. The sites located in the US and France supply their respective countries. The site located in Great Britain sells primarily to the United Kingdom; in the past, it also served the British Commonwealth of Nations and certain other NATO allies. Due to the Group’s strategic direction to concentrate on so-called “Green Countries” (Note 1), only the remaining order book for these countries will be served via the site located in Great Britain.

The new segment “Sustainable Technologies” includes the operational business CMM, acquired in 2024, whose expertise is particularly in surface coating and treatment, making it an important supplier for the H&K value-generation chain.

The reporting segment “Holding” relates to H&K AG and HKM. As this reporting segment contains two companies, the figures reflect the amounts recognised for individual companies in the consolidated financial statements as well as certain consolidation adjustments within the segment.

Operating segments

Segment	Germany		Sustainable Technologies		USA - Commercial		USA - Defence		Great Britain		France		Holding		Total pre-consolidation		Consolidation transactions		H&K AG Group		
	EUR '000	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Net external revenues		175,897	134,808	599	-	91,743	107,087	4,059	3,679	31,334	24,691	39,743	31,161	-	-	343,375	301,426	-	-	343,375	301,426
Inter-segment revenue		76,172	113,294	99	-	854	509	298	160	448	400	-	-	-	-	77,870	114,362	(77,870)	(114,362)	-	-
Total output		271,942	258,975	698	-	82,282	120,336	3,637	4,403	32,791	25,338	39,840	31,154	-	-	431,190	440,206	(76,790)	(114,572)	354,401	325,634
Depreciation and amortisation		(11,801)	(10,363)	(43)	-	(1,301)	(1,154)	(74)	(73)	(303)	(161)	(9)	(5)	(55)	(55)	(13,585)	(11,811)	-	-	(13,585)	(11,811)
EBITDA		59,472	60,406	(477)	-	(4,183)	(317)	98	508	5,137	1,791	2,260	990	(283)	(934)	62,024	62,442	1,077	(208)	63,101	62,235
Interest income		842	515	3	-	-	-	1	-	63	71	-	-	9,069	4,821	9,978	5,407	(9,482)	(5,173)	496	234
Interest expense		(14,341)	(11,432)	(63)	-	(2)	(3)	(351)	(389)	(33)	(32)	(1)	(0)	(4,233)	(4,458)	(19,024)	(16,313)	9,482	5,173	(9,543)	(11,139)
Income tax expenses and / or income		-	16	28	-	727	528	58	19	(1,173)	(391)	(573)	(301)	(8,644)	(10,811)	(9,578)	(10,940)	(238)	46	(9,815)	(10,894)
Profit / (loss) after tax		35,917	41,591	(553)	-	(4,767)	(1,117)	(270)	61	3,474	1,279	1,676	685	53,161	(7,925)	88,638	34,573	(57,171)	(5,864)	31,468	28,709
Other material non-cash items																					
- Impairment of assets / creation of allowances		-	-	-	-	(91)	(280)	(79)	370	(159)	(43)	-	-	-	-	(329)	46	-	-	(329)	46
- Impairment losses reversed / release of allowances		-	4	-	-	-	-	204	-	327	11	14	11	24,035	(40,048)	24,580	(40,022)	(24,035)	40,048	545	26
Non-current assets other than deferred taxes and financial instruments		199,457	188,353	4,532	-	9,669	9,168	856	874	2,621	730	30	4	176	231	217,341	199,360	(70,075)	(74,653)	147,266	124,707
Acquisition of property, plant, equipment and intangibles, excluding capitalised development costs		(14,724)	(18,344)	(13)	-	(1,198)	(318)	(4)	(6)	(2,047)	(214)	(12)	(4)	-	-	(17,998)	(18,887)	-	-	(17,998)	(18,887)
Provisions and liabilities		344,250	242,403	11,273	-	41,144	41,651	8,667	8,768	4,240	3,123	892	6,096	103,699	96,051	514,165	398,092	(189,877)	(148,584)	324,288	249,508

