Edisun Power Europe Ltd.

CORPORATE GOVERNANCE REPORT
FINANCIAL STATEMENTS

2024

Content

All values are rounded individually.

Corporate Governance Report 2024

Edisun Power has high standards when it comes to effective Corporate Governance. This ensures responsible and transparent company leadership and management and contributes to our long-term success. It is the key to meeting the demands of our various stakeholder groups, including shareholders, customers, employees and the local communities in which we operate.

Corporate Governance describes how management is organized and how it operates. Ultimately, it contributes to our success by protecting the interests of our shareholders while at the same time creating value for all stakeholders. The Board of Directors is committed to maintaining the highest standards of integrity and transparency in the governance of the company. In this, it is guided by the Swiss Code of Best Practice and the most recent principles of Corporate Governance.

Good Corporate Governance seeks to balance entrepreneurship, control and transparency, while promoting an efficient decision-making process within the company.

It therefore serves the goal of the sustainable interest of the company, the interests of its shareholders and its stakeholders and is an essential prerequisite for corporate success and sustainable growth of company value. The Board of Directors and the Management Board work constantly to improve the quality of Corporate Governance.

1 Executive Summary

Changes in share capital

As of December 31	2024	2023	2022
Ordinary share capital (in CHF)	31 074 630	31 074 630	31 074 630
Total shares	1 035 821	1 035 821	1 035 821

Significant shareholders as of December 31

	2024 Number of Shares	2024 in %	2023 in %
Smartenergy Invest AG	343 000	33.1 %	33.1 %
Community of heirs of Nef Hans	140 906	13.6 %	13.9 %
Eberhard Martin	113 027	10.9 %	9.6 %

Auditors

The auditors are appointed annually at the General Assembly of Shareholders. The term of office is one year. BDO AG, Zurich, was first elected at the General Assembly of Shareholders of May 12, 2017 and Andreas Forster is the lead auditor since this business year.

Shareholders' participation rights

- Each registered ordinary share bears one voting right at the General Assembly of Shareholders and entitlement to dividend payments.
- Extraordinary General Meetings are held by resolution of the Board of Directors or if shareholders representing at least 5 % of the share capital or votes request in writing that an Extraordinary General Meeting be convened, stating the agenda items and proposals.

Compensation 2024 in CHF

	Approved compensation	Effective compensation
Total compensation of the Board of Directors	210 000	202 892
Total compensation of the Management Board	–	–

Highest total compensation in CHF

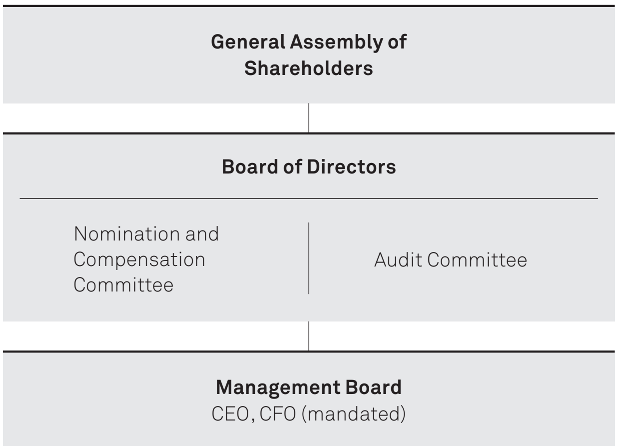
	2024
Board of Directors: Horst H. Mahmoudi (Chairman of the Board and Executive Chairman)	49 243

2 Group Structure

Operational Group structure

The headquarters of the Edisun Power Group is in Zurich, Switzerland. Group subsidiaries operate in Switzerland, Germany, Spain, France, Italy and Portugal. Edisun Power Europe Ltd. is the parent company and has been listed on the domestic segment of the SIX Swiss Exchange since November 4, 2013, having previously been listed on the main segment since the IPO in 2008.

The following chart shows the Group's operational structure as of December 31, 2024:



Listed companies

Apart from Edisun Power Europe Ltd. no other companies belonging to the consolidated Edisun Power Group have equity securities listed on a stock exchange.

Key data for the shares of Edisun Power Europe Ltd. as of December 31:

	2024	2023	2022
Market capitalization (CHF million)	42.1	113.9	121.2
As a % of equity	40.4	118.2	160.2
Share price (CHF)	40.60	110.00	117.00

Registered office:	8001 Zurich, Switzerland
Listing:	SIX Swiss Exchange
Valor number:	2 473 640
ISIN:	CH0024736404
Ticker symbol:	ESUN
Nominal value:	CHF 30.00

Non-listed companies

The following organizational chart shows all the companies in the Edisun Power Group as of December 31, 2024:

Edisun Power Schweiz AG	100 % / CH-Zurich / TCHF 100	CH
Edisun Power GmbH	100 % / DE-Sigmaringen / TEUR 750	DE
Edisun Power Beteiligungs-UG	100 % / DE-Sigmaringen / TEUR 1	DE
PV Hörselgau UG & Co. KG	100 % / DE-Sigmaringen / TEUR 16	DE
PV Leipzig Alter Flughafen UG & Co. KG	100 % / DE-Sigmaringen / TEUR 400	DE
Edisun Power Iberia SA	100 % / ES-Madrid / TEUR 61	ES
Edisun Power Iberia Beta SA	100 % / ES-Madrid / TEUR 61	ES
Edisun Power Iberia Gamma SA	100 % / ES-Madrid / TEUR 61	ES
Edisun Power Iberia Delta SA	100 % / ES-Madrid / TEUR 61	ES
Edisun Power Iberia Epsilon SA	100 % / ES-Madrid / TEUR 61	ES
Salinas Energia Solar SL	100 % / ES-Madrid / TEUR 20	ES
Cortadeta Fotovoltaica SL	100 % / ES-Madrid / TEUR 3	ES
Sol de Tilla SL	100 % / ES-Madrid / TEUR 3	ES
Digrun Grun SL	100 % / ES-Madrid / TEUR 1491	ES
Tenpro Renovables SL	100 % / ES-Madrid / TEUR 3	ES
Renovables del Condado SL	100 % / ES-Madrid / TEUR 750	ES
Smartenergy Sol20120014 SL	100 % / ES-Madrid / TEUR 3	ES
Smartenergy Sol20120016 SL	100 % / ES-Madrid / TEUR 3	ES
ES2132 Smartenergy SLU	100 % ES-Madrid / TEUR 3	ES
Envatios Fuencarral SLU	100 % ES-Madrid / TEUR 3	ES
Envatios Promocion XIX SLU	100 % ES-Madrid / TEUR 3	ES
Envatios Promocion XXIV SLU	100 % ES-Madrid / TEUR 3	ES
ESJV05 Greenfield PV Development SLU	100 % ES-Madrid / TEUR 3	ES
ESJV06 Greenfield PV Development SLU	100 % ES-Madrid / TEUR 3	ES
ESJV07 Greenfield PV Development SLU	100 % ES-Madrid / TEUR 3	ES
Edisun Power France SAS	100 % / FR-Lyon / TEUR 2800	FR
Sainte Maxime Solaire SAS	100 % / FR-Lyon / TEUR 50	FR
Edisun Power Italia SRL	100 % / IT-Andriano / TEUR 10	IT
CTG Baal SRL	100 % / IT-Andriano / TEUR 30	IT
Smartenergy 1705 LDA	100 % / PT-Lisbon / EUR 100	PT
HCMI - SGPS SA	100 % / PT-Lisbon / TEUR 50	PT
Central Fotovoltaica da Mina LDA	100 % / PT-Lisbon / TEUR 1	PT
Ignichoice Renewable Energy SA	100 % / PT-Lisbon / TEUR 1000	PT
Smartenergy 1808 LDA	100 % / PT-Lisbon / EUR 100	PT

3 Shareholders

Registered shareholders

As of December 31, the holdings of registered shareholders were distributed as follows:

Number of shares held	2024	2023
1 – 100	600	668
101 – 1 000	390	437
1001 – 10 000	48	51
10 001 – 100 000	4	5
100 001 – 1 000 000	3	2
Total registered shareholders	**1 045**	**1 163**

Significant shareholders / Groups of shareholders

As of December 31, the significant shareholders and their holdings were as follows:

	2024 shares	2024 % of total	2023 % of total
Smartenergy Invest AG	343 000	33.1 %	33.1 %
Community of heirs of Nef Hans	140 906	13.6 %	13.9 %
Eberhard Martin	113 027	10.9 %	9.6 %
Registered shareholders with holdings of less than 3 %	366 141	35.3 %	36.5 %
Not registered	73 557	7.1 %	6.9 %
Total shares	**1 035 821**	**100.0 %**	**100.0 %**

The above table shows the closing balances of the holdings of the significant shareholders as of December 31, 2024. All shareholder notifications from 2024 or the previous years can be accessed on the SIX Swiss Exchange website under the following link:

www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html

Shareholder structure

On December 31, the distribution of shareholders by type was as follows:

Type	2024	2023
Individual shareholders	50 %	50 %
Legal entities	36 %	36 %
Nominees, fiduciaries	7 %	7 %
Not registered	7 %	7 %
Total	**100 %**	**100 %**

On December 31, the distribution of shareholders by domicile was as follows:

Origin	2024	2023
Switzerland	90 %	90 %
Europe (other than Switzerland)	3 %	3 %
Others	–	–
Not registered	7 %	7 %
Total	**100 %**	**100 %**

Cross-shareholdings

Edisun Power Europe Ltd. has no cross-shareholdings with other companies.

4 Capital Structure

On December 31, 2024, the capital of Edisun Power Europe Ltd. was as follows:

Ordinary share capital (CHF)	31 074 630
Total shares	1 035 821

Capital band

The General Assembly of Shareholders held April 26, 2024 approved for the company a capital band between CHF 30 million as the lower limit and CHF 45 million as the upper limit. The Board of Directors is authorized to increase and/or reduce the company's share capital once or several times in any amounts within the capital band. This authorization is valid until April 26, 2029.

Changes in share capital

As of December 31, the capital of Edisun Power Europe Ltd. comprises the following:

Changes in share capital	**2024**	**2023**	**2022**	**2021**	**2020**
Ordinary share capital (CHF)	31 074 630	31 074 630	31 074 630	31 074 630	31 074 630
Total shares	1 035 821	1 035 821	1 035 821	1 035 821	1 035 821
Authorized share capital (CHF)		15 000 000	15 000 000	15 000 000	15 000 000
Authorized shares		500 000	500 000	500 000	500 000
Capital band (ordinary capital increase in CHF)	13 925 370				
Capital band (ordinary capital increase in shares units)	464 179				
Capital band (capital reduction in CHF)	1 074 630				
Capital band (capital reduction in units)	35 821				

Shares and participation certificates

Edisun Power Europe Ltd. registered shares have been listed on the SIX Swiss Exchange since September 26, 2008. Since May 12, 2017, the par value is CHF 30.00 per share. The share capital is fully paid up. Each ordinary share bears one voting right at the General Assembly of Shareholders and entitlement to dividend payments.

Edisun Power Europe Ltd. has not issued any participation certificates.

Profit sharing certificates

Edisun Power Europe Ltd. has not issued any profit sharing certificates.

Limitations on transferability and nominee registrations

To be recognized as a shareholder with comprehensive rights, an acquirer of shares must submit an application for entry in the share register. The Corporation may refuse the entry in the share register if the applicant does not explicitly declare that it has acquired and will hold the shares in its own name and on its own account. Parties who act together are considered as one person. The Board of Directors may approve exceptions with good reason and no special quorum is required for such a decision.

Granting exceptions in the year under review

During the reporting period, no exceptions to the above listed rules were granted by the Board of Directors.

Admissibility of nominee registration

Nominees are persons who have filed an application for registration, and who do not expressly declare themselves to be holding shares for their own account, and with whom the Board of Directors has reached an agreement to this effect. The Board of Directors may enter a nominee in the register of shareholders when the nominee holds voting rights for up to 3 % of the share capital recorded in the commercial register. When a nominee holds 3 % or more of the share capital, the Board of Directors may enter shares held by the nominee in the register of shareholders if the nominee discloses the name, address and number of shares held by each person on whose account the shares are held.

Legal entities and associations that are linked through capital ownership or voting rights, through common management or in like manner, as well as individuals, legal entities or partnerships that act in concert, syndicate or in like manner with the intent to evade the entry restriction, are considered as one nominee within the meaning of this article.

Procedures and conditions for cancelling statutory privileges and limitations on transferability

In the event that such a situation arises, an absolute majority of the votes represented at the General Assembly of Shareholders and, in case of statutory privileges, an absolute majority of the votes of the beneficiaries represented at the General Assembly of Shareholders, is sufficient to proceed with cancellation of statutory privileges and limitations on transferability.

Convertible bonds and warrants/options

Edisun Power Europe Ltd. has not issued any convertible bonds, warrants or options.

5 Board of Directors

The Board of Directors may take decisions on all matters that are not reserved for the General Assembly of Shareholders. The Board of Directors is responsible for the ultimate management of the Company as well as for the ultimate supervision of the management. The Board of Director's non-transferable and inalienable duties according to Swiss corporate law include the establishment of the organizational structure and the accounting system of the Company, financial control and financial planning, appointment and dismissal of management, overall supervision of management, preparation of the annual report, as well as the General Assembly of Shareholders and making legal notification in the event of qualified indebtedness. The Board of Directors can delegate the management entirely or in part to individual members of the Board of Directors or to third persons. To this end, the Company has enacted organizational regulations, which further detail the duties and competence of the Board of Directors in particular with regard to planning, regulation, supervision and personnel matters.

The Articles of Association restrict the number of group-external mandates for each member of the Board to 5 mandates for listed companies and 15 for other legal entities. Further, a maximum of 10 honorary positions in non-profit organizations are allowed.

Horst H. Mahmoudi, Chairman of the Board

born 1979, German national
executive member

Horst H. Mahmoudi has served as Chairman of the Board of Directors since April 23, 2021 and as Executive Chairman of the Board of Directors (CEO) for Edisun Power since December 9, 2021. He graduated from the German School in Valencia in 1997 and worked in the family business from 2002 to 2005, specializing in corporate restructuring. In 2005, together with a partner, he founded his own legal and consulting firm specializing in M&A, restructuring and insolvency. In 2011, he sold his shares in the company to his partner and subsequently founded Smartenergy Invest AG.

Since then, Horst Mahmoudi has focused on the development of greenfield projects in the photovoltaic sector with the Smartenergy Group, which is wholly owned by him. Within a very short space of time, he has built up an experienced team of proven industry experts and has become a reputable developer of solar plants on the Iberian Peninsula. The buyers of the plants are institutional investors, energy supply companies or independent electricity producers. In addition to the solar sector, Smartenergy now also pursues green hydrogen projects and wind projects with around 400 employees. Smartenergy is well positioned to take on a leading role in these new technologies in Europe and make an active contribution to decarbonization.

With around 33 %, Smartenergy Invest AG is the largest shareholder in Edisun Power Group. Edisun Power and Smartenergy have been working together as partners since 2017. Since then, Edisun Power has expanded its portfolio to over 1 Gigawatt through the acquisition of plants and advanced projects from Smartenergy.

Fulvio Micheletti, Vice-Chairman of the Board

born 1957, Swiss and Italian
non-executive member

Fulvio Micheletti has been a member of the company's Board of Directors since May 29, 2015. He acts as Vice-Chairman of the Board and as Chairman of the Nomination, Compensation and Audit Committee.

Fulvio Micheletti began his career in 1973 with a commercial apprenticeship at the Swiss Bank Corporation, and went on to spend almost 40 years at the bank, (which became UBS following a merger in 1998), in various management positions. Most recently, as director for corporate clients, he had overall responsibility for the bank's business customers in Switzerland. He studied at the

American Institute of Banking and Finance in New York (1982 – 1984), at the Swiss Finance Institute in Zürich (1991 – 1994) as well as at the Wharton Business School (University of Pennsylvania) in Philadelphia (1996). Fulvio Micheletti has been an independent business consultant since 2012 and has taken on directorships at several medium-sized Swiss companies. He is also an established expert financial specialist and coach for the Swiss Economic Forum.

Fulvio Micheletti was a board director and the CEO of the Federation of Swiss Finance Directors (VSF) (2007 – 2011) and a non-executive director of Würth Finance International B.V. (2007 – 2011). Since July 2021 he is Chairman of the Board of Priora Suisse AG and Priora Verwaltung AG.

