# Investor Information 2023



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# **Franz Haniel Subgroup Statement of financial position**

#### **ASSETS**

EUR million	Note	Dec. 31, 2023	Dec. 31, 2022
Property, plant and equipment		40.6	33.3
Intangible assets		18.2	18.7
Investments in affiliated companies	1	2,283.9	2,266.9
Investments accounted for at equity	2	1.7	255.0
Financial assets	3	723.8	449.8
Deferred taxes		41.4	55.7
Non-current assets		3,109.6	3,079.4
Receivables from affiliated companies and other current assets	4	209.5	191.2
Financial assets	5	61.7	89.2
Income tax assets		13.0	17.9
Cash and cash equivalents		9.0	12.2
Current assets		293.2	310.5
Total assets		3,402.8	3,389.9

#### **EQUITY AND LIABILITIES**

EUR million	Note	Dec. 31, 2023	Dec. 31, 2022
Equity of shareholders of Franz Haniel & Cie. GmbH		2,476.4	2,527.6
Non-controlling interests		2.7	2.8
Equity	6	2,479.1	2,530.3
Financial liabilities	7	123.9	84.1
Pension provisions	8	91.7	87.2
Other non-current provisions	8	37.9	65.5
Non-current liabilities		253.5	236.8
Financial liabilities	7	628.8	578.6
Current provisions	8	26.5	26.5
Trade payables and similar liabilities		1.4	5.7
Income tax liabilities		1.0	1.1
Other current liabilities	9	12.5	10.8
Current liabilities		670.2	622.7
Total equity and liabilities		3,402.8	3,389.9

# Franz Haniel Subgroup Income statement

EUR million	Note	2023	2022
Other operating income		7.7	20.2
Personnel expenses	10	-4.8	-36.6
Other operating expenses		-21.7	-24.9
EBITDA		-18.9	-41.2
Depreciation and amortization		-2.5	-2.0
Operating profit		-21.3	-43.3
Result from investments accounted for at equity	2	-88.2	-16.5
Other investment result	11	116.9	-80.2
Finance costs	12	-42.2	-24.8
Other net financial income	13	19.2	12.4
Net financial income		5.7	-109.2
Profit before taxes		-15.6	-152.4
Income tax expenses		-6.6	4.8
Profit after taxes		-22.2	-147.7
of which attributable to non-controlling interests		0.0	0.1
of which attributable to shareholders of Franz Haniel & Cie. GmbH		-22.1	-147.8

# Franz Haniel Subgroup Statement of comprehensive income

EUR million	Note	2023	2022
Profit after taxes		-22.2	-147.7
Remeasurements of defined benefit plans recognized in other comprehensive income		-4.7	32.2
Deferred taxes on remeasurements of defined benefit plans recognized in other comprehensive		1.5	0.0
Remeasurements of defined benefit plans		-3.3	-9.9 <b>22.3</b>
Pro-rata other comprehensive income not to be reclassified to profit or loss from investments accounted for at equity		-11.5	-2.0
Remeasurement of financial investments in equity instruments		0.0	0.0
Total other comprehensive income not to be reclassified to profit or loss		-14.8	20.3
Remeasurement of derivative financial instruments		0.0	0.0
Income and expenses recognized in equity from remeasurement of financial assets available for sale		1.1	-2.2
Reversals recognized in profit or loss		0.3	0.0
Deferred taxes on remeasurement of financial assets available for sale		0.0	0.7
Remeasurement of financial investments in debt instruments		1.4	-1.5
Income and expenses recognized in equity from changes recognized directly in equity of investments accounted for at equity		-16.2	24.5
Reversals recognized in profit or loss		63.6	16.4
Other comprehensive income from investments accounted for at equity		47.4	40.9
Total other comprehensive income to be reclassified to profit or loss and reversals recognized in profit or loss		48.8	39.4
Total other comprehensive income		34.0	59.7
of which attributable to non-controlling interests		0.0	-0.0
of which attributable to shareholders of Franz Haniel & Cie. GmbH		34.0	59.7
Comprehensive income		11.8	-87.9
of which attributable to non-controlling interests		-0.0	0.1
of which attributable to shareholders of Franz Haniel & Cie. GmbH		11.9	-88.1