The above table shows the revenues and results together with the assets and liabilities of the individual group segments. With the exception of sales from segment "Germany" to other segments, trading between segments is minimal. The trade relationships between segments have been consolidated. Trade between the segments is conducted at "arm's-length" prices, as would have been agreed with informed and willing parties outside the Group. Due to the fiscal unity ("Organschaft"), the German taxes are all incurred by the parent entity, H&K AG. The €70.1 million (2023: 74.7 Mio. EUR) for non-current assets shown in the column "consolidation transactions" relate primarily to goodwill and trademarks recognised in segment "Germany" as the result of a merger in 2004. These arose primarily due to transactions within the Group and, on consolidation, are therefore reduced to the values acquired from third parties. In 2024, the amount was reduced by the goodwill relating to the acquisition of CMM (Notes 4, 16).

Geographical and product group segments

The following tables show the proportions of sales (net of sales deductions) for customers in different regions of the world and the proportions of sales for the different product groups:

Region		Revenues	Percentage of sales	Product group		Percentage of sales
Germany (Domestic)	2024	70,215	20%	Rifles	2024	35%
	2023	69,307	23%		2023	38%
US	2024	95,802	28%	Sub-machine guns & machine guns	2024	21%
	2023	110,767	37%		2023	17%
UK	2024	31,373	9%	Pistols	2024	22%
	2023	24,703	8%		2023	31%
France	2024	40,088	12%	Development services	2024	0%
	2023	31,828	11%		2023	0%
Other "Green Countries"	2024	105,788	31%	Other products & services	2024	22%
	2023	64,821	22%		2023	14%
Rest of world	2024	109	0%	Total	2024	100%
	2023	0	0%		2023	100%
Total export	2024	273,161	80%			
	2023	232,119	77%			
Total	2024	343,375	100%			
	2023	301,426	100%			
of which "Green Countries"	2024	343,266	100%			
	2023	301,426	100%			

Major customers

IFRS 8 requires customers known to be under common control to be treated as one customer. Since the H&K Group sells to government agencies, which include law enforcement agencies and armed forces, in various countries this requirement leads to all governmental agencies in a particular country being treated as one single customer.

On this basis the H&K Group's major customers, to whom more than 10% of sales were made in 2024, are the German governmental authorities (2024: €52 million; 2023: €58 million) shown in the segment "Germany" and the French governmental authorities (2024: €40 million; 2023: €31 million) shown in the segment "France".

The following table shows that a large proportion of our revenues are generated with customers in the commercial market; the revenues to individual customers in this market segment are significantly lower than for military and governmental agency business.

Customer type	Percentage of sales		
Military	2024	211,885	62%
	2023	163,961	54%
Law enforcement & similar	2024	21,845	6%
governmental agencies	2023	14,267	5%
Commercial	2024	109,646	32%
	2023	123,197	41%
Total	2024	343,375	100%
	2023	301,426	100%

(32) Contingent liabilities and pledged assets

As described in Notes 22 and 36, we have three hybrid loans recognised in equity (“Equity attributable to hybrid capital investors”). Given the significant curtailment of the lenders’ rights as a result of the retrospective conversion to hybrid loans, these bear interest at 10% p.a., however this interest only arises in certain circumstances. The lenders’ entitlement to interest only applies if the Annual General Meeting (“AGM”) of H&K AG resolves to distribute dividends to ordinary shareholders relating to the corresponding financial year in line with such a proposal from the executive board. These entitlements are therefore only recognised if these prerequisites are satisfied, after the AGM takes place in the following year. The AGM in October 2024 (prior year: June 2023) resolved such a dividend so in 2024 €4.5 million (2023: €9.5 million) entitlements to hybrid interest were added to the hybrid loans. The corresponding contingent liabilities as of December 31, 2024, total €1.4 million (2023: €4.5 million) (Note 22).

For Information on purchase order commitments for non-current assets see Notes 16 and 17.

For information on bank guarantees for customers and the related utilisation of Facility C or security deposits see Note 25. Some of the other group assets are pledged for the CFA-loan from August 17, 2022 under various floating charges and other security agreements. For details of pledged assets see Notes 16, 17, 18, 19, 20, 21 and 25. Based on the current business plan (covering five years), it is not expected that bank guarantees or pledges will be drawn in the planned periods, or sufficient provision has been recognised for such potential drawing of bank guarantees.