Reto Klotz, Member of the Board

born 1952, Swiss national
non-executive member

Reto Klotz has been a member of the company’s Board of Directors since May 18, 2018. He is also a member of the Nomination, Compensation and Audit Committee.

Reto Klotz began his professional career in an architectural office with basic training as a draftsman/construction engineer TS. He then continued his education in spatial planning, real estate and construction and administrative law. From 1977 he worked for the city of Rapperswil for 30 years, from 1977 to 1989 as Construction Secretary and from 1990 to 2006 as head of the construction department with responsibility for urban planning, structural and civil engineering, work services, real estate and construction police. In addition, he served as Deputy City Secretary and for 7 years as President of Rapperswil Tourism. In 2007, Reto Klotz founded KLOTZ Immobilien/Bau GmbH, based in Rapperswil. KLOTZ Immobilien/Bau GmbH is a regionally well-established company specializing in real estate trading and management as well as planning, construction and building law. At the end of 2018, after eleven years, he handed over the operational management to his son but remains owner of the company and will continue to act as a consultant. His new challenge is the management of the partner company KLOTZ Investment GmbH, which was established in 2018 and is involved in larger and smaller construction projects.

José Luis Chorro López, Member of the Board

born 1979, Spanish national
non-executive member

José Luis Chorro López has been a member of the company’s Board of Directors since May 17, 2019. He is also a member of the Compensation Committee.

He studied law at the University of Valencia, an education which he completed summa cum laude. He is a lawyer (since 2003) and member of the DSJV (German-Spanish Lawyers Association). José Luis Chorro López has founded two law firms in Spain, focusing on issues in the real estate, banking, food and energy sectors. Parallel to his work at various Spanish courts, he specialized in contract negotiations, investment management and corporate restructuring. He also served as insolvency administrator and compliance officer. Since 2012, José Luis Chorro López has held various positions within the Swiss Smartenergy Group, currently as Chief Legal Officer.

Marc Klingelfuss, Member of the Board

born 1965, Swiss national
non-executive member

Marc Klingelfuss has been a member of the company’s Board of Directors since April 23, 2021. He is also a member of the Audit Committee.

He completed commercial training and studied at ZHAW School of Management and Law (at that time HWV Zurich), where he gained a diploma in business administration. From 1983 he worked in various functions at different banks, initially at Schweizerische Kreditanstalt, primarily in securities, from 1983 until 1990, thereafter from 1990 until 1999 in the capital markets department at Credit Suisse First Boston, including a stay in the US from 1992 to 1993 and graduation from the International Bankers School New York, and from 1999 until 2006 at Lombard Odier, where he made a decisive contribution to the development of the corporate finance division. From 2006 until the end of 2019, Marc Klingelfuss was employed as Deputy Head of Corporate Finance at Bank Vontobel AG, where he worked as Managing Director in Capital Advisory until June 2022. He has been working independently since July 2022. Marc Klingelfuss has undergone continuous further training in management and finance and gained a CAS in General Management for Board Members by taking part in the Rochester-Bern Executive Program. He is currently studying Applied History at the University of Zurich and is actively involved in teaching activities.

Election procedure and limits on the term of office

The Articles of Association of Edisun Power Europe Ltd. provide that the Board of Directors consists of three to nine members. As of December 31, 2023, the Board of Directors had five members. The members of the Board of Directors are elected individually at the General Assembly of Shareholders. All members are elected for a period of one year. The term ends on the day of the General Assembly of Shareholders. In the event that a substitute is elected to the Board of Directors during a term, the newly elected member finishes the term of his or her predecessor. Re-election for successive terms is possible.

Allocation of tasks within the Board of Directors

The Chairman is elected by the General Assembly of Shareholders, which also elects the members of the Nomination and Compensation Committee. Apart from these functions, the Board appoints itself and its Secretary. The secretary need not to be a member of the Board of Directors or a shareholder. Since April 23, 2021, Claude L. Kübler has been Secretary of the Board of Directors.

The adoption of resolutions by the Board of Directors requires an absolute majority of the votes cast. In the event of a tie, the chairman of the Board of Directors has the deciding vote. Resolutions to a motion may also be reached in writing if no member of the Board of Directors objects to this process. Minutes of the deliberations and resolutions must be kept and must be signed by the Chairman and Secretary of the Board of Directors. The allocation of assignments between the Board of Directors and the CEO is defined in the Edisun Power Europe Ltd. Organizational Regulations. In accordance with the Organizational Regulations, the Board has appointed an Audit Committee.

Tasks and area of responsibility for Board of Director’s committees

The duties and authorities of the committees are defined in the Committee Charters of the Board of Directors of Edisun Power Europe Ltd. The committees report to the Board on their activities and findings. The overall responsibility for duties delegated to the committees remains with the Board. The committees were established during the course of the initial public offering in September 2008. Until then the entire Board of Directors was responsible for all duties.

Audit Committee

As of December 31, 2024, the Audit Committee had three members: Fulvio Micheletti (Chairman of the Committee), Reto Klotz and Marc Klingelfuss. The Audit Committee meets at least twice a year, or as often as required. In the year under review, three meetings of the Audit Committee were held. All of the meetings were attended by all members of the committee as well as by the CFO as guest. Furthermore, the two regular meetings were also attended by the auditors. The average duration of the meetings was 120 minutes.

Within the context of its overall remit, the Audit Committee assesses the work and effectiveness of the external auditor on behalf of the Board of Directors, by evaluating their level of competence, independence, communication, quality of deliverables as well as fees. Furthermore, the Audit Committee assesses the financial control, the financial structure and risk management mechanisms of the company, and reviews the interim and annual financial accounts of the Group.

Nomination and Compensation Committee

As of December 31, 2024, the Nomination and Compensation Committee, which was elected at the General Assembly of Shareholders, had three members: Fulvio Micheletti (Chairman of the Committee), Reto Klotz and Marc Klingelfuss. The Nomination and Compensation Committee meets at least once a year, or as often as required. In 2024 the Committee didn't meet separately and discussed compensation related issues at a regular Board meeting. The related meeting was attended by all members of the Committee.

The primary tasks of this Committee are to review and propose the compensation structure and the amount of compensation for the members of the Board of Directors and the Management Board, to select and propose suitable candidates for election to the Board of Directors and for appointment to the Management Board. The Committee submits the relevant proposals and nominations to the Board of Directors.

Working methods of the Board of Directors and its Committees

The Board of Directors convenes ordinary meetings as often as required by the business and the affairs of the Company. Additional meetings or telephone/video conferences are held as needed. The Board may pass resolutions if the majority of its members is present (including presence via phone or electronic media), except with respect to resolutions regarding the implementation of capital increases, for which there is no statutory quorum. In 2024, the Board of Directors held three meetings (three ordinary meetings) and decided unanimously in one circular resolution. They were always attended by all members of the Committee. No telephone conferences were held in 2024. Usually, the meetings of the Board of Directors last half a day. The members of the Management Board take part regularly in meetings of the Board of Directors to report on special projects in their areas of responsibility. In addition, the Board of Directors receives regular reports on current projects, financial planning, sale of electricity and budget variances.

Definition of areas of responsibility

The Board of Directors has delegated the day-to-day management of Edisun Power to the Executive Management, except as otherwise provided by law and the Articles of Association. The CEO heads the operational business and is empowered to fulfill his duties, unless otherwise provided by law, the Articles of Association or the organizational regulations. The specific tasks and areas of authority are specified in the organizational regulations and in the annex to the Company's organizational regulations.

The primary tasks reserved for the Board of Directors are the definition of principles and decisions concerning the subjects of corporate strategy, financial planning, organizational structure, human resources policy and supervision of top management. The Board of Directors is also responsible for the preparation of the annual report, the preparation for the General Assembly of Shareholders and the implementation of the resolutions adopted at General Assemblies of Shareholders. Last but not least, the Board approves the formal risk assessment which is required by Article 663b of the Swiss Code of Obligations. The Board has approved the design, implementation and maintenance of the Internal Control System required under applicable law.

Information and controlling instruments vis-à-vis the Management Board

The Management Board reports regularly during the Board and Committee meetings to the Board of Directors on the course of business. Should extraordinary events occur, the Management Board is required to inform the Board of Directors immediately. In connection with meetings of the Board of Directors, the members of the Management Board report to the Board of Directors on their respective business areas.

The standardized reporting consists of monthly reports on current sale of electricity, projects, financial planning and budget variances of the Group. The resulting analysis and action taken are presented at each Board meeting by the Management Board. Complete consolidated financial statements under Swiss GAAP FER are prepared on a semi-annual basis and submitted to the Board of Directors.

Risk management analyzes the Group's overall risk exposure and supports the strategic decision-making process. It is therefore linked closely with the Group's strategic management process. The types of risks considered include those concerning the market, business environment, operations, financial risks (including currency, interest, cash-flow and liquidity risks), compliance and risks concerning company reputation. The examination of exposure to risk includes the identification of possible opportunities as well as an analysis of threats. The Board of Directors analyzes Group risks at least once a year and discusses it with the Management Board.

6 Management Board

The Management Board is responsible for the operational management of the company. Furthermore, it prepares for and then executes decisions made by the Board of Directors. According to the Organizational Regulations of Edisun Power Europe Ltd. it must, as a minimum requirement, include the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO). The Management Board is appointed by the Board of Directors.

The Articles of Association restrict the number of group-external mandates for each member of the Management Board to 5 mandates for listed companies and 15 for other legal entities.

Horst H. Mahmoudi, Executive Chairman as of December 9, 2021

born 1979, German national

Horst H. Mahmoudi was appointed as Executive Chairman as of December 9, 2021. As part of the strategic realignment, the Board of Directors had decided on December 9, 2021 to discontinue the function of CEO and to dissolve the employment relationship with the former CEO who handed over the management of the company to Horst H. Mahmoudi, Chairman of the Board of Directors. Horst H. Mahmoudi also holds the position of the CEO.

Dr. René Cotting, mandated CFO as of September 1, 2021

born 1970, Swiss national

The Board of Directors had decided on June 9, 2021 to transfer the function of CFO on a mandate basis to the Smartenergy Group AG. The mandate commenced on September 1, 2021. The Smartenergy Group AG ensures the mandate via its CFO Dr. René Cotting.

From 1995 to April 2021, Dr. René Cotting worked for the ABB Group in various functions in Switzerland and abroad. From 2013 until the end of May 2017, he was CFO of ABB Switzerland. On March 1, 2017, he was named Head of Operation, Innovation and R&D for the ABB Group and Chairman of ABB Technology Ventures. In May 2021, he joined Smartenergy Group AG, Wollerau, as its Group CFO. Dr. René Cotting has a degree in economics, social sciences and doctorate at University of Fribourg, Switzerland. He made further studies in the fields of strategy, finance, controlling and corporate management at the IMD in Lausanne, Switzerland. Additionally, he studied in the field of driving corporate performance at Harvard Business School, Boston and in the field of business marketing strategy at Kellogg School of Management Northwestern University, Evanston, USA. He pursued further studies in the field of Artificial Intelligence-Implications for Business Strategies at the MIT Massachusetts Institute of Technology, Cambridge, USA and in the field of venture capital at Wharton Business School, San Francisco, USA.

He has been a member of the Board of Directors of BOSSARD from 2015 until April 2023 and was Chairman of the Audit, Risk and Compliance Committee. In April 2023 he was elected in the Board of Directors of Helvetia where he is also in the Investments, Risk and Compliance Committee. Furthermore he teaches a master course on the subject Corporate venturing at the university of Saint Gall.

7 Compensation and Remuneration Report

Statutory rules concerning compensation and remuneration for members of the Board of Directors and the Management Board

The company's Articles of Association (available online at: https://www.edisunpower.com/en/investors) state in article 13a and 20a rules regarding the variable compensation and the issuance of shares, conversion or option rights, the additional amount of compensation for members of the Management Board elected after the resolution of the General Assembly of Shareholders, possible credits and loans to members of the Board of Directors or the Management Board and regarding the voting by the General Assembly of Shareholders regarding the compensation.

Determination of compensation for members of the Board of Directors and the Management Board

In accordance with the Articles of Association (article 13a para 1) each year, at the General Assembly of Shareholders, a decision is made on the maximum total remuneration of the Board of Directors for the period until the next General Assembly of Shareholders, and on the compensation of the Management Board for the coming financial year.

If members join the Management Board during a period for which the remuneration has already been decided, or if they take on additional responsibilities, then the company is authorized to increase the total remuneration already agreed by a maximum of 37 % (article 13a para 5 of the Articles of Association).

In compliance with the Articles of Association (article 20a para 8) the company does not grant credit or loans to members of the Board of Directors or the Management Board.

Board of Directors

According to the Articles of Association (article 20a para 1), all members of the Board of Directors receive a fixed fee. The total maximum compensation of CHF 210 000 for the compensation until the next General Assembly has been approved by the General Assembly 2024. The total compensation includes all social benefits as well as other possible compensations. The Nomination and Compensation Committee sets the individual fixed fee for the Chairman and the members of the Board.

Management Board

The Management Board of Edisun Power Europe Ltd. consists of the Executive Chairman Horst H. Mahmoudi and the mandated CFO René Cotting. The compensation as Executive Chairman is covered by his compensation as Chairman of the Board of Directors. The mandated CFO does not get any additional compensation. Instead, Edisun Power Europe AG has concluded a service contract with Smartenergy Group AG for a yearly payment of 180 000 CHF (excl. VAT) for his services.

Remuneration report according to swiss law and the ordinance against excessive compensation in stock exchange listed companies

This remuneration report is subject to the audit by the external auditors. The following table shows compensation granted to the individual members of the Board of Directors for their activities in the year under review and in the previous year in CHF:

	Financial year	Fixed fee	Social benefits (employer's contribution)	Total cash compensation	Total compensation
Horst H. Mahmoudi Chairmann from 23.4.2021	2024	45 000	4 243	49 243	49 243
	2023	42 333	3 991	46 324	46 324
Fulvio Micheletti Member from 29.5.2015	2024	40 000	1 508	41 508	41 508
	2023	36 666	1 291	37 958	37 958
Reto Klotz Member from 18.5.2018	2024	35 000	1 183	36 183	36 183
	2023	33 333	1 075	34 408	34 408
José Luis Chorro López Member from 17.5.2019	2024	35 000	3 299	38 299	38 299
	2023	33 333	3 143	36 476	36 476
Marc Klingelfuss Member from 23.4.2021	2024	35 000	2 660	37 660	37 660
	2023	33 333	2 534	35 867	35 867

	2024	2023
Total compensation of the Board of Directors in CHF	202 893	191 033

For 2023 and 2024, the CEO and CFO functions were covered by Horst H. Mahmoudi, as the Chairman of the Board of Directors and in a service contract by Dr. René Cotting:

	2024	2023
Total compensation of the Management Board in CHF	–	–

Additional payments to members of the Board of Directors and the Management Board

In the reporting period were no additional fees paid for services on top of the ordinary compensation, nor were any loans awarded or guarantees given to members of the Board of Directors or the Management Board or persons closely linked to them.

Shares held by management and administrative bodies

Board of Directors (and closely related parties)

	31.12.2024	31.12.2023
Horst H. Mahmoudi (through Smartenergy Invest AG)	343 000	343 000
Fulvio Micheletti	4 222	4 050
Reto Klotz	5 335	5 110
José Luis Chorro López	150	150
Marc Klingelfuss	1 750	1 750
Total	**354 457**	**354 060**

Related parties transactions

Since September 1, 2021, Smartenergy Group AG provides services to Edisun Power and its group companies which cover the task of a Group CFO. For these services, Smartenergy gets compensated of an annual flat fee of CHF 180 000, excluding VAT.

Phone +41 44 444 35 55
www.bdo.ch
zurich@bdo.ch

BDO Ltd
Schiffbaustrasse 2
8031 Zurich

STATUTORY AUDITOR'S REPORT

To the general meeting of Edisun Power Europe Ltd., Zurich

Report on the Audit of the Remuneration Report according to Art. 734a-734f CO

Opinion

We have audited the remuneration report of Edisun Power Europe Ltd. (the Company) for the year ended 31 December 2024. The audit was limited to the information pursuant to Art. 734a–734f of the Swiss Code of Obligations (CO) in the tables marked "audited" on pages 19 to 20 of the remuneration report.

