Annual Report 2023

Oranjewoud N.V.

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Foreword

In this annual report, we present our figures for 2023 and update you on the development of the various segments within Oranjewoud N.V.

Oranjewoud N.V. was listed on Euronext Amsterdam until February 7, 2022. As per that date Oranjewoud N.V. has been delisted. As at the date of these financial statements, Oranjewoud N.V. is 99.09% owned by Sanderink Investments B.V. Since June 1, 2023 all the shares held by Sanderink Investments B.V. minus one have been placed into custody with a custodian *(beheerder)* due to a decision of the Enterprise Chamber of the Court in Amsterdam. Oranjewoud N.V. had 7636 employees as at December 31, 2023 and recorded a total revenue of €2.0 billion in 2023.

Since 2005, Oranjewoud N.V. has been expanding, both autonomously and through acquisitions. In 2023 and beyond, until the date of these financial statements, no material acquisitions have been done. In 2023, the Grid Solutions activities were sold to SPIE Nederland and Immersion Projects hived off to continue as Immontec B.V. These divestments gave our cash collateral position, and thus our financial stability, an important boost.

In 2023, total revenue turned out on the level of €2.0 billion (2022: €1.9 billion). The operational result (EBITDA) came in at €122.0 million and decreased by €18.9 million compared to 2022 (€140.9 million).

The net result for 2023 was a profit of €45.4 million (2022: €260.7 million). The decrease in net result is caused by the sale of Strukton Worksphere in 2022.

Of all the segments, Consulting and Engineering Services (Antea Group), Rail Infrastructure and Civil Infrastructure achieved positive operational results in 2023. The segments Technology and Buildings and Other did not contribute to the Group's operational result.

The Board of Directors

Corporate profile

Oranjewoud N.V., which is the top holding of Strukton Groep and Antea Group, has been a listed company until February 7, 2022. Its subsidiaries operate both nationally and internationally. The companies that were part of Oranjewoud N.V. in 2023 were active in the fields of rail infrastructure, civil infrastructure, technology and buildings, environment, spatial planning, water and recreation. This covers the whole process, from preliminary studies, consultancy, design, planning and organization, right up to realization, management and operation.

Strukton Groep is passionate about technology and professionalism, focusing primarily on railroad and civil engineering, as well as on technology-driven specialist products and services. These latter specialist products and services are unique in the industry and really set Strukton apart from the competition. Maintenance and management using high-end technology, domain expertise, and professionalism are the basis of Strukton's operations. Strukton has clients both in Europe and beyond.

Strukton Groep operated in three markets in 2023:

- Rail Infrastructure: design, construction, refurbishment, management, and maintenance of light and heavy railroad infrastructure, and mobility systems (Strukton Rail);
- Civil Infrastructure: design, implementation, management, and maintenance as part of infrastructure projects (Strukton Civiel);
- Technology and Buildings: design, development, implementation, maintenance, and operation of technical systems and buildings across the Netherlands.

Strukton Groep consists of five business units. The rail business units (Strukton Rail Netherlands & Belgium, Strukton Rail Nordics and Strukton Rail Italy) create and maintain railway networks in a safe, future-proof, and sustainable way. Strukton Infrastructure Specialties is specialized in infrastructure, with a focus on rail-civil engineering, hydraulic engineering, and tunnels. Strukton Roads & Concrete's expertise is centred around predictable organisation of realizing sustainable infrastructure in the civil engineering domain, such as (drinking) water infrastructure, road construction and maintenance, and civil infrastructure for the energy transition. Our operating companies join forces where they can, to maximize value for the projects we work on.

Strukton Infrastructure Specialties and Strukton Roads & Concrete operate in the Netherlands. The rail business units operate in five countries: Belgium, Denmark, Italy, the Netherlands, and Sweden.

Antea Group is an internationally operating Consulting and Engineering firm that is specialized in full-service solutions in the areas of the environment, infrastructure, spatial planning, and water. By combining strategic thinking, engineering expertise, and a pragmatic approach, Antea Group is able to deliver effective and sustainable solutions for its clients.