For liabilities relating to certain short-term and / or low value leases, see Note 33.

There are no other material contingent liabilities as of December 31, 2024 or December 31, 2023.

(33) Leases

The Group has no leases for which it is the lessor. The following information is for leases where the Group is the lessee.

Material leases

The Group leases offices; the lease agreements for these have original terms of between six and ten years, with the option to extend the leases beyond this period. Lease payments are generally renegotiated after around half of the lease term to reflect market rates; we can terminate contracts at this time.

H&K AG, Oberndorf am Neckar, Germany – Consolidated Financial Statements
as of December 31, 2024

The Group leases cars and other vehicles together with certain items of IT equipment; these lease agreements generally have original terms of between three and five years, with the option to extend the leases beyond this period.

Since 2024, the Group is acquiring certain machines under hire-purchase agreements, which must be treated as lease agreements under IFRS 16. These contracts have terms of five years, after which – assuming that we have satisfied all obligations under these contracts – according to civil law the ownership of the associated machine is transferred to us. At this time, the right-of-use assets together with the associated cumulative amortisation will be reclassified to property, plant and equipment and accounted for under IAS 16 thereafter. The machines have expected lives of between eight and ten years and the right-of-use assets are being amortised over corresponding periods.

i. Right-of-use assets

Due to the application of IFRS 16, right-of-use assets are recognised within property, plant and equipment for rented property, which does not meet the definition of investment property, and for machines, vehicles and certain items of IT equipment.

	Land and buildings	Plant and machinery	Fixtures, fittings and other assets	Total
EUR '000				
Net carrying value				
at 01.01.2023	560	-	463	1,023
Acquisition / manufacturing costs				
Balance at 01.01.2023	1,337	-	921	2,259
Effect of movement in exchange rates	19	-	(2)	17
Additions	-	-	732	732
Disposals	-	-	(352)	(352)
Balance at 31.12.2023	1,356	-	1,299	2,656
Amortisation & depreciation				
Balance at 01.01.2023	(777)	-	(458)	(1,235)
Effect of movement in exchange rates	(12)	-	1	(11)
Depreciation for the year	(144)	-	(299)	(444)
Accumulated amortisation & depreciation on disposals	-	-	352	352
Balance at 31.12.2023	(934)	-	(405)	(1,339)
Net carrying value				
at 31.12.2023	422	-	895	1,317
Acquisition / manufacturing costs				
Balance at 01.01.2024	1,356	-	1,299	2,656
Additions on acquisition of CMM	-	-	56	56
Effect of movement in exchange rates	45	-	17	63
Additions	-	3,782	429	4,211
Disposals	-	-	(230)	(230)
Balance at 31.12.2024	1,402	3,782	1,572	6,755
Amortisation & depreciation				
Balance at 01.01.2024	(934)	-	(405)	(1,339)
Additions on acquisition of CMM	-	-	(8)	(8)
Effect of movement in exchange rates	(26)	-	(15)	(41)
Depreciation for the year	(147)	(124)	(412)	(682)
Accumulated amortisation & depreciation on disposals	-	-	230	230
Balance at 31.12.2024	(1,106)	(124)	(609)	(1,839)
Net carrying value				
at 31.12.2024	295	3,658	963	4,916

ii. Amounts recognised in profit or loss

Amortisation amounting to €682k (2023: €444k) for right-of-use assets and interest expenses amounting to €115k (2023: €74k) for lease liabilities were recognised in profit or loss. The associated deferred taxes show an income of €0k (2023: €2k).

iii. Amounts recognised in the statement of cash flows

The leasing payments were split between interest payments of €115k (2023: €74k), and repayment of lease liabilities amounting to €722k (2023: €454k); both figures are included within net cash flows from / (used in) financing activities.

Other leases

The Group has other leases which have one or both of the following characteristics: (i) a term of less than one year; (ii) the associated assets are of low value. These leases are recognised in the Group's consolidated financial statements in line with prior periods, i.e. neither right-of-use assets nor lease liabilities are recognised for these.