In our opinion, the information pursuant to Art. 734a–734f CO in the remuneration report complies with Swiss law and the Company's articles of incorporation.

Basis for Opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibility for the Audit of the Remuneration Report" section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical 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 opinion.

Other Information

The board of directors is responsible for the other information. The other information comprises the information included in the corporate governance report and the management report but does not include the tables marked "audited" in the remuneration report, the consolidated financial statements, the stand-alone financial statements and our auditor's reports theron.

Our opinion on the remuneration report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the remuneration report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the audited financial information in the remuneration report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

Responsibilities of the Board of Directors for the Remuneration Report

The board of directors is responsible for the preparation of a remuneration report in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the board of directors determines is necessary to enable the preparation of a remuneration report that is free from material misstatement, whether due to fraud or error. It is also responsible for designing the remuneration system and defining individual remuneration packages.

Auditor's Responsibilities for the Audit of the Remuneration Report

Our objectives are to obtain reasonable assurance about whether the information pursuant to Art. 734a–734f CO is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are

Phone +41 44 444 35 55
www.bdo.ch
zurich@bdo.ch

BDO Ltd
Schiffbaustrasse 2
8031 Zurich

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 this remuneration report.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the remuneration 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 opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one 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 in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.

We communicate with the board of directors and its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the board of directors and its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Zurich, 27 March 2025

BDO Ltd

Andreas Forster	i.V. Avni Sejdaj
Auditor in charge Licensed Audit Expert	Licensed Auditor

8 Shareholders' Participation Rights

Voting rights and representation restrictions

Each registered ordinary share bears one voting right at the General Assembly of Shareholders and entitlement to dividend payments (Art. 6 para. 1 of the Articles of Association).

Statutory quorums

To the extent that neither the law nor the Articles of Association provide otherwise, an absolute majority of share votes must be represented at the General Assembly of Shareholders for resolutions to be passed and elections to be conducted.

Convocation of the General Assembly of Shareholders

The General Assembly of Shareholders is held within six months after the financial year is closed.

Extraordinary General Assemblies of Shareholders can be called as often as necessary, particularly in cases required by law.

General Assemblies of Shareholders are convened by the Board of Directors and, if necessary, by the auditors. Extraordinary General Assemblies of Shareholders are convened by the Board of Directors if shareholders representing at least 5 % of the share capital request such meetings in writing, setting forth the items to be discussed and the proposals to be decided upon.

Agenda

Shareholders who are entitled to vote and who represent at least 0.5 % of the share capital may request items to be added to the agenda. Such requests must be addressed in writing to the Chairman of the Board of Directors no later than 45 days before the meeting.

Entries in the share register

The closing date before the General Assembly of Shareholders for registered shareholders to be entered in the share register will be given each time in the invitation to the General Assembly of Shareholders.

Changes of control and defense measures

There are no clauses relating to changes of control or defense measures.

9 Auditors

Duration of the mandate and term of office of the lead auditor

During the General Assembly of Shareholders of May 12, 2017, BDO AG was appointed as new auditor based on their level of competence, their independence and the economic offer. In 2024 BDO AG has been reappointed and Andreas Forster is responsible for the existing auditing mandate.

Fees

The fees charged by BDO AG to the Edisun Power Group during the financial years 2024 and 2023, were as follows (in CHF):

	2024	2023
Audit service	102 000	142 800
Audit related services	20 000	–
Total	**122 000**	**142 800**

Audit services are defined as the standard audit work that needs to be performed each year in order to issue opinions on the Consolidated Financial Statements of the Edisun Power Group, the Remuneration Report as well as opinions on the local statutory accounts of Edisun Power Europe Ltd.

Audit related services are defined as audit work for capital increases and other statutory required confirmations.

In the previous reporting periods, audit fees were presented on an "as invoiced" basis. Starting this year, audit fees are reported based on the agreed-upon amount in the audit engagement letter ("as agreed"). This change aims to enhance transparency and consistency by aligning reported fees with contractual agreements rather than actual invoiced amounts, which may fluctuate due to timing differences or additional services. As a result of this change, the 2023 audit fees were updated from CHF 97 160 to CHF 142 800.

Information instruments pertaining to the external audit

Prior to the start of the annual audit, BDO presented a detailed annual audit plan to the Audit Committee, including the proposed audit fees. At the end of the audit, BDO presents a detailed report to the Audit Committee on the conduct of the financial statements audit, the findings (if any) on significant financial accounting and reporting issues as well as the findings (if any) on the Group's internal control system (ICS). The Audit Committee of the Board of Directors reviews the performance, compensation and independence of the external auditors on a regular basis. The Audit Committee regularly reports its findings to the Board of Directors.

10 Information Policy

The Edisun Power Group reports to shareholders, the capital market, employees and the public at large in a transparent and timely manner, concerning its strategy, its global activities and the current state of the company. We nurture an open dialogue with our most important stakeholders, based on mutual respect and trust. This enables us to promote an understanding of our objectives, strategy and business activities, and to ensure a high degree of awareness about our company.

As a listed company, Edisun Power Europe Ltd. is committed to disclosing facts that may materially affect the share price (ad-hoc disclosure, Art. 53 of the SIX listing rules). Members of the Board of Directors and the Management Board are subject to SIX rules on the disclosure of management transactions. These can be accessed on the SIX website (https://www.ser-ag.com/en/resources/notifications-market-participants/management-transactions.html#/).

The most important information tools are:
the annual and semi-annual reports,
the website (www.edisunpower.com/en/home-en),
the newsletter and media releases (subscription at:
www.edisunpower.com/en/home-en/investors-en/ad-hoc-mitteilungen-art.53-kr-en/subscribe-en),
as well as the General Assembly of Shareholders.

11 Blackout Periods

Employees (including members of the Board of Directors and of Service providers) who have access to material non-public information on a regular basis are designated as Continuing Insiders and are banned from trading in the company‘s securities during blackout periods. The company’s blackout periods commence by taking note of the first financial figures for the half-year and annual results, which were not yet known to the market and end at the beginning of the first trading day after the subsequent release of the half-year and annual results. Additionally, blackout period starts in the case of potential significant transactions as defined by the Board of Directors. There are no exemptions within blackout periods.

12 Financial Calendar

May 2, 2025
General Assembly of Shareholders
of Edisun Power Europe Ltd.

August 29, 2025
Publication of Semi-Annual Report
as of June 30, 2025
Media Information

March 27, 2026
Publication of the Annual Report
as of December 31, 2025
Media Information

April 30, 2026
General Assembly of Shareholders
of Edisun Power Europe Ltd.

Contact
Edisun Power Europe Ltd.
Investor Relations
Limmatquai 4
8001 Zurich
Switzerland
Phone +41 44 266 61 20
E-Mail: info@edisunpower.com
www.edisunpower.com

Investor Relations
Dr. René Cotting

Share register
Computershare Schweiz AG
Baslerstrasse 90
Postfach
4601 Olten
Switzerland

Consolidated Financial Statements of Edisun Power Europe Ltd.

Consolidated Balance Sheet

	Notes	31.12.2024 TCHF	31.12.2023 TCHF
Assets			
Cash and cash equivalents	3	3 032	18 155
Trade receivables	4	659	2 217
Other receivables and current assets	4	4 158	3 331
Inventories	5.2	–	30 572
Financial assets		33	15
Total current assets		**7 882**	**54 290**
Land, plant and equipment	5	342 814	288 868
Intangible assets	6	132	72
Financial and other long-term assets	7	2 840	2 888
Total non-current assets		**345 787**	**291 829**
Total assets		**353 668**	**346 118**
Liabilities and equity			
Borrowings	9	7 369	49 234
Trade payables	8	2 694	2 017
Other payables	8	887	8 316
Accrued cost	8.1	1 865	1 684
Income tax liabilities		122	260
Total current liabilities		**12 937**	**61 511**
Borrowings	9	234 078	186 077
Provisions	10.1	2 558	2 180
Total non-current liabilities		**236 636**	**188 257**
Total liabilities		**249 573**	**249 768**
Share capital		31 075	31 075
Share premium		41 080	42 841
Retained earnings and cumulative translation adjustment	11.3	31 940	22 434
Total equity		**104 095**	**96 350**
Total liabilities and equity		**353 668**	**346 118**

The notes are an integral part of these consolidated financial statements.

Consolidated Income Statement

	Notes	31.12.2024 TCHF	31.12.2023 TCHF
Revenue from sale of electricity	12	14 751	17 450
Revenue from the sale of renewable energy projects	5.4	36 719	–
Other operating income	5.3/5.4	73	20 201
Total revenues		**51 543**	**37 651**
Costs related to the sale of renewable energy projects	5.4	- 29 328	–
Personnel expenses	14	- 17	- 50
Rental and maintenance expenses		- 2 265	- 2 221
Administration expenses		- 965	- 2 170
Advertising expenses		- 47	- 52
Other operating expenses		- 2 341	- 2 246
Earnings before interest, tax, depreciation, amortization and deconsolidation (EBITDA)		**16 580**	**30 911**
Depreciation and amortization	5/6	- 6 571	- 6 626
Impairment	5.1	- 293	- 214
Operating profit (EBIT)		**9 716**	**24 071**
Financial income	16	623	12 868
Financial expenses	16	- 7 074	- 12 442
Net profit before income tax		**3 265**	**24 498**
Income tax	17	- 413	- 1 145
Net profit		**2 851**	**23 353**
Attributable to shareholders of Edisun Power Europe Ltd.		2 851	23 353
Earnings per share (EPS) – expressed in CHF per share			
Basic and diluted earnings per share (CHF per share)	18	2.75	22.55

The notes are an integral part of these consolidated financial statements.

Consolidated Cash Flow Statement

	Notes	31.12.2024 TCHF	31.12.2023 TCHF
Net profit		**2 851**	**23 353**
Reversal of the gross profit from the sale of energy projects	5.4	- 7 391	- 19 964
Reversal of non-cash items:			
Depreciation and amortization	5/6	6 571	6 626
Impairment	5.1	293	214
Change in accruals and provisions		352	720
Financial income	16	- 623	- 12 868
Financial expense	16	7 074	12 442
Income tax expense	17	413	1 145
Change in receivables and other current assets		- 655	2 284
Change in inventory		- 578	- 991
Change in payables	8	- 165	2 878
Interest paid		- 6 076	- 5 287
Taxes paid		- 936	- 898
Other non-cash items		- 905	- 1 826
Cash flow from operating activities		**225**	**7 827**
Investments in plant and equipment	5/5.3	- 3 596	- 29 398
Investments in intangible assets	6	- 90	- 1
Business acquisition and divestment	8	- 6 460	104
Investments in/repayment from financial assets		- 34	3 834
Interest received		505	429
Cash-flow from investing activities		**- 9 675**	**- 25 032**
Issuance of bonds, net of transaction costs	9.2	28 687	25 310
Repayment of bonds, net	9.2	- 22 615	- 235
Increase of other borrowings	9	48 702	5 230
Repayment of other borrowings	9	- 62 521	- 20 461
Increase of ST borrowings		3 332	646
Increase of LT borrowings		–	–
Dividends paid	19	- 1 761	- 1 657
Cash flow from financing activities		**- 6 176**	**8 832**
Net change in cash and cash equivalents		**- 15 626**	**- 8 373**
Cash and cash equivalents at the beginning of the year		**18 155**	**27 597**
Exchange effects on cash and cash equivalents		503	- 1 052
Cash and cash equivalents at the end of the period		**3 032**	**18 155**
Significant non-liquidity-related activities			
Financing and Investing activities:			
Acquisition of entities offset with loan payable to related party		51 145	122 983
Disposal of entities / loans offset with loan payable to related party		42 973	232 329
Offset of accounts receivable with loan payable to related party		–	1 198
Offset of other short-term liabilities with loan payable to related party		188	11 010
Conversion of loan payable to related party to accounts payable to related party		3 276	6 324

The notes are an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

	Attributable to shareholders of the Company				Total equity
TCHF	Share capital	Share premium	Retained earnings	Currency translation differences	
December 31, 2022	**31075**	**44498**	**23884**	**- 22999**	**76458**
Distribution of capital contribution reserves		- 1657			**- 1657**
Net profit			23353		**23353**
CTA Recycling				19954	**19954**
Currency translation				- 21757	**- 21757**
December 31, 2023	**31075**	**42841**	**47237**	**- 24802**	**96350**
Distribution of capital contribution reserves		- 1761			**- 1761**
Net profit			2851		**2851**
CTA Recycling				2645	**2645**
Currency translation				4010	**4010**
December 31, 2024	**31075**	**41080**	**50088**	**- 18147**	**104095**

The notes are an integral part of these consolidated financial statements.

Notes to the Consolidated Financial Statements of Edisun Power Europe Ltd.

All amounts are in CHF 000 unless otherwise noted

1 General Information

Edisun Power Europe Ltd. ('the Company') and its subsidiaries (together 'the Group') finance and operate photovoltaic systems (PV) in Europe and sell solar energy to local electricity companies. The strategy is consistently focused at largescale solar systems. The Group is present in Switzerland, Germany, Spain, France, Italy and Portugal.

Edisun Power Europe Ltd. is a limited company domiciled and incorporated in Switzerland. The address of the registered office has changed during 2024. Effective November, the new address is: Limmatquai 4, 8001 Zurich, Switzerland.

The Company is listed on the SIX Swiss Exchange (Symbol: ESUN).

These consolidated financial statements were authorized for issue by the Board of Directors on March 27, 2025. They are subject to formal approval by the annual general meeting scheduled on May 2, 2025.

For the following related parties, these abbreviations are used:
Smartenergy Group AG: SEGAG
Smartenergy Invest AG: SEIAG

1.1 Group companies

The consolidated financial statements include Edisun Power Europe Ltd. and the companies under its control as per tables below.

Switzerland	**Ownership 2024**	**Ownership 2023**	Activity [1]
Edisun Power Europe Ltd., Zurich			●
Edisun Power Schweiz AG, Zurich	100.0 %	100.0 %	■

Germany			
Edisun Power GmbH, Sigmaringen	100.0 %	100.0 %	■
Edisun Power Beteiligungs-UG, Sigmaringen	100.0 %	100.0 %	●
PV Hörselgau UG & Co. KG, Sigmaringen	100.0 %	100.0 %	■
PV Leipzig Alter Flughafen UG & Co. KG, Sigmaringen	100.0 %	100.0 %	■

1) ● Services, holding company functions
■ Operation of photovoltaic systems (PV), selling of solar energy
▲ PV projects
◆ Data Center

Spain	Ownership 2024	Ownership 2023	Activity [1]
Edisun Power Iberia SA, Madrid	100.0 %	100.0 %	■
Edisun Power Iberia Beta SA, Madrid	100.0 %	100.0 %	■
Edisun Power Iberia Gamma SA, Madrid	100.0 %	100.0 %	■
Edisun Power Iberia Delta SA, Madrid	100.0 %	100.0 %	■
Edisun Power Iberia Epsilon SA, Madrid	100.0 %	100.0 %	■
Salinas Energia Solar SL, Madrid	100.0 %	100.0 %	■
Cortadeta Fotovoltaica SL, Madrid	100.0 %	100.0 %	■
Sol de Tilla SL, Madrid	100.0 %	100.0 %	■
Digrun Grun SL, Madrid	100.0 %	100.0 %	■
Tenpro Renovables SL, Madrid	100.0 %	100.0 %	●
Renovables del Condado SL, Madrid	100.0 %	100.0 %	■
Smartenergy Sol20120014 SL, Madrid	100.0 %	100.0 %	■
Smartenergy Sol20120016 SL, Madrid	100.0 %	100.0 %	■
ES2132 Smartenergy SLU, Madrid	100.0 %	100.0 %	●
Envatios Fuencarral SLU, Madrid	100.0 %	100.0 %	▲
Envatios Promocion XIX SLU, Madrid	100.0 %	100.0 %	▲
Envatios Promocion XXIV SLU, Madrid	100.0 %	100.0 %	▲
ESJV05 Greenfield PV Development SLU, Madrid	100.0 %	–	◆
ESJV06 Greenfield PV Development SLU, Madrid	100.0 %	–	◆
ESJV07 Greenfield PV Development SLU, Madrid	100.0 %	–	◆

France	Ownership 2024	Ownership 2023	Activity [1]
Edisun Power France SAS, Lyon	100.0 %	100.0 %	■
Sainte Maxime Solaire SAS, Sainte-Maxime, Lyon	100.0 %	100.0 %	■

Italy			
Edisun Power Italia SRL, Andriano	100.0 %	100.0 %	●
CTG Baal SRL, Andriano	100.0 %	100.0 %	■
Smartenergy2001 SRL, Milano	–	100.0 %	▲
Smartenergy2003 SRL, Milano	–	100.0 %	▲
SmartenergyIT2104 SRL, Milano	–	100.0 %	▲
SmartenergyIT2105 SRL, Milano	–	100.0 %	▲
SmartenergyIT2106 SRL, Milano	–	100.0 %	▲
SmartenergyIT2108 SRL, Milano	–	100.0 %	▲
SmartenergyIT2109 SRL, Milano	–	100.0 %	▲
SmartenergyIT2111 SRL, Milano	–	100.0 %	▲
SmartenergyIT2113 SRL, Milano	–	100.0 %	▲

Portugal			
Smartenergy 1705 LDA, Lisbon	100.0 %	100.0 %	●
HCMI-SGPS SA, Lisbon	100.0 %	100.0 %	●
Central Fotovoltaica da Mina LDA, Lisbon	100.0 %	100.0 %	■
Smartenergy 1706 SA, Lisbon	–	100.0 %	●
Ignichoice Renewable Energy SA, Lisbon	100.0 %	100.0 %	■
Smartenergy 1808 LDA, Lisbon	100.0 %	100.0 %	▲

1) ● Services, holding company functions

■ Operation of photovoltaic systems (PV), selling of solar energy

▲ PV projects

◆ Data Center

2 Summary of Significant Accounting Policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been applied consistently in all the years presented, unless otherwise stated.