In the area of sports and leisure facilities, Antea Group can take care of the whole process, from preliminary studies, consultancy, design, planning and organization, right up to realization, management and operation.

Oranjewoud N.V. operating companies work under contract from national and local government bodies and the private sector.

Key figures

	2023	2022	2021	2020*	2019**
Results (amounts x € 1 million)					
Revenue	2,007.6	1,911.8	1,939.8	1,835.1	2,386.6
Operational result (EBITDA)	122.0	140.9	(75.6)	(69.7)	107.6
Operating result (EBIT)	50.7	70.6	(147.4)	(177.4)	(3.9)
Net result	45.5	260.7	(169.1)	(218.5)	10.4
Net cash flow	(65.9)	155.4	34.5	13.4	13.4
Equity (amounts x € 1 million)					
Total equity (E)	223.1	181.5	(97.4)	67.8	285.9
Total assets (TA)	1,591.7	1,588.9	1,560.1	1,513.9	1,656.5
E/TA	14.0%	11.4%	-6.2%	4.5%	17.3%
Employees (FTE)					
Number at end of financial year	7636	7476	9427	9801	9851
Backlog (amounts x € 1 million)					
Consulting and Engineering Services	386.6	370.7	292.0	271.7	272.3
Rail Infrastructure	2,343.7	2,172.2	1,709.7	1,444.3	1,499.5
Civil Infrastructure	870.8	383.3	412.4	497.6	585.9
Technology and Buildings	-	85.6	281.8	839.4	767.2
Other ***	217.6	143.7	9.0	14.7	17.7
Total	3,818.6	3,155.5	2,705.0	3,067.8	3,142.6

* The business that has been reclassified to discontinued operations has been reclassified for reporting purposes.

** After adjustment in the principles for financial reporting concerning lease accounting (IFRS 16).
2019 Restated for reporting purposes.

*** As per 2022, the backlog of the segment Other contains, next to those of Sport and Temporary Staff, also the backlog of the portfolio entities of Strukton Groep, which are separated from Civiel Instrastructure.
As per 2023, Temporary Staff is part of the segment Consulting and Engineering Services.

Member profiles

Board of Directors

Mr. G.P. Sanderink has been the CEO of Oranjewoud N.V. and its predecessor since 1997. On March 17, 2023 the Supervisory Board suspended Mr. Sanderink as CEO of Oranjewoud N.V. with immediate effect for a period of three months. In addition, at the request of the Supervisory Board, the Enterprise Chamber rendered its ruling on June 1, 2023. In this ruling, the Enterprise Chamber (in short) decided that a continuation of the involvement of Mr. Sanderink was not in the interest of Oranjewoud N.V. Therefore, the Enterprise Chamber suspended Mr. Sanderink as statutory director of Oranjewoud and granted the inquiry request. As of the date of suspension, the members of the Supervisory Board collectively acted as the interim directors of Oranjewoud N.V., until 15 July 2023. On this date, the Supervisory Board appointed Mr. Rob van Wingerden and Mr. Yde van Hijum as interim board members of Oranjewoud N.V. In the General Shareholder's Meeting of July 26, 2023 both interim board members were formally appointed as board members.

Supervisory Board

The company installed a Supervisory Board in 2010. The Supervisory Board members in the reporting year 2023 were Mr. J.M. Kuling (Chairman), Mr. A. Schoots, Mr. J.J.A. van Leeuwen and Mr. B.C. Fortuyn. Mr. A. Schoots resigned as Supervisory Board Member as per July 8, 2023. Ms. M.L. Bremer and Ms. P. Koselka were appointed as member as of March 21, 2024 respectively July 25, 2024.

Mr. J.M. Kuling (1963, nationality: Dutch)
Joseph Kuling has demonstrated his acumen in developing a vision and strategy. He has experience in guiding the cultural transition that follows on the heels of organizational changes. For him, constructive collaboration in a culture of openness and creating new challenges with perspective are key factors that help a business succeed. He considers room for entrepreneurship and social responsibility to be vital conditions for achieving challenging goals.