# Franz Haniel Subgroup Statement of changes in equity

#### **CHANGES IN 2023**

EUR million	Subscribed	Capital	Accumulated	Retained	Treasury	Equity of	Non-	Equity
	capital	reserve	other com-	earnings	shares	shareholders	controlling	
			prehensive			of Franz	interests	
			income			Haniel		
						& Cie. GmbH		
As of Jan. 1, 2023	1,000.0	678.0	-136.3	1,068.8	-83.0	2,527.6	2.8	2,530.3
Dividends				-58.7		-58.7	0.0	-58.7
Changes in the scope of								
consolidation			77.4	-77.4		0.0		0.0
Capital measures						0.0	0.0	0.0
Changes in treasury shares				-0.1	-4.2	-4.3		-4.3
Comprehensive income			34.0	-22.1		11.9	0.0	11.8
of which profit after								
taxes				-22.1		-22.1	0.0	-22.2
of which other com-	.,,							
prehensive income			34.0			34.0	0.0	34.0
As of Dec. 31, 2023	1,000.0	678.0	-24.9	910.5	-87.2	2,476.4	2.7	2,479.1

#### **CHANGES IN 2022**

EUR million	Subscribed capital	Capital reserve	Accumulated other com- prehensive income	Retained earnings	Treasury shares	Equity of shareholders of Franz Haniel & Cie. GmbH	Non- controlling interests	Equity
As of Jan. 1, 2022	1,000.0	678.0	-225.4	1,427.6	-33.8	2,846.4	2.6	2,849.1
Dividends				-79.3		-79.3	0.0	-79.3
Changes in the scope of consolidation			29.4	-131.6		-102.2		-102.2
Capital measures				.,		0.0		0.0
Changes in treasury shares				.,	-49.2	-49.2		-49.2
Comprehensive income			59.7	-147.8		-88.1	0.1	-87.9
of which profit after taxes of which other com-				-147.8		-147.8	0.1	-147.7
prehensive income			59.7			59.7		59.7
As of Dec. 31, 2022	1,000.0	678.0	-136.3	1,068.9	-83.0	2,527.6	2.8	2,530.3

## Franz Haniel Subgroup Statement of cash flows

For the purpose of providing information to investors, the cash flow of the Franz Haniel Subgroup is presented below in a format that reflects the source and application of funds approach used for business management purposes. The measure of earnings indicated by the statement of cash flows is the change in net financial liabilities to third parties, which is calculated by subtracting cash and cash equivalents from financial liabilities to third parties (Note 7).

EUR million	2023	2022
Dividends received	172	132
Other operating cash flow	-47	-40
Interest paid	-13	3
Operating cash flow	112	95
Dividend payments to shareholders	-58	-78
Purchase of treasury shares	-5	-50
Divestments/investments	-150	-51
Cash change in net financial liabilities to third parties	-101	-84
Non-cash change in net financial liabilities to third parties	-5	-1
Change in net financial liabilities to third parties	-106	-85

Interest payments include EUR 24 million in interest inflows (previous year: EUR 28 million) and EUR 37 million in interest outflows (previous year: EUR 24 million). As in the previous year, no income tax payments were made in the fiscal year.

## **Notes**

## A. General basis of presentation

#### **Accounting principles**

These consolidated financial statements of the Franz Haniel Subgroup serve the purpose of informing the capital market about the net assets, financial position and results of operations of Franz Haniel & Cie. in its capacity as an investor. Against this background, the majority investments in the portfolio companies BauWatch, BekaertDeslee, CWS, Emma, KMK kinderzimmer, ROVEMA and TAKKT, and their subsidiaries, have not been fully consolidated in these consolidated financial statements of the Franz Haniel Subgroup.

For the rest, subject to certain limitations, the consolidated financial statements of the Franz Haniel Subgroup for the year ended December 31, 2023 have been prepared in accordance with the mandatory International Financial Reporting Standards (IFRS) in effect on the reporting date and adopted by the Commission of the European Union, and in accordance with the supplementary requirements applicable under Section 315e (1) HGB (*Handelsgesetzbuch* – German Commercial Code). These limitations relate to the scope of disclosures in the notes.

The accounting policies applied by the Haniel Group were also applied in the preparation of these consolidated financial statements of the Subgroup. They are described in Haniel's consolidated financial statements, which are published on its website (www.haniel.de/en). Given that the function of the consolidated financial statements for the Subgroup is primarily to provide investors with relevant information, the disclosures and explanations contained in these notes deviate in certain respects from IFRSs.

The Franz Haniel Subgroup consolidated financial statements are integrated, in the present form, into Haniel's consolidated financial statements.