2.1 Basis for the preparation of the consolidated financial statements

The consolidated financial statements of Edisun Power Europe Ltd. have been prepared in accordance with the Accounting and Reporting Recommendations Swiss GAAP FER. The entire framework has been applied. The consolidated financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below, where a standard or an interpretation requires a different measurement method.

All amounts in these financial statements are rounded individually.

2.2 Consolidation

(a) Subsidiaries
Subsidiaries are all the entities over which the Group has the power to govern the financial and operating policies, which generally accompanies a shareholding that represents more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls a given entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group and are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for acquisition of subsidiaries. The consideration transferred includes the fair value of any asset or liability. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

Acquisition-related costs are capitalized as incurred.

Goodwill is measured initially as the excess of the aggregate of the consideration transferred and the fair value of minority interest over the net identifiable assets acquired and liabilities assumed.

Intercompany transactions, balances and unrealized gains on transactions between Group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

All fully consolidated subsidiaries are listed in Section 1.1 Group Companies. December 31 represents the uniform closing date for all companies included in the consolidated financial statements. The accounting policies of the subsidiaries are consistent with the policies adopted by the Group.

(b) Transactions and non-controlling interests
Changes in a parent's ownership interest in a subsidiary that do not result in the loss of control are accounted for as equity transactions. Any difference between the amount by which the minority interests are adjusted and the fair value of the consideration paid or received shall be recognized directly in equity. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

All amounts are in CHF 000 unless otherwise noted

2.3 Foreign currency translation

(a) Functional and presentation currency
Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The consolidated financial statements are presented in CHF, actually most of the business is in EUR, thus CHF is mostly only a presentation currency.

(b) Transactions and balances
Transactions in foreign currency are recorded and translated into CHF using the actual exchange rate on the transaction date. The resulting translation differences are included in the income statement as exchange gains or losses.

Monetary assets and liabilities in foreign currencies are translated into the functional currency on the balance sheet date at the year-end rates of exchange. Non-monetary items are translated using the exchange rate prevailing on the transaction date. Translation differences are recorded in the income statement.

(c) Group companies
The results and financial position of all Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated using the closing rate on the date of that balance sheet;
- income and expenses for each income statement are translated using average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated on the dates of the transactions);
- all resulting exchange differences are recognized in accumulated deficits.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognized in the income statement as part of the gain or loss on sale.

The Group has offset the accumulated exchange gains and losses that result from translating the financial statements of subsidiaries and associates up to the date of transition to Swiss GAAP FER on January 1, 2012 directly against retained earnings, and no longer reports them separately in equity.

Goodwill and fair-value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated using the closing rate.

The CHF/EUR exchange rates relevant to the annual consolidated financial statements were:

	31.12.2024	Average 2024	31.12.2023	Average 2023
1 EUR	**0.942**	**0.952**	**0.926**	**0.972**

The Euro appreciated by 1.73 % from 31 December 2023 to 31 December 2024. The average exchange rate for the Euro depreciated by 2.06 % from the average rate in 2023 to the average rate in 2024.

2.4 Land, plant and equipment

Land consists of property that has been bought on which to build PV plants and is shown at cost. All other plant and equipment are stated at cost less cumulative depreciation. Historical cost includes expenditure that is directly attributable to the acquisition or construction of the items. Borrowing costs that are directly attributable to the construction of PV plants are capitalized as part of the cost of this asset when specific criteria according to

All amounts are in CHF 000 unless otherwise noted

Swiss GAAP FER 18 are met.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost in excess of their residual values over their estimated useful lives, as follows:

Plant	20 – 30 years
Furniture, fittings and equipment (FF & E)	3 – 4 years

The assets' residual values and useful lives have been reviewed and updated at the balance-sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognized within "Other operating income" in the income statement.

Grants from electricity operators related to the construction of PV plants are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. The costs of the plant are reduced by the grant received resulting in a reduced depreciation charge in the future.

2.5 Intangible assets

(a) Trademarks and licenses
Acquired trademarks and licenses are shown at historical cost. Trademarks and licenses have a finite useful life and are carried at cost less accumulated amortization. Amortization is calculated using the straightline method to allocate the cost of trademarks and licenses over their estimated useful lives (15 – 20 years).

(b) Other intangibles
Other intangibles include capitalized software expenses and are carried at historical cost less accumulated amortization. Amortization is calculated using the straight-line method to allocate the cost of software over its estimated useful life (5 years).

2.6 Impairment of intangible and tangible assets

Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable at every balance sheet date. If indicators for a continuous impairment exist, the recoverable amount is determined. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

2.7 Trade receivables

Trade receivables, which generally have a 30-day term, are recognized initially at nominal value less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognized in the income statement.

All amounts are in CHF 000 unless otherwise noted

2.8 Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

2.9 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to issuing new shares are shown in equity as a deduction, net of tax, from the proceeds.

When any Group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income tax), is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued.

2.10 Trade payables and other payables

Trade payables and other payables are recognized at nominal value.

2.11 Borrowings

Borrowings (loans and straight bonds) are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless payments can be deferred for at least 12 months.

2.12 Current and deferred income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the balance sheet date in the countries where the Group's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance-sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. Deferred tax assets on tax loss carry forwards are not recognized.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

All amounts are in CHF 000 unless otherwise noted

2.13 Employee benefits

Pension obligations
Edisun Power is managed by its Board of Directors, with the Chairman serving as CEO. The company has a service contract with the CFO and agreements with third-party suppliers, but no other employees. In 2024, there were no pension obligations.

2.14 Provisions

Provisions are recognized when the Group has a legal or constructive obligation as a result of past events (e.g. dismantling cost for PV plants) when it is likely that an outflow of resources will be required to settle the obligation, and when a reliable estimate of the amount can be made. The costs associated with the dismantling of PV plants are capitalized in the carrying value of property, plant and equipment and depreciated over the life of the asset. The total provisions related to the PV plants, discounted to present value, are recorded under long-term provisions.

2.15 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax and after eliminating sales within the Group.

The Group recognizes revenue when the amount of revenue can be reliably measured, when it is likely that future economic benefits will flow to the entity, and when specific criteria have been met for each of the Group's activities as described below. The amount of revenue is not considered to be measurable reliably until all contingencies relating to the sale have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction, and the specifics of each arrangement.

(a) Revenue from sale of electricity
The Group sells solar energy to local electricity firms. These sales are usually based on a long-term fixed-price contract and recognized in the period the delivery took place. In Switzerland, there are contracts with Zurich's electricity supplier EWZ (Elektrizitätswerk der Stadt Zürich) and with SIG (Service industriels de Genève). One contract is based on KEV (Kostendeckende Einspeisevergütung) since 1.1.2009. In Germany, the amount of the compensation is based on the German Renewable Energy Sources Act (EEG) dated 2000 and amended in later years. In Spain, the current regulatory framework is as of July 12, 2013, embodied in the Royal Legislative Decree 9/2013, the Royal Decree 413/2013 as well as the ministerial order 1045/2014. Until July 12, 2013, the compensations were based on the Royal Decrees 661/2007, 1578/2008 as well as in the Royal Decree 6/2009. The compensation in France is based on the "Arrêté du 10 juillet 2006" and the "Arrêté du 12 janvier 2010" as well as on Decrees 2000-1196 and 2009-252. In Italy, the compensation is based on the II Conto Energia (Ministerial Decree 19/02/07 and AEEG resolution No. 90/07).

In Portugal according to the energy services regulator (ERSE) the Power Purchase Agreements (PPAs) and Contractual Balance Maintenance Costs (CMECs) must be drawn up in accordance with Decree-Law no. 240/2004 of December 27.

If circumstances arise that may change the original estimates of revenues, costs or extent of progress toward completion, estimates are revised. These revisions may result in increases or decreases in estimated revenues or costs and are reflected in income in the period in which the circumstances that have given rise to the revision become known by management.

All amounts are in CHF 000 unless otherwise noted

(b) Other operating income
Other operating income mainly includes revenues from both the provision of assets management services for third-party PV systems and from support for the development of new PV projects by providing financing guarantees as well as insurance compensations for yield losses.

Other operating income includes the gain on the sale of land, plant, and equipment.

2.16 Inventories

The assets hold for sale are accounted as Work in Progress (WIP) in inventories. Inventories are assets:
- held for sale in the ordinary course of business,
- in the process of production or preparation for such a sale (development projects for future sale), and
- materials or supplies to be consumed in the production process or in the rendering of services.

Given the Group does not produce any goods, that are booked in inventory, the inventory line items of relevance are semi-finished projects and finished projects. In this line item, capitalizable costs of projects that are destined to be sold in the ordinary course of business are recorded. The recognition in this line item includes those costs incurred in bringing the project to saleable condition that are capitalizable per the below list.

1) Accounting and measurement
The basis for initially recording inventories is cost. Inventories are measured subsequently at the lower of cost or net realisable value. The cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. The cost of inventories is based on actual costs treated individually. Impairment and write-downs are also measured item-by-item.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

2) Accounting for projects under development
A part of the future revenues of EDISUN Group will be derived from selling a project for development of a renewable energy power plant to an acquirer who is interested in completing the project until COD (Commercial Operation Date) and ultimately operating the plant.

Equally, EDISUN Group may decide to develop a project until COD and subsequently operate the project. Therefore, for each project under development, the Group defines from the commencement of the project whether the project is aimed to be developed towards (a) a future sale or (b) the future operation as an owned and operated power plant with the Group.

The classification of a project impacts the group reporting as follows:

Project classification	Accounting treatment
Future sale	Capitalizable costs incurred prior to the sale of the project are recorded as inventory (semi-finished projects). The inventory is removed against the income statement as the revenue recognition pattern for the project.
Future operation as own plant	Capitalizable costs incurred until the COD are recorded as assets under construction in tangible fixed assets.

If the aim of the project is changed the cost would be reclassified accordingly.

Projects included in inventories are individually assessed for a write-down to net realisable value if there are any indications that the costs capitalised at the balance sheet date may not be recoverable through the subsequent sale of the project.

All amounts are in CHF 000 unless otherwise noted

2.17 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

2.18 Distribution of dividends and capital contribution reserves

The distribution of dividends and capital contribution reserves to shareholders of Edisun Power Europe Ltd. is recognized as a liability in the Group's consolidated financial statements in the period in which the dividends are approved by the Company's shareholders.

2.19 Assessment as going concern

To further strengthen the balance sheet and liquidity position, ensuring a solid foundation for sustainable growth – particularly in relation to the new strategy of "Renewables to AI" – the Board of Directors has initiated and implemented several strategic measures, including:

- Conducting an auction of selected SPV's to attract equity investors, such as infrastructure funds, private equity firms, and/or data center owners and operators.
- Ensuring a large non-recourse project financing, led by a renowned bank.
- Exploring opportunities to enhance liquidity through asset sales.
- Planning the launch of a new five-year bond in 2025.
- Put option for project 'Fuencarral', where Smartenergy Group agrees to buy back, if financing and other conditions are not met.

Additionally, the company retains the option to secure further equity funding if needed.

The material uncertainties include the following:
- Ensuring enough of debt and equity funding to support investment activities
- Ability to timely sell assets (if targeted)
- Obtaining the necessary permits to successfully complete investment projects
- Potential fluctuations in energy prices and the impact of exceptional weather events on production of renewable energy, which may affect profitability.

Depending on how the situation unfolds, this might raise significant doubts about the group's ability to continue as a going concern. The Board of Directors is of the opinion that, despite the uncertainties, Edisun Power Europe AG and its group companies will be successful in the above measures and, accordingly, has prepared the financial statements on a going concern basis.

3 Cash and Cash Equivalents

	31.12.2024	**31.12.2023**
Banks	3032	18155
Total	**3032**	**18155**

The reduction in cash and cash equivalents between December 31, 2024 and December 31, 2023 primarily reflects the settlement of liabilities. Major movements include the payment of liabilities to Envatios Invest, the previous owner of ES2132 (Fuencarral project) and the increase in new loan from a Spanish bank, which has been used to finance operational and financial requirements.

All amounts are in CHF 000 unless otherwise noted

4 Trade and Other Receivables

	31.12.2024	31.12.2023
Trade and other receivables	659	492
Trade receivables from related party	1 201	1 725
Other receivables and current assets	1 151	2370
Other receivables – interest income	62	31
Prepayments and deferred cost	1 744	929
Current portion	**4 817**	**5 548**

The balance of trade and other receivables - current portion – decreased by TCHF 731 (-13 %). The change is driven by several key factors:

Trade receivables from related parties decreased by TCHF 524 (-30.3 %), mainly due to a received payment of TCHF 457 from related party MUON Electric, Unipessoal, Lda. during 2nd half of 2024.

Other receivables and current assets decreased by TCHF 1 219 (-51.4 %), primarily due to the reduction of TCHF 955 linked to the Italian SPVs sold in December 2024. Prepayments and deferred costs increased by TCHF 815 (+87,8 %), primarily driven by the Spanish entities (TCHF 397) and the Portuguese Central da Mina (TCHF 354).

All amounts are in CHF 000 unless otherwise noted

5 Land, Plant and Equipment

2024	Land	PV Plants	Assets under construction	FF&E	Total
Gross Value					
Opening gross book amount – January 1	884	157 560	176 484	240	335 169
Exchange differences	15	2 556	3 793	2	6 366
Additions	–	427	3 337	–	3 763
Disposals	–	–	–	–	–
Change in consolidation scope	–	–	51 263	–	51 263
Reclassifications	–	–	–	–	–
Closing gross book amount – December 31	**899**	**160 543**	**234 877**	**242**	**396 561**

2024	Land	PV Plants	Assets under construction	FF&E	Total
Accumulated depreciation					
Opening amount – January 1	528	45 535	–	237	46 301
Exchange differences	9	602	–	2	613
Disposals	–	–	–	–	–
Depreciation charge	–	6 538	–	1	6 540
Impairment	–	293	–	–	293
Reclassification	–	–	–	–	–
Closing amount – December 31	**537**	**52 969**	**–**	**241**	**53 746**
Net book value – January 1	**356**	**112 025**	**176 484**	**3**	**288 868**
Net book value – December 31	**362**	**107 574**	**234 877**	**2**	**342 814**

The gross book amount of land, plant, and equipment increased by TCHF 61 392 (18.3 %) during the year. Exchange differences contributed TCHF 6 366 to the gross value, reflecting fluctuations in the exchange rates applied to foreign currency denominated assets. Additions amounted to TCHF 3 763, which includes new purchases and capitalized costs for assets under construction. Change in consolidation scope added TCHF 51 263, reflecting assets acquired through changes in the group structure.