Mr. A. Schoots (1951, nationality: Dutch)
Aike Schoots has extensive experience as a director of a large company encompassing a variety of disciplines. There he helped initiate the company's transformation from a nationally focused business to an internationally operating company. He is an experienced director who is familiar with cultural differences and has an extensive network (national and international).

Mr. B.C. Fortuyn (1954, nationality: Dutch)
Bernard Fortuyn is a seasoned leader, having held positions both on management and supervisory boards in various sectors, from energy, industry and consultancy and engineering to the cultural sector. Restructuring organizations and developing management teams are areas in which he has a wealth of experience. Thanks in part to his empathic capacity and his decisiveness, he has built a track record in cultural change processes at major companies and organizations. He is commercially driven and has a hands-on mentality when it comes to winning major tenders and securing large projects.

Mr. J.J.A. van Leeuwen (1966, nationality: Dutch)
Hans van Leeuwen is a seasoned CFO with extensive experience at large and medium-sized companies, in the rail sector, civil construction and the telecom sector. He has been active both for multinationals and in the public sector. He is future-oriented, results-oriented, decisive and pragmatic. His experience as CFO makes him a good fit for the financial profile that is essential for a company like Oranjewoud N.V.

Ms. M.L. Bremer (1964, nationality: Dutch, as per March 21, 2024)
Monica Bremer is a lawyer with broad experience in the international corporate law practice in the (semi) public sector. In addition, she is an experienced supervisor and director in several sectors from advocacy and

the industry to media and the cultural sector. She also is an expert in the theory and practice of governance. She enjoys improving the structure in complex environments, has a positive attitude and likes to connect people with one another. The broad social and legal experience that she brings is important for a company like Oranjewoud N.V.

Ms. P. Koselka (1966, nationality: Dutch, as per July 25, 2024)
Petra Koselka is an experienced director and supervisor in the field of Finance and Corporate Strategy in international commercial organisations and scale-ups in the energy transition. She has a broad interest and is an energetic team player pursuing a common purpose and committed to make positive impact. With her drive, financial background and strategic experience in international environments, she is a valuable addition for a company like Oranjewoud N.V.

Board of Directors' report

Introduction

Oranjewoud N.V. (“Oranjewoud”) is a leading partner in the development and application of sustainable and integral solutions for all facets of the environment in which we live, work, play and travel. Oranjewoud N.V. has pinpointed four strategic growth sectors for the medium to long term – environment, water, infrastructure, and spatial planning.

Oranjewoud N.V. consists of two groups, Antea Group and Strukton Groep (jointly: the “Group”). In 2023, both the Antea Group Board and the Strukton Groep Board dedicated significant effort towards evolving and refining strategies to distinguish their respective groups within the competitive landscape.

Going-concern assumption

The 2023 financial statements of Oranjewoud are prepared on a going-concern basis, integrating a comprehensive assessment of the Group’s ability to continue operations. This evaluation considers significant events like the development of the results of Oranjewoud in 2024, divestments of non-core portfolio companies within the Strukton Groep till date, the operating plan for 2025 and beyond, and developments in the backlog and working capital improvement, alongside the envisaged attracting of external financing. The current situation does not give rise to uncertainty on the ability of the company to continue as a going concern in this respect.

The assessment acknowledges the impact of the high-risk Strukton Groep projects (extensively described in the paragraph “Accounting considerations on key projects”), which still requires ongoing measures to ensure business continuity, reduce costs, and protect liquidity.

This includes the construction of the new office for the Dutch National Institute for Public Health and the Environment (RIVM), called ‘’MEET RIVM’’. The MEET RIVM project is highly complex, in particular due to the high requirements on laboratories. Disagreements regarding the financial impact and the extent of delay led both parties to initiate the contractual dispute procedure. In this process, MEET presented a detailed analysis of the financial impacts and delays attributed to Change Orders GAP III, Reconfiguration Process 1, and other factors. MEET estimated these additional works would extend the Availability Certificate by 40 months, targeting completion around year-end 2024. However, in an interim decision issued in October 2023, the GAP III Committee determined that the critical delay from these Change Orders was 15 months and invited parties to discuss and settle on the associated financial impact. On March 8, 2024, the parties reached a settlement agreement, setting the scheduled Availability Date to December 31, 2024, and establishing financial compensation terms. The settlement agreement was signed on November 20, 2024.