The reporting currency is the euro; all figures are presented in millions of euros (EUR million). In rare cases, this can give rise to rounding differences. For enhanced transparency of presentation, certain items in the statement of financial position and the income statement have been combined. These are explained in detail in the notes. In accordance with IAS 1, the statement of financial position has been classified into non-current and current items. The income statement has been prepared using the nature of expense method.

#### **Consolidation principles**

The investments in the holding companies of the portfolio companies BauWatch, BekaertDeslee, CWS, Emma, KMK kinderzimmer, ROVEMA and TAKKT are measured at cost and are included in the investments in affiliated companies.

Associates as defined by IAS 28 are accounted for using the equity method. Associates are companies on which significant influence is exercised. This is normally assumed to be the case with an equity investment of between 20 and 50 percent.

Intragroup profits and losses, sales, income and expenses as well as receivables and payables between companies included in the consolidated financial statements of the Subgroup are eliminated.

#### Scope of consolidation

Aside from Franz Haniel & Cie. GmbH, thirteen (previous year: twelve) companies were fully included in the consolidated financial statements of the Subgroup as of December 31, 2023:

- Carbon Fibre International GmbH i. L.
- Haniel Finance Deutschland GmbH
- Haniel Beteiligungs-GmbH
- Haniel Enkelfähig 1 GmbH

- Haniel Enkelfähig 4 GmbH
- Haniel Invest 1 GmbH
- Haniel Immobilien Verwaltungsgesellschaft mbH
- Haniel Immobilien GmbH & Co. KG
- NowCM Lux S.A. acting for and on behalf of its compartment Haniel enkelfähig
- GEWERKSCHAFT SCHIFFSRUDER Verwaltungsgesellschaft für Bergvermögen mbH
- Objekt Niederlehme Verwaltungsgesellschaft mbH
- Objekt Niederlehme Verwaltungsgesellschaft mbH & Co. Grundstücks KG
- VBM Grundstücks- und Projektentwicklungsgesellschaft AG

The fully consolidated subsidiaries are generally wholly owned.

Aside from the fully consolidated subsidiaries, two associated companies (previous year: three) are recognized in the Subgroup's consolidated financial statements using the equity method as of the reporting date.

## B. Notes to the statement of financial position

#### 1 Investments in affiliated companies

Investments in affiliated companies chiefly comprise the investments in the holding companies of the portfolio companies BauWatch, BekaertDeslee, CWS, Emma, KMK kinderzimmer, ROVEMA and TAKKT and are measured at cost in the amount of EUR 2,284 million (previous year: EUR 2,267 million).

The changes in the current year related to a capital increase at the portfolio company Emma and a capital repayment at the portfolio company Rovema.

#### 2 Investments accounted for at equity

• •		
EUR million	2023	3 2022
As of Jan. 1	255.0	341.5
Additions		7.0
Changes in equity interest recognized in profit or loss	-4.2	-16.5
Profit distributions		-13.8
Changes in equity interest recognized in other comprehensive income	35.9	38.9
Impairments and reversals of impairment losses	-84.0	)
Disposals and transfers	-201.0	-102.2
As of Dec. 31	1.	7 255.0

As of the reporting date, this item included the Subgroup's equity interests in Optimar International AS and Greenzero GmbH. Disposals and transfers related to CECONOMY AG, which is now presented as a financial instrument measured at fair value through other comprehensive income. This change is due to Haniel's loss of significant influence over CECONOMY AG.

The recognized impairments relate to the Optimar investment (EUR 5 million) and CECONOMY AG (EUR 83 million) prior to reclassification.

As of the reporting date, the carrying amount of the equity investment in Optimar was EUR 0 million and the carrying amount of the investment in Greenzero GmbH was EUR 2 million.

#### 3 Financial assets

EUR million	Dec. 31, 2023	Dec. 31, 2022
Debt instruments measured at fair value through profit or loss	343.6	335.0
Equity instruments measured at fair value through profit or loss	133.6	56.5
Equity instruments measured at fair value through other comprehensive income	201.0	0.0
Debt instruments measured at amortized cost	0.1	2.1
Debt instruments measured at fair value through other comprehensive income	13.7	14.2
Loans to affiliated companies	31.7	41.9
	723.8	449.8

Debt instruments measured at fair value through profit or loss includes the Subgroup's investments in equity funds, partnerships and investments in investment funds and structured debt instruments held as medium- and long-term investments.

Equity instruments measured at fair value through profit or loss included shares held as medium- and long-term investments and direct investments in companies in the growth phase.

Following its reclassification, the equity investment in CECONOMY AG is reported under equity instruments measured at fair value through other comprehensive income.