The Group recognised expenses of €210k (2023: €228k) for short-term leases and €26k (2023: €22k) for leases for which the associated assets are of low value. As of the reporting date, the Group had outstanding obligations arising from these leases that fall due as follows:

EUR '000	31.12.2024	31.12.2023
Up to one year	79	68
More than one and up to five years	17	48
More than five years	0	0
Total	96	116

(34) Number of employees

The number of employees in the H&K Group, as an annual average, was as follows:

	2024	2023
Germany	977	972
Sustainable Technologies	16	-
France	1	2
Great Britain	25	17
USA - Defence	5	5
USA - Commercial	94	92
Holding	5	4
Average employees	1,123	1,092

These numbers for 2024 and 2023 exclude executive boards, people on national service, apprentices and trainees; part-time employees are included as full heads. The employees for the segment "Sustainable Technologies" have only been included in this statistic from the acquisition at the end of November 2024; as of December 31, 2024, there were 95 employees.

(35) Personnel expenses

Personnel expenses in 2024 were €97,463k (2023: €90,410k). Of these expenses, €6,538k (2023: €6,090k) relate to employer's contributions to social security pension funds and similar defined contribution plans for pensions.

(36) Related party disclosures

Parent and ultimate controlling party

H&K AG is the parent of the H&K Group and is owned by private investors. It holds 94.9% of HKO indirectly and the 5.1% balance directly.

From July 2020 onwards, the company assumed that the majority of H&K AG's shares were held directly by COMPAGNIE DE DEVELOPPEMENT DE L'EAU S.A., Luxembourg, Luxembourg ("CDE") and indirectly by Sofi Kapital Ltd., Christ Church, Barbados ("Sofi Kapital"). This understanding was based on the fact that in August 2020 CDE informed H&K AG with the notifications in accordance with § 20 AktG listed below under points 1. and 2. and gave prior notice of this in July 2020. In addition, when registering for all subsequent annual general meetings of H&K AG, CDE was able to provide corresponding proof of shareholdings as evidence of its majority holding. Due to CDE's (indirect) possession of global share certificates in which 15,000,787 H&K AG shares are certified, at least until December 15, 2023 (see following paragraph) the irrefutable presumption of § 123 (4) sentence 5 AktG in relation to H&K AG argued in favour of CDE being entitled to take part in the annual general meeting and to exercise voting rights.

There was a dispute between CDE and Mr Andreas Heeschen (Cologne, Germany) regarding to whom the 15,000,787 H&K AG shares belonged and whether CDE has a majority holding in H&K AG. CDE and Mr Heeschen disputed this legal issue in court. Whereas in its verdict from February 25, 2022, the Frankfurt Regional Court judged mainly in favour of CDE, in its verdict from December 15, 2023, the Frankfurt Higher Regional Court judged on appeal that ownership of the 15,000,787 H&K AG shares was still with Mr Heeschen, but simultaneously ruled that Mr Heeschen was obliged to transfer 13,925,498 of the 15,000,787 H&K AG shares to CDE as the future owner. Initially the judgment of the Frankfurt am Main Higher Regional Court from December 15, 2023 was not legally binding as Mr Heeschen had raised a complaint of non-admission to the Federal Court of Justice. In its ruling on February 11, 2025, the Federal Court of Justice rejected Mr Heeschen's complaint of non-admission thereby making the judgment of the Frankfurt am Main Higher Regional Court from December 15, 2023 legally binding. Accordingly, the ownership of the disputed 13,925,498 shares transferred to CDE on February 11, 2025.

The capital increase in 2023 became effective with its registration on May 17, 2023. The above-mentioned shareholder dispute, and in particular the judgement of the Frankfurt am Main Higher Regional Court from December 15, 2023 and the Federal Court of Justice's ruling on February 11, 2025, had and have no effect on the capital increase.