No disposals or reclassifications were recorded during the year. Accumulated depreciation increased by TCHF 7 445 (16.1 %) during the year. The increase in depreciation was primarily due to the annual depreciation charge of TCHF 6 540, which remains in line with the previous year's charge of TCHF 6 626. For further details on depreciation, please refer to Note 7.2. Exchange differences resulted in an increase of TCHF 613 in accumulated depreciation, primarily due to fluctuations in the value of foreign currency denominated assets.

All amounts are in CHF 000 unless otherwise noted

2023	**Land**	**PV Plants**	**Assets under construction**	**FF&E**	**Total**
Gross Value					
Opening gross book amount – January 1	945	144 233	215 849	245	361 273
Exchange differences	- 61	- 10 335	- 15 747	-7	- 26 150
Additions	–	2 388	24 568	3	26 959
Disposals	–	- 19	–	–	- 19
Change in consolidation scope	–	–	- 26 893	–	-26 893
Reclassifications	–	21 293	- 21 293	–	–
Closing gross book amount – December 31	**884**	**157 560**	**176 484**	**240**	**335 169**

2023	**Land**	**PV Plants**	**Assets under construction**	**FF&E**	**Total**
Accumulated depreciation					
Opening amount – January 1	564	41 476	- 30	244	42 255
Exchange differences	- 36	- 2 746	1	- 7	- 2 789
Disposals	–	- 4	–	–	- 4
Depreciation charge	–	6 596	–	–	6 597
Impairment	–	214	–	–	214
Reclassification	–	–	29	–	29
Closing amount – December 31	**528**	**45 535**	**-**	**237**	**46 301**
Net book value – January 1	**381**	**102 757**	**215 879**	**1**	**319 018**
Net book value – December 31	**356**	**112 025**	**176 484**	**3**	**288 868**

Impairments were recognized for TCHF 293 during 2024, reflecting the write-down of certain assets to their recoverable value (further detail in Section 5.1). There were no disposals or reclassifications during the year. The net book value of land, plant, and equipment increased by TCHF 53 946 (18.7 %) during the year. This increase was primarily due to the additions made, as well as the change in consolidation scope. These were partially offset by the depreciation charges and impairments.

The value of 'assets under construction' is composed mostly by the large-scale projects 'Fuencarral' in the Madrid area, Spain. It is composed of the purchase price paid by Edisun plus the additional development costs since its purchase end of 2023. It corresponds therefore to its cost value (and not fair value) as a minimum recoverable amount with future cash flows from the sale of the project or its cash flow generation when completed. While comparing with external available information from a Spanish bank about a potential sale value at year-end, the management came to the conclusion that it corresponds to a minimum value with a significant upside potential while stating that this conclusion of a significant upside depends on the outcome of a sales transaction, while not executing its put option.

All amounts are in CHF 000 unless otherwise noted

5.1 Impairment of PV plants

As of 31 December 2024, the Group performed a detailed impairment test for each photovoltaic (PV) plant individually.

The test was conducted in accordance with the relevant accounting standards, considering the carrying amounts of the assets and comparing them to their recoverable amounts.

The after-tax discount rates (Weighted Average Cost of Capital, WACC) applied to each segment were reviewed and adjusted as follows:

	2024	**2023**
Spain	6.1 %	6.7 %
Germany	4.3 %	4.6 %
Switzerland	3.5 %	3.6 %
France	5.5 %	5.7 %
Italy	6.3 %	7.0 %
Portugal	5.7 %	6.1 %

As a result of the annual impairment test for 2024, a non-cash impairment of TCHF 293 was recognized, impacting PV plants located in Germany and France.

The Group has evaluated further impacts on the asset Hörselgau (Germany) and determined that the solar system cannot be re-installed at its original location. Several scenarios are under considerations, including the potential relocation of the feed-in tariff (FiT) entitlement to a new site. For the impairment test, the Group has adopted a scenario in which the modules will be relocated to an alternative location. This adoption did not result in any further impairment of the remaining book value of this asset. However, an additional cost consideration of TEUR 200 to cover ongoing roof repairs, resulted in a impairment of TCHF 137 for the Hörselgau asset within the legal entity PV Hörselgau UG & Co. KG.

The impairment within the legal entity Edisun Power France totals TCHF 156. This mainly resulted from updated dismantling cost assumptions. The Group conducted an internal review of its end-of-contract obligations pertaining to the dismantling of assets, revising its assumptions to reflect more up-to-date values.

No impairments were recorded for assets in Spain, Portugal, Italy, and Switzerland, as the reviews conducted for these locations did not indicate any need for adjustments based on the revised assumptions and current valuations.

5.2 Inventories

	2024	**2023**
Semi-finished products and projects	–	30 572
Total inventories	**–**	**30 572**

Inventory decreased from TCHF 30 572 to zero, due to the sale of the Italian projects, which were part of the transaction announced in December 2024 (see note 5.4). As of year-end 2024, there were no further remaining projects held for sale.

All amounts are in CHF 000 unless otherwise noted

5.3 Purchased entities

2024 – Fuencarral AI

	ESJV05	ESJV06	ESJV07	Total
Purchase price	**21 193**	**14 129**	**15 824**	**51 145**
Offsetting with SEGAG Loan	21 193	14 129	15 824	51 145
Assets acquired				
Cash and cash equivalents	–	–	–	–
Other receivables current assets	13	16	15	44
Land, plant and equipment	21 238	14 174	15 851	51 263
Financial and other long-term assets	3	3	3	9
Total assets acquired	**21 254**	**14 193**	**15 870**	**51 316**
Liabilities acquired				
Trade payables	- 61	- 65	- 46	- 171
Total liabilities acquired	**- 61**	**- 65**	**- 46**	**- 171**
Total net assets acquired in CHF	**21 193**	**14 129**	**15 824**	**51 145**

Pursuant to the Transaction Framework Agreement signed on December 31, 2024, Edisun acquired three SPV's to support its "Renewable Energy for Artificial Intelligence" strategy for the Fuencarral asset. The acquisition includes securing a consumption permit for 362 MWn and the designated area for data centers.

All amounts are in CHF 000 unless otherwise noted

2023 – Fuencarral Projects

Purchase price	**122 983**
Paid by offsetting with other long-term loans	-122 983
Assets acquired:	
Cash and cash equivalents	9
Other receivables current assets	1 198
Land, plant and equipment	172 319
Financial and other long-term assets	83
Total assets acquired	**173 609**
Liabilities acquired:	
Borrowings	-50 333
Trade payables	-158
Other payables	-134
Total liabilities acquired	**-50 626**
Total net assets acquired in CHF	**122 983**

As per the Transaction signed on December 27th 2023, Edisun acquired the Spanish entity ES2132, which holds the Fuencarral Projects of 941 MWp.

All amounts are in CHF 000 unless otherwise noted

5.4 Sold entities

2024 – Overview

Entity	IT2001	IT2003	IT2104	IT2105	IT2106	IT2108	IT2109	IT2111	IT2113	Total
Cash and cash equivalents	–	–	–	-1	–	–	- 1	–	–	- 2
Inventories	- 3 773	- 4 226	- 1 996	- 1 774	- 2 960	- 3 359	- 3 329	- 8 488	- 1 762	- 31 666
Other current assets	- 155	- 138	- 156	- 186	- 104	- 138	- 158	- 376	- 54	- 1 466
Financial Assets	- 20	- 19	- 20	- 20	-20	-20	- 20	- 20	- 20	- 178
Current liabilities	18	16	24	48	19	146	40	41	23	376
Net assets disposed of	**- 3 930**	**- 4 367**	**- 2 149**	**- 1 932**	**- 3 064**	**- 3 371**	**- 3 468**	**- 8 843**	**- 1 813**	**- 32 937**
Consideration received for the shares	4 385	4 856	2 418	2 179	3 427	3 761	3 869	9 775	2 050	36 719
Loans from entities sold	679	572	485	512	468	631	828	1 077	1 003	6 254
Total consideration	**5 065**	**5 427**	**2 902**	**2 691**	**3 894**	**4 392**	**4 696**	**10 852**	**3 053**	**42 973**
CTA Recycling	- 323	- 376	- 165	- 141	- 258	- 272	- 262	- 770	- 79	- 2 645
Gain on disposal, net of CTA recycling	**812**	**684**	**589**	**619**	**573**	**749**	**967**	**1 239**	**1 160**	**7 391**
Cash disposed of	–	–	–	- 1	–	–	- 1	–	–	- 2
Total inflow on disposal	**–**	**–**	**–**	**- 1**	**–**	**–**	**- 1**	**–**	**–**	**- 2**

As per the Transaction Framework Agreement signed on December, 31 2024 EDISUN sold the Italian project portfolio, comprising approximately 159 MWp, to Smartenergy Group AG.

The Italian portfolio includes a number of renewable energy projects at various stages of development. The transaction allows Edisun to refocus its investments on large-scale projects aligned with its long-term strategic objectives, including the expansion of its renewable energy initiatives for artificial intelligence applications.

All amounts are in CHF 000 unless otherwise noted

2023 – Overview

Entity	PT1810	PT1813	PT1814	PT1821	ES1215	ES2025	ES2026	Total
Cash and cash equivalents	- 13	- 3	- 1	- 28	- 4	- 4	- 27	- 80
Current assets (other than cash and cash equivalents)	- 67	- 38	- 40	- 177	- 136	- 184	- 182	- 824
Land, Plant and Equipment	- 27 557	- 19 659	- 27 991	- 41 370	- 19 012	- 22 352	- 41 301	- 199 241
Financial Assets	- 462	- 360	- 304	-	- 851	- 8	- 6	- 1 990
Current liabilities	1 145	943	1 389	981	936	79	154	5 627
Non-current financial liabilities	148	–	–	–	–	–	–	148
Other long-term liablities	–	–	–	–	3 875	–	–	3 875
Net assets disposed of	**- 26 806**	**- 19 116**	**- 26 947**	**- 40 518**	**- 15 192**	**-22 469**	**- 41 363**	**- 192 410**
Total Consideration	**36 822**	**25 353**	**37 370**	**44 827**	**16 803**	**24 986**	**46 168**	**232 329**
CTA Recycling	- 2 552	- 1 724	- 2 483	- 4 763	- 2 094	- 2 098	- 4 239	- 19 954
Gain on disposal, net of CTA recycling	**7 464**	**4 513**	**7 941**	**- 454**	**-484**	**419**	**566**	**19 964**
Cash disposed of	- 13	- 3	- 1	- 28	- 4	- 4	- 27	- 80
Total outflow on disposal	**- 13**	**- 3**	**- 1**	**- 28**	**- 4**	**- 4**	**- 27**	**- 80**

As per the Transaction signed on December 27th 2023 EDISUN sold the above entities to Smartenergy Group.

All amounts are in CHF 000 unless otherwise noted

6 Intangible Assets

2024	**Total**
Gross Value	
Opening gross book amount	924
Exchange differences	4
Additions	90
Disposals	–
Increase through P&L	–
Change in consolidation scope	–
Reclassifications	–
Closing gross book amount (December 31)	**1 017**
Accumulated depreciation	
Opening amount	852
Exchange differences	3
Disposals	–
Capitalized financing cost	–
Amortization	31
Impairment	–
Reclassification	–
Closing amount (December 31)	**886**
Net book value (January 1)	**72**
Net book value (December 31)	**132**

2023	**Total**
Gross Value	
Opening gross book amount	938
Exchange differences	- 15
Additions	1
Disposals	–
Increase through P&L	–
Change in consolidation scope	–
Reclassifications	–
Closing gross book amount (December 31)	**924**

All amounts are in CHF 000 unless otherwise noted

2023	**Total**
Accumulated depreciation	
Opening amount	832
Exchange differences	10
Disposals	–
Capitalized financing cost	–
Amortization	30
Impairment	–
Reclassification	–
Closing amount (December 31)	**852**
Net book value (January 1)	**106**
Net book value (December 31)	**72**

Intangible Assets include capitalized software expenses and licenses. During the year ended December 31, 2024, a total of TCHF 90 was capitalized as part of the ERP migration from Microsoft Navision to Business Central.

7 Financial and Other Long-term Assets

	2024	**2023**
Prepayments / deferred cost long-term	259	271
Deferred tax assets	34	156
Other long-term financial assets	2 411	2 398
Derivative financial instruments	137	64
Total financial and other long-term assets	**2 841**	**2 888**

Total Financial and Other Long-Term Assets remained largely stable year-over-year, decreasing by only TCHF 47 (1.6 %). Notably, Other long-term financial assets primarily comprise bank guarantees related to the Mogadouro and Betty PV plants. During the period, new bank guarantees were issued for Mogadouro, while a TCHF 500 guarantee was reimbursed for Betty, resulting in a net neutral impact.

All amounts are in CHF 000 unless otherwise noted

8 Trade and Other Payables

	2024	2023
Trade payables	2 694	2 017
Payables to related parties	363	6 650
Value added taxes	485	390
Social security and other taxes	9	425
Other	30	851
Total	**3 582**	**10 333**

The related party payable to Smartenergy Group AG (SEGAG) of MCHF 6.5 was fully settled. The remaining balance of TCHF 363 pertains to payables for development services related to the Fuencarral project. Additionally, TCHF 820 was reclassified from Other to Trade payables to enhance reporting accuracy.

8.1 Accrued Cost

	2024	2023
Accrued interest on financial liabilities	754	387
Accrued cost and deferred revenue/ income	1 111	1 296
Total	**1 865**	**1 684**

Overall, total accrued costs increased by TCHF 181 (10.7 %), primarily driven by the increase in accrued interest on financial liabilities due to higher interest expenses on bonds at Edisun Power Europe Ltd. The decrease in accrued costs is primarily due to Spain, where previously recorded accruals for the loan were removed following the refinancing of the Spanish loans.

9 Borrowings

	2024	2023
Current		
Loans from third-party	6 686	5 730
Straight bonds from third-party	–	22 615
Borrowings short-term from related parties	682	20 889
Total current borrowings	**7 369**	**49 234**
Non-current		
Loans from third-party	69 447	56 344
Straight bonds from third party	132 336	103 570
Borrowings long-term from related parties	24 122	26 164
Other long-term loans from related party	8 173	–
Total non-current borrowings	**234 078**	**186 077**

The carrying amounts (in TCHF) of the Group's borrowings are denominated in the following currencies:

	2024	2023
CHF	135 186	129 635
EUR	106 260	105 676
Total	**241 446**	**235 311**

All amounts are in CHF 000 unless otherwise noted

Borrowings with related parties

Subsequent to the transactions executed on December 31, 2024, involving the sale of the Italian entities and acquisition of the Spanish entities, a remaining long-term loan balance of TCHF 8 173 is outstanding.

Additionally, the borrowings - comprising both short- and long-term facilities - totaled TCHF 47 053 as of 2023 from the previous Fuencarral shareholder, ENVATIOS. Partial repayments were made during 2024, leaving an outstanding balance of TCHF 24 122 end of December.

9.1 Loans from third-parties

Current and non-current third-party loans totaled TCHF 76 133, driven by: Edisun Power Iberia securing a new TCHF 38 000 bank loan while repaying the previous one, a new TCHF 12 000 credit line obtained by EPE in March 2024, and foreign exchange losses of TCHF 982. Bank loan amortization in Switzerland, France, Italy, Germany and Portugal amounted to TCHF 4 000.