Equity instruments measured at fair value through other comprehensive income include debt instruments held as medium- and long-term investments.

Loans to affiliated companies include long-term loans to Group companies.

#### 4 Receivables from affiliated companies and other current assets

EUR million	Dec. 31, 2023	Dec. 31, 2022
Receivables from affiliated companies	204.8	187.7
Derivative financial instruments	2.1	1.5
Other current assets	2.6	2.1
	209.5	191.2

Receivables from affiliated companies include receivables from the financing of Group companies.

Current assets included interest claims in the amount of EUR 1 million (previous year: EUR 1 million).

#### 5 Financial assets

EUR million	Dec. 31, 2023	Dec. 31, 2022
Equity instruments measured at fair value through profit or loss	61.7	89.2
Debt instruments measured at amortized cost	0.0	0.0
	61.7	89.2

Equity instruments measured at fair value through profit or loss consist solely of all ordinary shares in METRO AG held by the Subgroup.

#### 6 Equity

As of December 31, 2023, the subscribed capital of Franz Haniel & Cie. GmbH remained unchanged at EUR 1,000 million. All shares are fully paid-in and held either directly or indirectly by the Haniel family.

Changes in equity are shown in the statement of changes in equity on page 8.

Treasury shares with a par value of EUR 1 million (previous year: EUR 13 million) were acquired. This was offset by the issuance of treasury shares with a par value of EUR 0.1 million (previous year: EUR 0.2 million) as a dividend-in-kind.

#### 7 Current and non-current financial liabilities

Financial liabilities comprise all interest-bearing obligations of the Franz Haniel Subgroup that existed as of the respective reporting dates. The different types and maturities of the current and non-current financial liabilities are shown in the table below:

	Dec. 31, 2023				Dec. 31, 2022			
EUR million	Up to 1 year	1 to 5 years	More than 5 years	Total	Up to 1 year	1 to 5 years	More than 5 years	Total
Liabilities due to banks	334.6			334.6	304.9	· ·		304.9
Bonds, commercial paper and other securitized debt	186.7	42.0		228.7	170.5			170.5
Liabilities to shareholders	88.9	60.1		149.0	71.7	60.5		132.3
Other financial liabilities	8.7	20.3	1.3	30.2	8.4	22.2	1.3	31.9
Financial liabilities to third parties	619.0	122.6	1.3	743.0	555.7	82.9	1.3	639.9
Liabilities to affiliated companies	9.7			9.7	22.9			22.9
Financial liabilities	628.8	122.6	1.3	752.7	578.6	82.9	1.3	662.8

The maturities of the liabilities due to banks correspond to the respective financing commitments.

Bonds, commercial paper and other securitized debt consist exclusively of issued commercial paper.

The increase in both items was due in particular to the financing of portfolio transactions executed in the current year.

Liabilities to shareholders relate to shareholders of Franz Haniel & Cie. GmbH.

Net financial liabilities to third parties, including cash and cash equivalents, amounted to EUR 734 million (previous year: EUR 628 million).

#### 8 Provisions

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EUR million	Dec. 31, 2023	Dec. 31, 2022
Pension provisions	91.7	87.2
Provisions for personnel	37.8	61.0
Miscellaneous non-current provisions	0.1	4.4
Other non-current provisions	37.9	65.5
Provisions for personnel	6.2	6.8
Miscellaneous current provisions	20.4	19.6
Current provisions	26.5	26.5

The decrease in non-current provisions for personnel was attributable to the partial reversal of a provision for a long-term remuneration plan.

#### 9 Other current liabilities

Other current liabilities are presented in the table below:

EUR million	Dec. 31, 2023	Dec. 31, 2022
Liabilities for other taxes	0.4	0.5
Accrued expenses	10.0	7.2
Derivative financial instruments	0.4	1.0
Miscellaneous current liabilities	1.7	2.1
	12.5	10.8

Accrued expenses related primarily to advisory services received but not yet invoiced.

## C. Notes to the income statement

10 Personnel expenses

EUR million	2023	2022
Wages and salaries	-25.4	-32.7
Social security	-1.8	-1.8
Expenses for pensions and other benefits	-1.6	-2.4
Reversals of provisions for personnel expenses	24.0	0.4
	-4.8	-36.5

#### 11 Other investment result

EUR million	2023	2022
Result from investments in affiliated companies	157.9	104.3
Write-downs of carrying amounts of investments in, and disposal gains/losses on, affiliated companies	0.0	-175.0
Result from financial assets measured at fair value through profit or loss	-41.0	-9.5
Result from financial assets available for sale	0.0	0.0
	116.9	-80.2

In the previous year, write-downs of carrying amounts of investments in, and disposal gains/losses on, affiliated companies included the loss on the disposal of an affiliated company.