The key project Hoofdstation Groningen has been delayed and the planning has moved backwards several times. Due to the complexity of the design, the COVID-19 lockdown, and the technical complexities involved in realizing certain aspects of the design, delays were incurred along with increased costs. Since the project will take time to complete up into June 2026, there are risks and uncertainties for which we identified our best estimate.

The key project A15 faces a disagreement with the client regarding the use of quieter but less durable asphalt with respect to the recoverability of the costs of this asphalt. In October 2024, the consortium and the client agreed upon a settlement on the scope and adjustment of the maintenance strategy. The arbitration procedure is therefore settled. The total estimated contractual loss for Strukton, has been taken into account in the financial figures of December 31, 2023.

In 2023, two maintenance contracts commenced in Sweden, each with a duration of five years. These projects have been characterized by significant challenges arising from inaccurate cost estimations made during the tender phase, intensified by unforeseen difficulties such as harsh winter conditions that impacted project execution. Additionally, complexities and uncertainties in the working relationship between Strukton and the client have further complicated the situation. As a result a significant loss is taken in 2023.

Strukton accelerated its strategic decision to withdraw from its operations in the Middle East. Strukton has reached a settlement with the consortium partners on the Riyadh Metro Project in 2023. There are no financial covenants, financing requirements mainly constitute (bank) guarantees, transaction banking, (equipment) lease and transactions. For now, the non-recourse project-financing for RIVM and the ringfenced facilities in Italy are left intact and continue. Other cash or credit facilities are repaid, reduced or not materially utilised.

The latest forecast of the results 2024 of Oranjewoud show a profit of approximately €60 million, mainly driven by positive results from Strukton Rail Italy and Antea Group. Forecasts for 2025 and beyond show growing results.

For the going-concern assessment, a 'stress test' was conducted against the challenges, including potential economic downturns and further project losses. For the projects and contracts with a relative high-risk profile the assessment has been done for the entire contract period. Financing major loss-making projects causes that there are material uncertainties that may cast significant doubt on the company's ability to continue as a going-concern.

The forecasted situation of Strukton Groep has improved compared to the reporting of the 2022 financial statements due to a combination of actual cash-outflows being lower than initially assessed by management as well as due to some of the mitigating measures being implemented and carried out by management. These mitigating measures included, amongst others, attracting external funding, divesting portfolio companies, and improving working capital. The further mitigating measures as identified (including the support letter Oranjewoud N.V. has issued to Strukton Groep N.V. to guarantee support until December 31, 2025) have been assessed by management and are considered to be realistic and feasible. To further reinforce Oranjewoud's financial basis, dialogues were held with external financiers. In December 2024, financing has been successfully secured.

Consequently, Oranjewoud believes the mitigating measures sufficiently address these issues, supporting the preparation of financial statements based on the going- concern assumption.

Financial results

Oranjewoud recorded in 2023 a total revenue of €2.0 billion (2022: €1.9 billion). The 2022 revenue is exclusive the revenues from discontinued operations of Strukton Groep for €30 million.

The total revenue in the Consulting and Engineering Services segment (Antea Group) increased by €55.5 million to €543.2 million. This increase is mainly caused by the further development of the revenue of Antea Group in The Netherlands and France. The Rail Infrastructure segment saw its revenue increase by €90.3 million to €1,044.4 million. At Civil Infrastructure, total revenue increased by €30.1 million to €229.8 million. Revenue in the Technology and Buildings segment (excluding the discontinued operations) reached €28.7 million, a decrease of €16.0 million, due to the focus that has been implemented, which is more oriented towards rail and civil engineering.

Operational results (EBITDA) decreased by €18.9 million in 2023, from €140.9 million to €122.0 million. The segments Consulting and Engineering Services (+€3.6 million) and Civil Infrastructure (+€57.7 million) saw their operational result increasing and contributing positively to the operational result of the Group. The operational result of Rail Infrastructure and Other decreased by respectively €34.0 and €15.6 million.