At year-end, maturities were as follows:

	2024	2023
Within 1 year	6 686	5 730
Within 2 to 5 years	23 264	14 468
After 5 years	46 182	41 305
Total loans from third parties	**76 133**	**62 074**

2024

Final maturity	Interest rate	amount
2025	1.4 – 5.9 %	57
2026	1.75 – 6.1 %	1 316
2027	2.0 – 5.1 %	940
2028	4.1 %	2 400
2030	2.5 %	11 000
2031	1.9 %	1 156
2034	2.0 – 2.9 %	580
2037	3.3 %	13 932
2038	3.0 %	6 845
2042	1.6 % + Euribor	37 907
Total		**76 133**

2023

Final maturity	Interest rate	amount
2024	2.5 %	681
2025	1.4 – 5.9 %	201
2026	1.75 – 6.1 %	1 996
2027	2 – 5.1 %	1 241
2028	4.1 %	3 000
2031	1.9 %	1 305
2034	2.0 – 2.9 %	4 795
2037	3.3 %	14 588
2038	2.7 – 5.4 %	16 811
2043	3.0 %	17 456
Total		**62 074**

All amounts are in CHF 000 unless otherwise noted

9.2 Straight bonds

		31.12.2024	31.12.2023
Edisun Power Europe Ltd.	**Nominal value in 000 local currency**	**Book value in 000 CHF**	**Book value in 000 CHF**
2.00 % Bond 2019 – 2024 (CHF)	–	–	22 615
2.00 % Bond 2021 – 2026 (CHF)	39 790	39 770	39 760
3.00 % Bond 2022 – 2027 (CHF)	34 975	34 908	34 884
3.00 % Bond 2022 – 2027B(CHF)	3 745	3 745	3 745
3.25 % Bond 2023 – 2028 (CHF)	25 310	25 213	25 180
3.5 % Bond 2024 – 2029 (CHF)	13 155	13 031	–
3.5 % Bond 2024 – 2029B (CHF)	15 670	15 670	–
Total	**132 645**	**132 336**	**126 185**

In June 2024, the group launched a 5-year bond issue with a coupon rate of 3.5 %, attracting significant interest from both existing and new investors, resulting in a total subscription of TCHF 13 155. Another five year bond was placed in August 2024 (3.5 %) resulting in an amount subscribed of TCHF 15 670. Thereof, TCHF 12 905 resulted from converting the 2019 Bond, plus additional subscription of TCHF 2 765, both from existing and new bondholders.

The 2 % 2019 – 2024 bond issue of TCHF 22 615, maturing on August 31, 2024, has been repaid in a net amount of TCHF 9 710, while TCHF 12 905 was converted into Bond 2024B. This bond issuance and conversion are part of the company's ongoing financing strategy.

All amounts are in CHF 000 unless otherwise noted

10.1 Provisions

	Deferred tax liabilities	Provisions for dismantling	Other provisions	Total
Year ended December 31, 2024				
At beginning of the year	1 418	795	- 34	2 180
Exchange differences	22	9	1	32
Additions	232	254	–	486
Use	- 139	–	–	- 139
Reversal	–	–	–	–
Change in consolidation scope	–	–	–	–
Closing gross book amount	**1 533**	**1 058**	**- 33**	**2 558**
thereof short-term	–	–	–	–
thereof long-term	1 533	1 058	- 33	–

The Group conducted an review of its end-of-contract obligations pertaining to provisions for dismantling of assets, revising its assumptions to reflect more up-to-date values.

	Deferred tax liabilities	Provisions for dismantling	Other provisions	Total
Year ended December 31, 2023				
At beginning of the year	1 001	552	59	1 612
Exchange differences	- 93	- 42	- 5	- 140
Additions	510	285	–	795
Use	–	–	–	–
Reversal	–	–	- 87	- 87
Change in consolidation scope	–	–	–	–
At the end of the year	**1 418**	**795**	**- 34**	**2 180**
thereof short-term	–	–	–	–
thereof long-term	1 418	795	- 34	2 180

All amounts are in CHF 000 unless otherwise noted

11 Share Capital

The share capital of Edisun Power Europe Ltd. entered in the commercial register amounts to TCHF 31 075 and is fully paid in. It consists of 1 035 821 ordinary shares with a nominal value of CHF 30.00 each.

11.1 Share premium

In 2024, the distribution of TCHF 1 761 of the capital contribution reserve was recorded to the Share Premium.

In 2023, the distribution of TCHF 1 657 of the capital contribution reserve was recorded to the Share Premium.

11.2 Own shares

As of the balance sheet date, neither Edisun Power Europe Ltd. nor any of its subsidiaries hold their own shares.

11.3 Retained earnings and cumulative translation adjustment

As of December 31, 2024, the aggregate balance of retained earnings and the cumulative translation adjustment (CTA) amounted to TCHF 31 940. This total is comprised of retained earnings of TCHF 50 088, offset by a CTA of TCHF 18147. During the period, retained earnings increased by TCHF 2 851, while the CTA decreased by TCHF 6 655.

All amounts are in CHF 000 unless otherwise noted

12 Information by Segment

The segment revenues for the year ended December 31, 2024, are as follows:

	Switzerland	Germany	Spain	France	Italy	Portugal	EPE	Group
Total segment revenue	781	795	4 541	2 462	522	5 596	36 719	51 416
Total segment other operating income	–	6	87	1	13	54	861	1 021
Inter-segment revenue	–	–	- 29	–	- 5	–	- 861	- 895
Revenue from external customers	**781**	**801**	**4 600**	**2 463**	**530**	**5 650**	**36 718**	**51 542**
EBITDA	**678**	**386**	**2 737**	**1 983**	**285**	**4 196**	**6 315**	**16 580**
EBITDA in % of revenue	86.8 %	48.2 %	59.5 %	80.5 %	53.8 %	74.3 %	17.2 %	32.2 %

The segment revenues for the year ended December 31, 2023, are as follows:

	Switzerland	Germany	Spain	France	Italy	Portugal	EPE	Group
Total segment revenue	904	926	5 759	2 557	561	6 742	–	17 450
Total segment other operating income	–	–	121	131	26	26	19 970	20 274
Inter-segment revenue	–	–	- 63	–	- 10	–	–	- 73
Revenue from external customers	**904**	**926**	**5 817**	**2 688**	**577**	**6 768**	**19 970**	**37 651**
EBITDA	**774**	**187**	**4 017**	**2 269**	**158**	**5 619**	**17 888**	**30 911**
EBITDA in % of revenue	85.6 %	20.2 %	69.1 %	84.4 %	27.3 %	83.0 %	89.6 %	82.1 %

All amounts are in CHF 000 unless otherwise noted

General
The 2024 revenues in the countries is TCHF 2 855 or 16 % lower compared to the previous year, excluding EPE. The key drivers behind the reduction were the merchant price decline for the Spanish plants (TCHF 1 229 or 43 % of the total decline), the drop in the price of the GoOs for Portugal (TCHF 825 or 29 % of the total decline), the negative irradiance impact in Portugal (TCHF 293 or 10 % of the total decline), followed by plants which were decommissioned during 2023 and did not contribute anymore during 2024 (TCHF 206 or 7 % of the total decline).

Irradiation in our markets was weak during 2024 when compared to the long-term average calculated based on specialised forecasting tools. On average, the achieved production in our markets was 5 % lower than a “standard” year, with Switzerland being the worst impacted (-15 %), followed by France (-6 %), Italy (-5 %) and Portugal (-6 %). In contrast, irradiance in Germany and Spain were in-line with the long-term average. This negative effect together with changes in the consolidation structure, reduced electricity market prices in Spain and lower achieved prices for Guarantees of Origins (GoOs) resulted in the revenue reduction for the Group.

The EBITDA margin (excluding EPE) stood at 69,2 %, slightly below the mid-term target of 70 %.

Portugal
The 2024 revenue is TCHF 1 118 or 17 % lower compared to the previous year. Key drivers for this reduction were the significant decrease in the prices of Guarantees of Origin (GoOs) and the negative irradition impact. The two operating large-scale plants, Betty and Mogadouro, reported a production level that is 4 % lower than the previous year, primarily due to weak irradiation compared to the long-term average. The price from our long-term power purchase agreement remained fixed. We anticipate a recovery in GoO prices in the coming years, driven by new agreements and evolving market conditions.

Spain
The 2024 revenue is TCHF 1 217 or 21 % lower compared to the previous year, significantly driven by lower prices achieved at the power exchange then what has been predicted by the government for the current regulatory period. While the underlying calculation for the subsidies remains at consistent absolute level (i.e. no change in the subsidised regulatory return over the system’s lifetime), income from the energy market sales decreased by more than expected compared to when the subsidy amounts were set for the current regulatory cycle. It is anticipated that the upcoming regulatory cycle, starting in 2026, will compensate for the shortfall resulting from market sales below the expected prices.

Production in Spain increased remained flat and in-line within the expected long-term average. This is partially primarily attributable to technical improvements on our projects on the Balearic Islands (Cortadeta and Digrun), where certain inverters and modules were replaced, and a new inverter was installed at our location Valle Hermoso. Notably, despite the challenges posed by the flood in Valencia, the Requena plants remained largely unaffected, and the operational team responded effectively to restore normal operations.

All amounts are in CHF 000 unless otherwise noted

Germany
The 2024 revenue is TCHF 125 or 13 % lower compared to the previous year. Main drivers were the Hörselgau effect and a decline in general market prices at the power exchange. The actual production for the year was 5 % below the prior year's level. Excluding the impact from Hörselgau, production increased by 1.5 %, supported by a "normal" irradiance year. In addition, the successful completion of facility repairs at the Kempten Robert S. School system by April 2024 helped mitigate the negative volume impact, following disruptions caused by flooding from November 2023 onward. Furthermore, the production at Leipzig, our largest system in Germany, increased by 3 %. Overall, the Hörselgau effect coupled with a decline in general market prices at the power exchange had a negative impact on revenues.

Italy
The 2024 revenue is TCHF 47 or 8 % lower compared to the previous year with the primary driver being lower irradiance when compared to the long-term average. Prices remained largely stable throughout the reporting period.

Switzerland
The 2024 revenue is TCHF 124 or 14 % lower than the previous year. Lower irradiance than what would typically be expected in a "normal" weather year were experienced. As a result, production for the period is 7 % lower than in the previous year on a "like-for-like" basis. Including the fact, that UBS Acacias was transferred to the owner of the roof in November 2023, the overall production was 13 % lower. On a positive note, the Grand Hangar facility showed improvement following the breakdown in 2023 and has not encountered any operational issues to date in the current year.

Furthermore, ERZ II was successfully transferred to the respective building owner in October 2024 without the need for dismantling.

France
The 2024 revenue is TCHF 225 or 8 % lower compared to the previous year, predominantly driven by the reduced production output.

As of year-end, the production level in France is 6 % lower than in 2023. This decrease is primarily attributable to reduced irradiance levels and the discontinuation of operations at the Arthenas facility following a fire that destroyed the plant in July 2023. However, it is noteworthy that the repairs undertaken at the Gravona facility during 2023 has helped mitigate the decline, preventing an even more significant reduction in production.

Revenue from the Sale of Projects
The significant portion of the revenue from sale of projects in EPE is originated from the Transaction signed on 31st of December 2024 (see note 5.4).

The CHF/EUR exchange rate adversely affected market revenue (TCHF -352) and EBITDA (TCHF -240).

All amounts are in CHF 000 unless otherwise noted

13 Pension Fund Liabilities

Economic benefit/economic obligation and pension plan expenses:

	Surplus / Deficit according to Swiss GAAP ARR 26	**Economic impact Group**		**Change to prior year or charge to income current year**	**Contri-butions for the period**	**Pension plan expenses in personnel expenses**	
	31.12.2024	31.12.2024	31.12.2023			2024	2023
Pension schemes with funding surplus / deficit Switzerland	–	–	–	–	2	2	2
Pension institutions with funding surplus / deficit abroad	–	–	–	–	–	–	–
Unfunded pension schemes	–	–	–	–	–	–	–
Total	**–**	**–**	**–**	**–**	**2**	**2**	**2**

	Surplus / Deficit according to Swiss GAAP ARR 26	**Economic impact Group**		**Change to prior year or charge to income current year**	**Contri-butions for the period**	**Pension plan expenses in personnel expenses**	
	31.12.2023	31.12.2023	31.12.2022			2023	2022
Pension schemes with funding surplus / deficit Switzerland	–	–	–	–	2	2	23
Pension institutions with funding surplus / deficit abroad	–	–	–	–	–	–	–
Unfunded pension schemes	–	–	–	–	–	–	–
Total	**–**	**–**	**–**	**–**	**2**	**2**	**23**

All amounts are in CHF 000 unless otherwise noted

14 Personnel Expenses

	2024	2023
Wages and salaries	- 5	- 42
Social security costs	- 7	- 31
Other personnel costs	- 6	22
Total	**- 17**	**- 50**

Edisun Power is managed by its Board of Directors, which has delegated the role of Chief Executive Officer (CEO) to the Chairman. The Company has also entered into a service contract with the Chief Financial Officer (CFO) and maintains agreements with third-party long-term suppliers. During 2024, the company did not have any other employees on its payroll.

15 Leasing Commitments

	2024	2023
Less than 1 year	748	757
Between 1 and 5 years	2 990	3 029
Over 5 years	10 470	10 312
Total	**14 208**	**14 099**

The figures in the preceeding table mainly include rental contracts for land and roofs on which the group's photo voltaic plants are built.

16 Financial Income and Expenses

	2024	2023
Other financial interest	504	429
Foreign exchange gains	119	12 440
Financial income	**623**	**12 868**
Borrowings third-party	- 2 724	- 1 696
Straight bonds	- 3 454	- 2 536
Foreign exchange losses	- 441	- 7 089
Other financial expenses	- 455	- 1 121
Financial expense	**- 7 074**	**- 12 442**
Net finance cost	**- 6 451**	**427**

In 2024, foreign exchange gains totaled TCHF 119, down from TCHF 12 440 in 2023. This is due to reduction in EUR borrowings, bank facilities, related party loans (e.g., ENVATIOS), and trade payables (e.g., SEGAG) and due to the Swiss franc weakening against the Euro (2024: 0.9419, 2023: 0.9216).

Foreign exchange losses were TCHF 441 (2023: TCHF 7 089), mainly from receivable valuation changes.

Interest expenses on straight bonds rose to TCHF 3 454 (2023: TCHF 2 536), driven by the full-year impact of bonds issued in November 2023 and new 3.5 % bonds in 2024.

All amounts are in CHF 000 unless otherwise noted

17 Income Tax Expenses

	2024	2023
Current income tax expenses	- 283	- 825
Deferred income tax expenses	- 234	- 398
Deferred income taxes (income)	104	79
Total income tax expenses	**- 413**	**- 1 145**
Calculated tax rate	- 12.7 %	4.7 %

18 Earnings per Share

Basic earnings per share is calculated by dividing the earnings attributable to equity holders of the group by the weighted average number of ordinary shares in issue during the year, excluding ordinary shares purchased by the group and held as treasury shares.

	2024	2023
Profit attributable to equity holders of the Group	2 851	23 353
Weighted average number of ordinary shares outstanding	1 035 821	1 035 821
Basic and diluted earings per share (CHF per share)	**2.75**	**22.55**

19 Dividends per Share

In the first six months of 2024, dividends totalling TCHF 1 761 (CHF 1.70 per share) were paid out in the form of a distribution of capital contribution reserves. This compares to TCHF 1 657 (CHF 1.60 per share) paid out in the first half of 2023.

20 Contingencies

The group has contingent liabilities in respect of legal claims arising in the ordinary course of business. It is not anticipated that any material liabilities will arise from the contingent liabilities other than those provided for.

21 Commitments and Collaterals

The following current and future receivables from the sale of solar power to local electricity companies have been pledged to secure third-party borrowings:

	2024	2023
to banks	59 565	52 109
Total	**59 565**	**52 109**

The current value of the receivables of the PV plants pledged to secure bank financings amount to TCHF 636 (2023: 2072) and the total book value to the banks yields the amount of TCHF 80 948 (2023: 104 518), respectively. There were no other commitments as of December 31, 2024 and December 31, 2023, respectively.

All amounts are in CHF 000 unless otherwise noted

22 Related-Party Transactions

Related party transactions are reported in the consolidated financial statements and consist of the following positions:

	2024	2023
Related to Smartenergy Group AG (SEGAG)		
Revenue from the sale of renewable energy projects (see note 5.4)	36 719	18 706
Costs related to the sale of renewable energy projects (see note 5.4)	29 328	–
Open accounts receivable related to the services from the sold companies	–	68
Non-interest bearing long-term Loan related to Purchase of PV projects (see notes 9)	8 173	–
Accounts payable to SEGAG from REVAMP transactions (see note 8)	–	6 419
Accounts payable to SEGAG for Services and Licenses	42	357
Partial reimbursement of the loan granted by SEGAG to EPE	–	12 982
Amount invoiced for the development services of the SEGAG Service Companies	921	1 965
Sale of electricity to Muon (see note 12)	5 596	6 528
The services invoiced by Prodiel Energy Spain paid by PQS entities	–	38
Related to SE Asset Management AG (SEAMAG)		
Open balance with SEAMAG	1	79
Services paid by EPE according to SLA	1 000	863
Related to SE EPC AG		
EPC Services paid to Smartenergy EPC for the construction of the PQS PV plants	–	12 278
Related to ENVATIOS INVEST		
Borrowing from the previous shareholder for the adquisition of the ES2132 (see note 5.4 and note 9)	24 804	47 053
Related to Smartenergy Invest AG (SEIAG)		
Land lease Requena Estate	114	108

Muon is an electricity trading company that is a 100 % subsidiary of Smartenergy Group AG.