H&K AG, Oberndorf am Neckar, Germany – Consolidated Financial Statements
as of December 31, 2024

Notifications in accordance with §20 AktG:

1. CDE informed us on August 20, 2020 (date of receipt of the original letter) with a notification in accordance with § 20 (1) and (4) AktG, that it holds more than a quarter of the shares in H&K AG and simultaneously holds a majority interest in H&K AG.
2. Sofi Kapital informed us on August 20, 2020 (date of receipt of the original letter) with a notification in accordance with § 20 (1) and (4) AktG, that, due to attribution pursuant to § 16 (4) AktG via CDE, it indirectly holds more than a quarter of the shares in H&K AG and simultaneously holds a majority interest in H&K AG.
3. Mr Nicolas René Walewski, London, United Kingdom, informed us on June 23, 2022 (date of receipt of the original letter) with a notification in accordance with § 20 (1) and (4) AktG, that, due to attribution pursuant to § 16 (4) AktG via Sofi Kapital and CDE, as trust settlor he (i) indirectly holds more than a quarter of the shares in H&K AG (notification in accordance with § 20 (1) AktG) and simultaneously (ii) indirectly holds a majority interest in H&K AG (notification in accordance with § 20 (4) AktG).
4. Mr Gérard Philippe Emile Claude Lussan, Christ Church, Barbados, informed us on June 24, 2022 (date of receipt of the original letter) with a notification in accordance with § 20 (1) and (4) AktG, that, pursuant to § 16 (4) AktG via Sofi Kapital and CDE, due to attribution, he indirectly holds more than a quarter of the shares in H&K AG (notification in accordance with § 20 (1) AktG) and simultaneously indirectly holds a majority interest in H&K AG (notification in accordance with § 20 (4) AktG).
5. Concorde Bank Ltd., Bridgetown, Barbados (in the following, “Concorde Bank”), informed us on June 24, 2022 (date of receipt of the original letter) with a notification in accordance with § 20 (1) and (4) AktG that, due to attribution pursuant to § 16 (4) AktG via Sofi Kapital and CDE, Concorde Bank, as trustee, indirectly holds more than a quarter of the shares in H&K AG (notification in accordance with § 20 (1) AktG) and simultaneously indirectly holds a majority interest in H&K AG (notification in accordance with § 20 (4) AktG).
6. In a letter from September 19, 2024, Concorde Bank also informed us with a notification in accordance with § 20 (1) and (4) AktG that, due to attribution pursuant to § 16 (4) AktG via (i) Sofi Kapital and (ii) CDE, Concorde Bank indirectly holds more than a quarter of the shares in H&K AG (notification in accordance with § 20 (1) AktG) and simultaneously indirectly holds a majority interest in H&K AG (notification in accordance with § 20 (4) AktG).
7. Concorde Holding Ltd., Bridgetown, Barbados (in the following, “Concorde Holding”), informed us on September 19, 2024, with a notification in accordance with § 20 (1) and (4) AktG that, due to attribution pursuant to § 16 (4) AktG via (i) Concorde Bank, (ii) Sofi Kapital and (iii) CDE, Concorde Holding indirectly holds more than a quarter of the shares in H&K AG (notification in accordance with § 20 (1) AktG) and simultaneously indirectly holds a majority interest in H&K AG (notification in accordance with § 20 (4) AktG).

8. KEPRON Limited, Tortola, British Virgin Islands (in the following, "KEPRON"), informed us on September 19, 2024, with a notification in accordance with § 20 (1) and (4) AktG that, due to attribution pursuant to § 16 (4) AktG via (i) Concorde Holding, (ii) Concorde Bank, (iii) Sofi Kapital and (iv) CDE, KEPRON indirectly holds more than a quarter of the shares in H&K AG (notification in accordance with § 20 (1) AktG) and simultaneously indirectly holds a majority interest in H&K AG (notification in accordance with § 20 (4) AktG).

Other related party transactions

Transactions between the parent company and related parties that are its subsidiaries were eliminated in the course of consolidation and are not described in these disclosures in the Notes. Transactions with members of the governing bodies are covered in Note 38.