The result from financial assets measured at fair value through profit or loss is attributable to results from debt instruments and results from equity instruments.

EUR million	2023	2022
Result from debt instruments measured at fair value through profit or loss	-32.1	-11.2
Result from equity instruments measured at fair value through profit or loss	-8.9	1.7
	-41.0	-9.5

Debt instruments consisted primarily of fair value changes and distributions from investments in equity funds, direct investments in partnerships and investment funds held as medium- and long-term investments. Equity instruments consist of fair value changes and dividends from equities and direct investments in corporations, specifically from the investment in METRO AG.

#### 12 Finance costs

EUR million	2023	2022
Interest and similar expenses	-39.0	-23.5
Interest expenses for pension and other provisions	-3.1	-1.3
	-42.2	-24.8

#### 13 Other net financial income

EUR million	2023	2022
Interest and similar income	24.4	28.6
Miscellaneous financial income	-5.3	-16.2
	19.2	12.4

Changes in the fair value of derivative financial instruments recognized in profit or loss amounted to EUR 1 million in the fiscal year (previous year: EUR 1 million) and are included in miscellaneous financial income.

The net exchange differences amounted to EUR -3 million in the fiscal year (previous year: EUR 0 million) and are recognized in miscellaneous financial income.

### D. Other notes

#### 14 Financial risk management

In the context of its operating activities, the Franz Haniel Subgroup and its portfolio companies are exposed to financial risks. These primarily include liquidity risks, default risks, and risks resulting from changes in interest and exchange rates. The purpose of financial risk management is to reduce the extent of these financial risks.

Haniel's management lays down the basic guidelines for financial risk management and determines the general procedures to be followed for hedging financial risks. The Subgroup's financial risk management structure mirrors that implemented by the Haniel Group. Further information is provided in Haniel's consolidated financial statements, which are published on its website (www.haniel.de/en).

#### 15 Contingent liabilities

EUR million	Dec. 31, 2023	Dec. 31 2022
Liabilities from	_	
miscellaneous guarantees	457.5	453.3
	457.5	453.3

As in the previous year, no contingent receivables exist as of the reporting date.

#### 16 Value of the investment portfolio

The value of the investment portfolio as of December 31, 2023 amounted to EUR 4,439 million (previous year: EUR 4,060 million). The market value is calculated as the sum of the valuations of the portfolio companies, the financial investments and other assets, less net financial liabilities. The listed portfolio companies and the financial investment are valued on the basis of three-month average share prices, while the remainder of the portfolio companies are valued on the basis of market multiples, and for the financial assets on the basis of fair values as of the reporting date.

The average Future Worth Living (FWL) portfolio rating score was 3.3 as of the reporting date (scale from 1 "negative impact" to 5.9 "positive impact"). The FWL portfolio rating score is calculated as the average score for the fully consolidated portfolio companies: BauWatch, BekaertDeslee, Emma, CWS Cleanrooms, CWS FireSafety, CWS Hygiene, CWS Workwear, KMK kinderzimmer, ROVEMA and TAKKT.

#### 17 Events after the reporting date

In February 2024, the shares in Optimar International AS were sold.

#### 18 Profit appropriation proposal of Franz Haniel & Cie. GmbH

After deducting appropriate write-downs and recognizing adequate valuation allowances and provisions, the net loss for the fiscal year reported in the annual financial statements of Franz Haniel & Cie. GmbH, prepared in accordance with the German Commercial Code, amounts to EUR 32 million.

The Management Board proposes that, in relation to the total share capital of the Company, a dividend of EUR 50,000,000.00 be paid out from retained profit and that EUR 65,000,000.00 be withdrawn from retained earnings. Taking

into account the treasury shares held by the Company, EUR 48,881,534.00 will be distributed and EUR 4,136,735.21 will be carried forward to new account.

The shareholders will therefore receive a dividend of 5 percent on the share capital of EUR 1,000,000,000.00 which represents an amount of EUR 2.50 per EUR 50.00 ordinary share.

Shareholders will be given the option to receive the dividend for the fiscal year as a dividend-in-kind, either in whole or in part, in the form of shares in the Company.

#### Duisburg, April 02, 2024

The Management

Derksen Dr Albrecht-Baba

## **Publication details**

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