Key Management and Board Compensation (CHF)	**2024**	**2023**
Salaries and other short-term employee benefits	80	76
Social benefits (employer’s contribution)	8	7
Total compensation	**88**	**83**

23 Other

At the end of 2024, Edisun has launched a process to attract infrastructure funds, private equity and/or owners and operators of data centers to invest in the large-scale plant “Fuencarral”. Smartenergy Group has agreed to buy back the large-scale “Fuencarral” plant if it cannot be financed in order to indemnify Edisun.

24 Events after the Balance Sheet Date

Management has evaluated subsequent events, and no events or transactions have occurred that would require recognition or disclosure in the financial statements.

Phone +41 44 444 59 80
www.bdo.ch
andreas.forster@bdo.ch
avni.sejdaj@bdo.ch

BDO Ltd
Schiffbaustrasse 2
8031 Zurich

STATUTORY AUDITOR'S REPORT

To the general meeting of Edisun Power Europe AG, Zurich

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Edisun Power Europe AG and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion the consolidated financial statements (pages 27 to 62) give a true and fair view of the consolidated financial position of the Group as at 31 December 2024 and of its consolidated financial performance and consolidated cash flows for the year then ended in accordance with Swiss GAAP FER and comply with Swiss law.

Basis for Opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical 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 opinion.

Emphasis of matter related to assets under construction

We draw attention to Note 5 in the consolidated financial statements, which indicates that the valuation of assets under construction is depending on the Group's ability to meet the budgeted cash flows. If the expected cash flows cannot be generated, the value of the assets under construction might be impaired and would impact the financial situation of the Group. The consolidated financial statements do not include any adjustment that might result from the outcome of this material uncertainty. Our opinion is not modified in respect of this matter.

Material uncertainty related to going concern assessment

We draw attention to Note 2.19 in the consolidated financial statements, which indicates that the Group will require further measures to strengthen the balance sheet and liquidity position. As stated in Note 2.19, these events or conditions, along with other matters as set forth in Note 2.19, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continues as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Phone +41 44 444 59 80
www.bdo.ch
andreas.forster@bdo.ch
avni.sejdaj@bdo.ch

BDO Ltd
Schiffbaustrasse 2
8031 Zurich

Key Audit Matter	How the Key Audit Matter was addressed in the audit
Recoverability of land, plant and equipment (PV plants and assets under construction)	
Land, plant and equipment amounted to CHF 342.8 million (97% of total assets) as of 31 December 2024 and mainly consist of PV plants and assets under construction. We consider the valuation of PV plants and assets under construction as a particularly significant area due to the size of the carrying value and judgements involved in assessing the recoverability of these assets. Those judgements related to the future performance of the PV plants and the discount rates applied to future cash flow forecasts. We refer to Note 5 to the consolidated financial statements for the Group's disclosure.	Management assessed the recoverability of PV Plants and assets under construction and shared the results with us. We critically evaluated and challenged the assumptions made by management. Management had followed a clearly documented process for drawing up future cash flow forecasts, which was subject to timely oversight and challenge by the Board of Directors. We compared the current year actual results with the figures included in the prior year forecasts to consider whether any forecasts included assumptions that, with hindsight, had been optimistic. With the assistance of an internal expert, we challenged the accuracy of the model used and management's assumptions on the revenue, by comparing them to economic and industry forecasts and the discount rate, by assessing the cost of capital for comparable organizations, as well as considering territory specific factors. We assessed the correct disclosure in the consolidated financial statements.

Other Information

The board of directors is responsible for the other information. The other information comprises the information included in the corporate governance report and the management report, but does not include the consolidated financial statements, the financial statements, the compensation report and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Phone +41 44 444 59 80
www.bdo.ch
andreas.forster@bdo.ch
avni.sejdaj@bdo.ch

BDO Ltd
Schiffbaustrasse 2
8031 Zurich

Responsibilities of the Board of Directors for the Consolidated Financial Statements

The board of directors is responsible for the preparation of the consolidated financial statements, which give a true and fair view in accordance with Swiss GAAP FER and the provisions of Swiss law, and for such internal control as the board of directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the board of directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the board of directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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 to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. 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.

A further description of the auditor's responsibilities for the audit of the consolidated financial statements is located at EXPERTsuisse's website at: https://www.expertsuisse.ch/en/audit-report-for-ordinary-audits. This description forms part of our auditor's report.

Report on Other Legal and Regulatory Requirements

In accordance with Art. 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of consolidated financial statements according to the instructions of the board of directors.

We recommend that the consolidated financial statements submitted to you be approved.

Zurich, 27 March 2025

BDO Ltd

Andreas Forster
Auditor in charge
Licensed Audit Expert

i.V. Avni Sejdaj
Licensed Auditor

Statutory Financial Statements of Edisun Power Europe Ltd.

Balance Sheet Edisun Power Europe Ltd.

	Notes	31.12.2024 TCHF	31.12.2023 TCHF
Assets			
Current assets			
Cash and cash equivalents		149	1 322
Trade receivables		–	83
Other current receivables from third parties		30	76
Other current receivables from group companies	3.2	1 011	3 005
Accrued income and deferred expenses	2.6	6	20
Total current assets		**1 196**	**4 506**
Non-current assets			
Loans to group companies	3.2	16 378	37 124
Investments in subsidiaries	3.3	243 313	192 117
Property, plant and equipment		2	3
Accrued income and deferred expenses		402	279
Total non-current assets		**260 095**	**229 523**
Total assets		**261 290**	**234 029**
Liabilities and equity			
Short-term liabilities			
Trade payables to third parties	3.6	56	305
Trade payables to related parties	3.6	230	6 856
Trade payables to group companies	3.6	1 433	2 074
Short-term interest-bearing liabilities	3.4	2 659	23 297
Other payables	3.6	11	13
Accrued expenses and deferred income	3.6	1 687	1 258
Total short-term liabilities		**6 076**	**33 803**
Long-term liabilities			
Long-term interest-bearing liabilities to third parties	3.4	141 645	103 820
Long-term non interest-bearing liabilities to related parties	3.4.1	8 173	–
Long-term interest-bearing liabilities to group companies	3.4.2	11 679	3 624
Total long-term liabilities		**161 497**	**107 444**
Total liabilities		**167 573**	**141 247**
Shareholders' equity			
Share capital		31 075	31 075
Reserves from capital contributions	4.5	43 532	45 293
Retained earnings		16 414	- 1 336
Profit for the period		2 696	17 750
Total equity		**93 717**	**92 782**
Total liabilities and equity		**261 290**	**234 029**

The notes are an integral part of these financial statements.

Income Statement Edisun Power Europe Ltd.

	Notes	31.12.2024 TCHF	31.12.2023 TCHF
Revenue from sales of services		883	1 181
Other income	3.1	6 867	18 645
Total revenues		**7 750**	**19 826**
Personnel expenses		- 17	- 49
Rental and maintenance expenses	3.8	- 58	- 46
Administration expenses		- 779	- 1 979
Advertising expenses		- 1	- 14
Other operating expenses		- 1 035	- 890
Earnings before interest, tax, depreciation and amortization (EBITDA)		**5 858**	**16 849**
Depreciation and amortization		- 106	- 86
Earnings before interest and taxes (EBIT)		**5 752**	**16 763**
Financial income	3.7	2 919	14 848
Financial expenses	3.7	- 5 978	- 13 715
Earnings before taxes (EBT)		**2 692**	**17 896**
Profit before taxes		**2 692**	**17 896**
Taxes		4	- 146
Profit/(Loss) for the period		**2 696**	**17 750**

The notes are an integral part of these financial statements.

Notes to the Financial Statements Edisun Power Europe Ltd.

1 General Information

1.1 Legal form, registered office and capital

Edisun Power Europe Ltd., which is listed on the SIX Swiss Exchange in Zurich (Switzerland), is the holding company of the Edisun Power Group. The company was established on December 1, 2005 as a stock corporation and is domiciled in Zurich.

The share capital of Edisun Power Europe Ltd. amounts to CHF 31 074 630.00 and consists of 1 035 821 registered shares with a par value of CHF 30.00 each.

2 Key Accounting and Valuation Principles

2.1 Accounting principles applied in the preparation of the financial statements

These financial statements have been prepared in accordance with the provisions of commercial accounting as set out in the Swiss Code of Obligations (Art. 957 to 963b CO). Where not prescribed by law, the significant accounting and valuation principles applied are described below.

Edisun Power Europe Ltd. is presenting consolidated financial statements according to Swiss GAAP FER. As a result, these financial statements and notes do not include additional disclosures, cash flow statement and management report.

2.2 Trade and other current receivables

Trade and other short-term receivables mainly include receivables from subsidiaries and are carried at their nominal value. Impairment charges are calculated for these assets on an individual basis.

2.3 Financial assets

Financial assets mainly include loans to subsidiaries and are carried at their nominal value. Impairment charges are calculated for these assets on an individual basis.

2.4 Investments in subsidiaries

Investments in subsidiaries are carried at cost less impairment charges. Impairment charges are calculated for these assets on an individual basis.

2.5 Property, plant and equipment

Tangible fixed assets are valued at acquisition or manufacturing costs less accumulated depreciation. The straight line depreciation method is used for tangible fixed assets according to their expected useful life.

2.6 Accrued income and deferred expenses

Accrued income and deferred expenses mainly include accrued interest income on prepayments for PV projects, capitalized borrowing costs and capitalized software development costs. Capitalized costs are amortized using the straight-line method over the contractual duration of the financing (for capitalized borrowing costs) or over five years (for capitalized software development costs).

2.7 Interest-bearing liabilities

Interest-bearing liabilities are valued at their nominal value. Issuing costs of bonds are carried in accrued income and deferred expenses and are amortised using the straight-line method over the term of the bond.

2.8 Foreign currency items

The currency in which Edisun Power Europe Ltd. operates is CHF. Transactions in foreign currencies are converted into the curreny in which the company operates (CHF) at the exchange rate on the day the transaction takes place.

Monetary assets and liabilities in foreign currencies are converted into the currency in which the company operates (CHF) at the exchange rate on the balance sheet date. Any profits or losses resulting from the exchange are recorded in the income statement.

Euro exchange rate applied on balance sheet 31.12.2024: CHF 0.9419 (31.12.2023: CHF 0.9260)

2.9 Revenue recognition

Edisun Power Europe Ltd. records the gross invoice amount from the sale of services as revenues from sales of services. Edisun Power Europe Ltd. recognizes revenue when the amount of revenue can be reliably measured and it is likely that future economic benefits will flow to the entity. The sale of services is invoiced twice a year at the end of each semester.

2.10 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

2.11 Assessment as going concern

To further strengthen the balance sheet and liquidity position, ensuring a solid foundation for sustainable growth – particularly in relation to the new strategy of “Renewables to AI” – the Board of Directors has initiated and implemented several strategic measures, including:
- Conducting an auction to attract equity investors, such as infrastructure funds, private equity firms, and/or data center owners and operators.
- Ensuring a large non-recourse project financing, led by a renowned bank.
- Exploring opportunities to enhance liquidity through asset sales.
- Planning the launch of a new five-year bond in 2025.
- Proposal of dividend suspension.
- Put option for project ‘Fuencarral’, thereby indemnifying Edisun and protecting its financial position.

Additionally, the company retains the option to secure further equity funding if needed.

The material uncertainties are as following:
- Ensuring enough of debt and equity funding to support investment activities
- Ability to timely sell assets (if targeted)
- Obtaining the necessary permits to successfully complete investment projects
- Potential fluctuations in energy prices and the impact of exceptional weather events on production of renewable energy, which may affect cash flows.

Depending on how the situation unfolds, it might raise significant doubts about the company’s ability to continue as a going concern. The Board of Directors is of the opinion that, despite the uncertainties, Edisun Power Europe AG will be successful in the above measures and, accordingly, has prepared the financial statements on a going concern basis.

3 Information Relating to Items on the Balance Sheet and Profit and Loss Accounts

3.1 Other income

Further to the transaction signed on December 31, 2024 between Edisun Power Europe Ltd. and Smartenergy Group AG, the capital gain of TCHF 6 867 has been accounted for (2023: TCHF 18 645). This other income is generated by the sale of the following entities: SEIT2001, SEIT2003, SEIT2104, SEIT2105, SEIT2106, SEIT2108, SEIT2109, SEIT2111 and SEIT2113.

3.2 Receivables and intercompany loans

	2024 TCHF	**2023** TCHF
Other receivables from group companies (gross amount)	1 011	3 005
Impairment	–	–
Other receivables from group companies (net amount)	**1 011**	**3 005**
Loans to group companies (gross amount)	27 724	48 471
Impairment	- 11 347	- 11 347
Loans to group companies (net amount)	**16 377**	**37 124**

The other receivables from group companies decreased in 2024 by TCHF 1 994 predominantly due to payments from Edisun Power France SAS to Edisun Power Europe Ltd.

The loans to group companies decreased by TCHF 20 747 mainly due to repayments from the Spanish and Portuguese entities, conversion into capital contribution and the transfer of loans linked to the sale of the nine Italian entities end of 2024.

The loans to group companies are mainly subordinated loans in the amount of MCHF 27.3 (2023: MCHF 37.7).

3.3 Investments in subsidiaries

Direct investments in subsidiaries			**2024**		**2023**
		Capital	**Share**	**Capital**	**Share**
Edisun Power Schweiz AG, Zurich	TCHF	100.0	100 %	100.0	100 %
Edisun Power GmbH, Sigmaringen	TEUR	750.0	100 %	750.0	100 %
Edisun Power Iberia SA, Madrid	TEUR	61.0	100 %	61.0	100 %
ES2132 Smartenergy SLU, Valencia	TEUR	3.0	100 %	3.0	100 %
ESJV05 GREENFIELD PV DEVELOPMENT, S.L.U., Valencia	TEUR	3.0	100 %	3.0	0 %
ESJV06 GREENFIELD PV DEVELOPMENT, S.L.U., Valencia	TEUR	3.0	100 %	3.0	0 %
ESJV07 GREENFIELD PV DEVELOPMENT, S.L.U., Valencia	TEUR	3.0	100 %	3.0	0 %
Edisun Power France SAS, Lyon	TEUR	2 800.0	100 %	2 800.0	100 %
Edisun Power Italia SRL, Andriano	TEUR	10.0	100 %	10.0	100 %
Smartenergy 1808 LDA, Lisbon	TEUR	0.1	100 %	0.1	100 %
Smartenergy 1705 LDA, Lisbon	TEUR	0.1	100 %	0.1	100 %
Ignichoice Renewable Energy SA, Lisbon	TEUR	1 000.0	100 %	1 000.0	100 %
Smartenergy 1706 SA, Lisbon [Merged with Ignichoice]	TEUR	50.1	0 %	50.1	100 %
Smartenergy2001 SRL, Milano	TEUR	10.0	0 %	10.0	100 %
Smartenergy2003 SRL, Milano	TEUR	10.0	0 %	10.0	100 %
SmartenergyIT2104 SRL, Milano	TEUR	10.0	0 %	10.0	100 %
SmartenergyIT2105 SRL, Milano	TEUR	10.0	0 %	10.0	100 %
SmartenergyIT2106 SRL, Milano	TEUR	10.0	0 %	10.0	100 %
SmartenergyIT2108 SRL, Milano	TEUR	10.0	0 %	10.0	100 %
SmartenergyIT2109 SRL, Milano	TEUR	10.0	0 %	10.0	100 %
SmartenergyIT2111 SRL, Milano	TEUR	10.0	0 %	10.0	100 %
SmartenergyIT2113 SRL, Milano	TEUR	10.0	0 %	10.0	100 %