In addition, there are arm's-length business relationships between H&K group companies and related parties as defined by IAS 24, as follows:

- There are hybrid loan liabilities from a main shareholder (CDE), which are recognised in equity (Note 22). CDE's hybrid capital as of December 31, 2024 was €11.8 million (December 31, 2023: €8.0 million). In principle these hybrid loans bear interest at 10% p.a., however this interest only arises in certain circumstances. The lender's entitlement to interest only applies if, in line with such a proposal from the executive board, the AGM of H&K AG resolves to distribute dividends to ordinary shareholders relating to the corresponding financial year. These entitlements are therefore only recognised if these prerequisites are satisfied, after the AGM takes place in the following year. According to the agreement of April 2023, compound interest is not only calculated from five days after the AGM but from the beginning of the year in which the AGM takes place. The AGM in October 2024 resolved a dividend in line with the executive board's proposal so in 2024 €3.8 million entitlements to hybrid interest were added to these hybrid loans. The corresponding contingent liabilities as of December 31, 2024 total €1.2 million (Note 32).
- There is a hybrid loan liability from another main shareholder, which is recognised in equity (Note 22). The hybrid capital attributable to this main shareholder as of December 31, 2024 was €2.2 million (December 31, 2023: €1.5 million). In principle this hybrid loan bears interest at 10% p.a., however this interest only arises in certain circumstances. The lender's entitlement to interest only applies if, in line with such a proposal from the executive board, the AGM of H&K AG resolves to distribute dividends to ordinary shareholders relating to the corresponding financial year. These entitlements are therefore only recognised if these prerequisites are satisfied, after the AGM takes place in the following year. According to the agreement of April 2023, compound interest is not only calculated from five days after the AGM but from the beginning of the year in which the AGM takes place. The AGM in October 2024 resolved a dividend in line with the executive board's proposal so in 2024 €0.7 million entitlements to hybrid interest were added to this hybrid loan. The corresponding contingent liability as of December 31, 2024 was €0.2 million (Note 32).

- On August 18, 2022, one of H&K AG's main shareholders granted an unsecured loan (the "Vendor Loan") of €20 million with a term of six years. The agreed interest rate is 6.5% and accrued interest is to be added to the loan annually, but it may be paid out under certain circumstances. The loan was utilised on December 16, 2022. Due to the capitalisation of accrued interest in December 2023, the loan increased to €21.3 million. The accrued interest from that time until mid-December 2024 was paid mid-December 2024 and the interest accrued since then is recognised as a liability. Consequently, the loan balance at the end of December was €21.3 million (2023: €21.3 million). (Note 25).
- On August 18, 2022, one of H&K AG's main shareholders granted an unsecured loan (the "Additional Mezzanine Loan") of €40 million with a term of six years and an interest rate of 6.5% p.a. However, the loan will only be utilised should certain prerequisites defined in the CFA-loan occur; if the loan were to be utilised, H&K AG would be obliged to use these funds to repay Facility B of the CFA-loan in full. During the term of the CFA-loan, no repayments or interest payments may be made on this loan, so any accrued interest is to be added to the loan at the end of each interest period.

Transactions with related parties are generally carried out as if between willing, informed and independent third parties.

(37) Governing bodies of the Group

Executive Board of H&K AG

Dr-Ing. Jens Bodo Koch	CEO
Andreas Schnautz	CFO
Marco Geißinger	CSO

Supervisory Board of H&K AG

Dr Rainer Runte	Chairman
Nicolaus P. Bocklandt	Deputy Chairman
Dr Regina Engelstädtter	Member

(38) Total remuneration for the executive and supervisory boards in the financial year

EUR '000	2024	2023
Short-term benefits for the supervisory board	180	180
Short-term benefits for the executive board	1,800	1,197
Gesamt	1,980	1,377

(39) Auditor's remuneration

EUR '000	2024	2023
Financial statement audit services	325	287
Other confirmation services	7	220
Tax services	-	17
Other services	290	178
Total	622	702

In 2024, the other services relate primarily to services relating to the acquisition of CMM. In 2023, the other confirmation services and other services primarily include services relating to the capital increase in May 2023 which, being corresponding transaction costs, were recognised against capital reserves in accordance with IAS 32.35.