Indirect investments in subsidiaries			2024		2023
		Capital	Share	Capital	Share
Edisun Power Beteiligungs UG, Sigmaringen	TEUR	1.0	100 %	3.1	100 %
PV Hörselgau UG & Co. KG, Sigmaringen	TEUR	16.0	100 %	16.0	100 %
PV Leipzig Alter Flughafen UG & Co. KG, Sigmaringen	TEUR	400.0	100 %	400.0	100 %
Edisun Power Iberia Beta SA, Madrid	TEUR	61.0	100 %	61.0	100 %
Edisun Power Iberia Gamma SA, Madrid	TEUR	61.0	100 %	61.0	100 %
Edisun Power Iberia Delta SA, Madrid	TEUR	61.0	100 %	61.0	100 %
Edisun Power Iberia Epsilon SA, Madrid	TEUR	61.0	100 %	61.0	100 %
Salinas Energia Solar SL, Madrid	TEUR	20.0	100 %	20.0	100 %
Cortadeta Fotovoltaica SL, Madrid	TEUR	3.1	100 %	3.1	100 %
Sol de Tilla SL, Madrid	TEUR	3.1	100 %	3.1	100 %
Digrun Grun SL, Madrid	TEUR	1 490.8	100 %	1490.80	100 %
Tenpro Renovables SL, Madrid	TEUR	3.1	100 %	3.1	100 %
Renovables del Condado SL, Madrid	TEUR	750.0	100 %	750.0	100 %
Smartenergy Sol20120014 SL, Madrid	TEUR	3.0	100 %	3.0	100 %
Smartenergy Sol20120016 SL, Madrid	TEUR	3.0	100 %	3.0	100 %
Envatios Fuencarral SLU,Valencia	TEUR	3.0	100 %	3.0	100 %
Envatios Promocion XIX SLU, Valencia	TEUR	3.0	100 %	3.0	100 %
Envatios Promocion XXIV SLU, Valencia	TEUR	3.0	100 %	3.0	100 %
Sainte Maxime Solaire SAS, Lyon	TEUR	50.0	100 %	50.0	100 %
CTG Baal SRL, Andriano	TEUR	30.0	100 %	30.0	100 %
HCMI - SGPS SA, Lisbon	TEUR	50.0	100 %	50.0	100 %
Central Fotovoltaica da Mina LDA, Lisbon	TEUR	1.0	100 %	1.0	100 %

As per the Transaction Framework Agreement signed between Edisun Power Europe Ltd. and Smartenergy Group AG on December 31, 2024, EDISUN acquired three Special Purpose Vehicles to enable the ‘Renewable Energy for Artificial Intelligence’ strategy for the Fuencarral asset and sold the Italian project portfolio, comprising approximately 159 MWp, to Smartenergy Group AG.

During 2024, following changes occurred:

- Acquisition of ESJV05, ESJV06, ESJV07 GREENFIELD PV DEVELOPMENT, S.L.U. with a 100 % stake.
- Disposal of Smartenergy2001 SRL, Smartenergy2003 SRL, SEIT2104 SRL, SEIT2105 SRL, SEIT2106 SRL, SEIT2108 SRL, SEIT2109 SRL, SEIT2111 SRL, SEIT2113 SRL, reducing ownership from 100 % to 0 %.
- Merge of Ignichoice Renewable Energy SA with Smartenergy 1706 SA.

The investment in ES2132 Smartenergy SLU, along with the indirect investments in Envatios Fuencarral SLU, Envatios Promocion XIX SLU, and Envatios Promocion XXIV SLU, constitutes the large-scale 'Fuencarral' project in the Madrid area, Spain. The valuation of these entities is based on the purchase price paid by Edisun at the end of 2023, reflecting their cost value and serving as the minimum recoverable amount. This valuation is expected to be supported by future cash flows from either the sale of the project or its operational cash flow generation upon completion. After evaluating external market data from a Spanish bank on a potential sale value at year-end, management determined that the current valuation represents a prudent estimate with significant upside potential, while stating that this conclusion of a significant upside depends on the outcome of a sales transaction, while not executing its put option.

3.4 Interest bearing liabilities

	2024 TCHF	**2023** TCHF
2.00 % Bond 2019 – 2024	–	22 615
Loans from shareholders	659	682
Loans from third parties	2 000	–
Total short-term interest bearing liabilities	**2 659**	**23 297**
2.00 % Bond 2021 – 2026	39 790	39 790
3.00 % Bond 2022 – 2027	34 975	34 975
3.00 % Bond 2022B – 2027	3 745	3 745
3.25 % Bond 2023 – 2028	25 310	25 310
3.50 % Bond 2024 – 2029	13 155	–
3.50 % Bond 2024B – 2029	15 670	–
Loans from third parties	9 000	–
Total long-term interest bearing liabilities	**141 645**	**103 820**

In June 2024, Edisun Power Europe Ltd. issued a five-year bond (3.50 %) for TCHF 13 155. Another five-year bond (3.50 %) followed in August 2024, totaling TCHF 15 670 – of which TCHF 12 905 came from the conversion of the 2019 bond and TCHF 2 765 from new and existing investors. The 2.00 % 2019 – 2024 bond (TCHF 22 615) matured on August 31, 2024, with a net repayment of TCHF 9 710 and TCHF 12 905 converted into Bond 2024B. During March 2024, Edisun Power Europe Ltd. obtained a new credit line of TCHF 12 000 from a Swiss bank with the interest of bank refinancing + spread 2.50 %. This credit line was used to partially repay the short-term borrowings of ENVATIOS, the previous shareholder of the Fuencarral projects (as per transaction signed December 2023). TCHF 1 000 was repaid in December 2024, with the remaining amount classified as short-term (TCHF 2 000) and long-term liability (TCHF 9 000).

3.4.1 Long-term non-interest bearing liability to related party

The following table provides details on the non-interest bearing long term liabilities:

	2024 TCHF	2023 TCHF
Loan from related party	8 173	–

As per transaction signed end of 2024 between Edisun Power Europe Ltd. and Smartenergy Group AG, the non interest bearing loan amounts to 8 173 TCHF.

3.4.2 Long-term interest bearing liabilities to group companies

Liabilities to group companies increased by TCHF 8 055 as Edisun Power Europe Ltd. received part of the refinancing granted by a Spanish bank to Edisun Power Iberia Ltd. in November 2024. The full amount of TCHF 11 679 is owed to Edisun Power Iberia Ltd.

	2024 TCHF	2023 TCHF
Long-term interest-bearing liabilities to group companies	11 679	3 624

3.5 Collateral for third-party liabilities

Neither in 2024 nor 2023 any receivables from energy deliveries from the sale of solar power to local elecriticy companies of the subsidiaries of Edisun Power Europe Ltd. have been pledged to secure third-party loans or straight bonds.

However, Edisun Power Europe Ltd. has provided a guarantee of TCHF 2 105 (2023: TCHF 2 070) to secure bank financing for Edisun Power France SAS.

Edisun Power Europe Ltd. guaranteed TCHF 3 300 to a Swiss bank for a TCHF 3 000 loan provided to Edisun Power Schweiz, of which TCHF 600 was repaid in 2024.

3.6 Trade and other payables

The following table provides details on trade payables and other payables:

	2024 TCHF	2023 TCHF
Trade payables to third parties	56	305
Trade payables to related parties	230	6 499
Trade payables to group companies	1 433	2 074
Payables to shareholders	–	357
Social security and other taxes	11	13
Total	**1 730**	**9 248**

The following table provides details on accrued costs:

Interest on borrowings	749	458
Tax provision	122	122
Other accrued costs	816	678
Total	**1 687**	**1 258**

The majority of the trade payable balance with related party has been repaid.

3.7 Financial income and expenses

The following table provides details on financial income and expenses:

	2024 TCHF	2023 TCHF
Interest income on intercompany loans	1 137	1 532
Foreign exchange gains	1 782	13 305
Financial income	**2 919**	**14 838**
Interest on straight bonds	- 3 454	- 2 536
Interest on loans	- 460	-17
Interest on intercompany loans	- 73	- 186
Foreign exchange losses	- 1 860	- 10 950
Other financial expenses	- 131	- 25
Financial expenses	**- 5 978**	**- 13 715**

The net position of FX gain and losses for 2024 resulted in a loss of TCHF 78, primarily due to the negative impact of foreign exchange fluctuations on intercompany loans. Compared to 2023, transaction volumes were significantly lower in 2024, leading to much smaller FX gains and losses. The increase in interest is due to the TCHF 12 000 credit line obtained from a Swiss bank on March 5, 2024. The interest expense from straight bonds amounted to TCHF 3 454, reflecting an increase of TCHF 918 from the previous year due to the issuance of new five-year bonds in 2024.

3.8 Leasing commitments

The rental and maintenance expenses amount to TCHF 58. Within this amount, there is no leasing commitment in 2024. The new Zurich office premises started to operate under an office service contract in November 2024, which is cancellable within 12 months. The annual fee for this contract is TCHF 48.

The figure in the table below reflects the rental contract for the previous company's business premises in Zurich. The company reports fixed operating leasing commitments that cannot be cancelled within 12 months and are not recognized in the balance sheet.

	2024 TCHF	2023 TCHF
Less than 1 year	–	47
Between 1 and 5 years	–	–
Over 5 years	–	–
Total	**–**	**47**

4 Other Information not visible in the Balance Sheet or Income Statement

There are no information not visible in the Balance Sheet or Income Statement.

4.1 Significant shareholders

	2024 in %	**2023** in %
Smartenergy Invest AG	33.1 %	33.1 %
Community of heirs of Hans Nef	13.6 %	13.9 %
Eberhard Martin	10.9 %	9.6 %

4.2 Shares held by management and administrative bodies

Board of Directors (and closely related parties)

	2024	**2023**
Horst H. Mahmoudi (through Smartenergy Invest AG)	343 000	343 000
Fulvio Micheletti	4 222	4 050
Reto Klotz	5 335	5 110
José Luis Chorro López	150	150
Marc Klingelfuss	1 750	1 750
Total	**354 457**	**354 060**

Management transactions are available on the SIX website: https://www.ser-ag.com/en/resources/notifications-market-participants/management-transactions.html#/

4.3 Full-time equivalents

The annual average number of full-time equivalents for both 2024 and 2023 did not exceed 10.

4.4 Subsequent events

Management has evaluated subsequent events, and no events or transactions have occurred that would require recognition or disclosure in the financial statements.

4.5 Breakdown of the capital reserves

The capital reserves are broken down as per domestic reserves and foreign reserves.

	2024	**2023**
Capital reserves domestic	41 140	41 140
Capital reserves foreign	2 392	4 153
Capital reserves total	**43 532**	**45 293**

Appropriation of Available Earnings

Proposal for the appropriation of reserves from capital contribution

	2024 in CHF	**2023** in CHF
Capital contribution reserves before proposed distribution	43 532 352	45 293 248
Proposed distribution of dividend out of capital reserves foreign	–	- 1 760 896
Capital contribution reserves after proposed distribution	**43 532 352**	**43 532 352**

The Board of Directors proposes to the Annual General Meeting of Shareholders that no dividend be distributed for the reporting period ending December 31, 2024 (previous year: CHF 1.70 per share).

Proposal of the Board of Directors for the appropriation of the retained earnings

	As of 31 Dec. 2024 in CHF
Profit brought forward from previous period	16 414 262
Profit for the period	2 696 195
Retained earnings at the end of period	**19 110 457**
Retained earnings to be carried forward	**19 110 457**

The Board of Directors proposes to the Annual General Meeting to be held on 2 May 2025 to carry forward retained earnings of CHF 19 110 457.

Phone +41 44 444 35 55
www.bdo.ch
zurich@bdo.ch

BDO Ltd
Schiffbaustrasse 2
8031 Zurich

STATUTORY AUDITOR'S REPORT

To the general meeting of Edisun Power Europe Ltd., Zurich

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Edisun Power Europe Ltd. (the Company), which comprise the balance sheet as at 31 December 2024, and the income statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements (pages 67 to 79) comply with Swiss law and the Company's articles of incorporation.

Basis for Opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical 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 opinion.

Emphasis of matter related to investments in subsidiaries

We draw attention to Note 3.3 in the financial statements, which indicates that the valuation of investments in subsidiaries is depending on the Company's ability to meet the budgeted cash flows. If the expected cash flows cannot be generated, the value of the investments might be impaired and would impact the financial situation to the Company. The financial statements do not include any adjustment that might result from the outcome of this material uncertainty. This would also give rise to justified concerns of over-indebtedness within the meaning of Art. 725b para. 1 CO and the corresponding provisions would have to be complied with. Our opinion is not modified in respect of this matter.

Material uncertainty related to going concern assessment

We draw attention to Note 2.11 in the financial statements, which indicates that the Company will require further measures to strengthen the balance sheet and liquidity position. As stated in Note 2.11, these events or conditions, along with other matters as set forth in Note 2.11, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continues as a going concern. If it were impossible to continue the company as a going concern, the financial statements would have to be prepared on the basis of disposal values. This would also give rise to justified concerns of over-indebtedness within the meaning of Art. 725b para. 1 CO and the corresponding provisions would have to be complied with. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Phone +41 44 444 35 55
www.bdo.ch
zurich@bdo.ch

BDO Ltd
Schiffbaustrasse 2
8031 Zurich

Key Audit Matter	How the Key Audit Matter was addressed in the audit
Valuation of investments in subsidiaries, loans and other current receivables to group companies	
The investments in subsidiaries, loans and other current receivables to group companies amount to CHF 260.7 million (99.8% of assets) as of 31 December 2024. We consider the valuation of investments in subsidiaries, loans and other current receivables to group companies as a particularly significant area due to the size of the carrying value and judgment involved in assessing the recoverability of these assets. The valuation methods imply considerable judgment with respect to assumptions about the future results of the business and the discount rates applied to future cash flow forecasts. We refer to Note 3.3 to the financial statements for the Company's disclosure.	Management assessed the recoverability of investments in subsidiaries, loans and other current receivables to group companies and shared the results with us. We critically evaluated and challenged the assumptions made by management. As a basis for the valuation the earnings of individual photovoltaic plants were used. Management had followed a clearly documented process for drawing up future cash flow forecasts, which was subject to timely oversight and challenge by the Board of Directors. We compared the current year actual results with the figures included in the prior year forecasts to consider whether any forecasts included assumptions that, with hindsight, had been optimistic. With the assistance of an internal expert, we challenged the accuracy of the model used and management's assumptions on the revenue, by comparing them to economic and industry forecasts and the discount rate, by assessing the cost of capital for comparable organisations, as well as considering territory specific factors. We assessed the correct disclosure in the financial statements.

Other Information

The board of directors is responsible for the other information. The other information comprises the information included in the corporate governance report and the management report, but does not include the financial statements , the consolidated financial statements, the compensation report and our auditor's reports thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Phone +41 44 444 35 55
www.bdo.ch
zurich@bdo.ch

BDO Ltd
Schiffbaustrasse 2
8031 Zurich

Responsibilities of the Board of Directors for the Financial Statements

The board of directors is responsible for the preparation of the financial statements in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the board of directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the board of directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the board of directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. 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 financial statements.

A further description of the auditor's responsibilities for the audit of the financial statements is located at EXPERTsuisse's website at: https://www.expertsuisse.ch/en/audit-report-for-ordinary-audits. This description forms part of our auditor's report.

Report on Other Legal and Regulatory Requirements

In accordance with Art. 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of financial statements according to the instructions of the board of directors.

Based on our audit in accordance with Art. 728a para. 1 item 2 CO, we confirm that the proposals of the board of directors comply with Swiss law and the Company's articles of incorporation. We recommend that the financial statements submitted to you be approved.

Zurich, 27 March 2025

BDO Ltd

Andreas Forster
Auditor in charge
Licensed Audit Expert

i.V. Avni Sejdaj
Licensed Auditor

Notes

The Corporate Governance Report as well as the Financial Statements can be downloaded at: **www.edisunpower.com**

Contact and Address: Edisun Power Europe Ltd., Limmatquai 4, 8001 Zurich, Switzerland, Phone +41 44 266 61 20, info@edisunpower.com, www.edisunpower.com **Publisher:** Edisun Power Europe Ltd.
Layout & Design: Crafft AG (www.crafft.ch)

Edisun Power Europe Ltd.
Limmatquai 4
8001 Zurich, Switzerland

Telephone +41 44 266 61 20

info@edisunpower.com
www.edisunpower.com