(40) Subsequent events

No material operating or structural changes or transactions have occurred in the H&K Group between December 31, 2024 and the approval of these consolidated financial statements.

Oberndorf am Neckar, Germany, April 8, 2025

The Executive Board

Dr Jens Bodo Koch

Andreas Schnautz

Marco Geißinger

INDEPENDENT AUDITOR'S REPORT

To H&K AG, Oberndorf am Neckar/Germany

Audit Opinions

We have audited the consolidated financial statements of H&K AG, Oberndorf am Neckar/Germany, and its subsidiaries (the Group) which comprise the consolidated statement of financial position as at 31 December 2024, the consolidated income statement, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the financial year from 1 January to 31 December 2024, and the notes to the consolidated financial statements, including material accounting policy information. In addition, we have audited the group management report of H&K AG, Oberndorf am Neckar/Germany, for the financial year from 1 January to 31 December 2024.

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

- the accompanying consolidated financial statements comply, in all material respects, with the IFRS® Accounting Standards issued by the International Accounting Standards Board (IASB) (hereinafter "IFRS Accounting Standards") as adopted by the EU and the additional requirements of German commercial law pursuant to Section 315e (1) German Commercial Code (HGB) and, in compliance with these requirements, give a true and fair view of the assets, liabilities and financial position of the Group as at 31 December 2024 and of its financial performance for the financial year from 1 January to 31 December 2024, and
- the accompanying group management report as a whole provides an appropriate view of the Group's position. In all material respects, this group management report is consistent with the consolidated financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development.

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

Basis for the Audit Opinions

We conducted our audit of the consolidated financial statements and of the group management report in accordance with Section 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and of the Group Management Report" section of our auditor's report. We are independent of the group entities in accordance with the requirements of German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the consolidated financial statements and on the group management report.

Responsibilities of the Executive Directors and the Supervisory Board for the Consolidated Financial Statements and the Group Management Report

The executive directors are responsible for the preparation of the consolidated financial statements that comply, in all material respects, with IFRS Accounting Standards as adopted by the EU and the additional requirements of German commercial law pursuant to Section 315e (1) HGB, and that the consolidated financial statements, in compliance with these requirements, give a true and fair view of the assets, liabilities, financial position and financial performance of the Group. In addition, the executive directors are responsible for such internal control as they have determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud (i.e. fraudulent financial reporting and misappropriation of assets) or error.

In preparing the consolidated financial statements, the executive directors are responsible for assessing the Group's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting unless there is an intention to liquidate the Group or to cease operations, or there is no realistic alternative but to do so.

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

The supervisory board is responsible for overseeing the Group's financial reporting process for the preparation of the consolidated financial statements and of the group management report.

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

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

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

We exercise professional judgement and maintain professional scepticism throughout the audit. We also

- identify and assess the risks of material misstatement of the consolidated financial statements and of the group management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit of the consolidated financial statements and of arrangements and measures relevant to the audit of the group management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of internal control or these arrangements and measures of the Group.
- evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements and in the group management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to be able to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements present the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with IFRS Accounting Standards as adopted by the EU and with the additional requirements of German commercial law pursuant to Section 315e (1) HGB.
- plan and perform the audit of the consolidated financial statements in order to obtain sufficient appropriate audit evidence regarding the financial information of the entities or of the business activities within the Group, which serves as a basis for forming audit opinions on the consolidated financial statements and on the group management report. We are responsible for the direction, supervision and inspection of the audit procedures performed for the purposes of the group audit. We remain solely responsible for our audit opinions.

- evaluate the consistency of the group management report with the consolidated financial statements, its conformity with German law, and the view of the Group's position it provides.
- perform audit procedures on the prospective information presented by the executive directors in the group management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

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

Stuttgart/Germany, 8 April 2025

Deloitte GmbH
Wirtschaftsprüfungsgesellschaft

Signed:
Franz Klinger
Wirtschaftsprüfer
(German Public Auditor)

Signed:
Stephan Sick
Wirtschaftsprüfer
(German Public Auditor)

TRANSLATION
– German version prevails –