The net result declined by €215.2 million in 2023, from a profit of €260.7 million to a profit of €45.5 million. This decline is mainly due to the sizable divestment of Worksphere in 2022 (€199.0 million).

The cash and cash equivalents at year-end 2023 were €397.4 million (2022: €466.3 million). The liquidity position as of December 31, 2023 as detailed in the consolidated statement of cash flows was €399.1 million

(2022: €465.5 million). The operational cash flow in 2023 was €67.5 million (2022: €11.9 million). These positions and developments are considered adequate.

For further details on the segments for which the Group presents figures, please refer to the Segmentation section of the Board of Directors' Report.

Strategy

The key points of the strategy are targeted at:

- creating and capitalizing on our ability to set ourselves apart from the competition;
- investing in technology and specialist products;
- focusing on innovation and digital transformation;
- optimizing the risk profile of projects;
- realizing a balance between revenue-risk-reward;
- pursuing business development in selected industries and countries;
- achieving synergy within and across segments.

The specific strategic focus of the segments for which the Group presents figures will be detailed below.

Strukton's presence in 2023 was firmly focussed on strengthening the position as a sustainable infrastructure specialist service provider. Rail-related activities play an increasingly important role, with the support from specialist civil-engineering activities. De-risking and future-proofing the organization is an ongoing process. In 2023, further action was taken to cease existing operations that no longer fit.

There are three key values that shape all Strukton does: safety, sustainability, and integrity. During 2023, Strukton intensified the cooperation between the business units and countries regarding safety. Strukton increasingly shares experiences and expertise. This takes place during the quarterly international safety meetings between Sweden and the Netherlands, among others, that Strukton initiated this year. As from 2024, Belgium and Denmark also take part in this meeting.

Our approach to project acquisition is shifting towards risk-based tendering, wherein we avoid large and/or complex projects outside our core competencies or markets. We choose to leverage our strengths by aligning our capabilities to opportunities in the market. We have set up an improved and standardized process for evaluating risks in projects and earlier assessment of the overall risks and returns. With this framework we aim for earlier and improved evaluation of opportunities through an objective risk-based framework. Risk adverse is the rule, with educated and motivated exemptions in core competencies. We want to further improve project monitoring and control, which also includes technical monitoring. In our operations, digital tools increasingly enable us to model and visualize projects and products beforehand, thus identifying risks at an earlier stage and reducing construction and production risk.

We have a stronger focus on works with a repetitive character and on maintenance services. The aging European infrastructure requires smart and effective management of renovation and maintenance programs. To maintain our strong positions within the competitive landscape we continuously invest in the development of technologies and skills to apply integrated solutions for our clients. Investing in information technology and data analysis helps us to think ahead and define the best approach. Using data-driven predictions, we can select the best times for maintenance and think along with our customers to extend the life cycle of their assets. We are limiting our scope of activities to markets and jurisdictions on the European continent which we understand well. Currently, Strukton Groep concentrates on selected countries in Europe: the Netherlands, Belgium (rail & civil engineering activities), the Nordic countries (rail activities) and Italy (rail activities). The renewed strategy fits well with Strukton's proven competitive strengths and marks a return to Strukton's rich history, building on a century of expertise.

Rail Infrastructure (Strukton Rail)
Business-wise, the focus will lie on the interests of the group and activities that strengthen it. The rail-related activities will play a more important role, with support from the civil-engineering activities. In addition, we will invest in identified markets to support the energy transition.

The market in the Netherlands is expected to grow and safety regulations ask for an upgrade of the old train safety systems.

Strukton Rail has a long maintenance history in Sweden and Denmark and works on a smaller-scale project basis in Norway. The business unit is one of few companies that takes care of rail maintenance, where we can grow with projects and machines. We can cover large parts of the market with our broad competence, even geographically through the Nordic countries. The prospects for Rail Nordics are positive. The market is looking for a proactive and more efficient way of maintaining the track facilities, which Strukton can offer. The introduction of ERTMS across Europe also provides good opportunities, where we can leverage experience from the stabilized F-Bane project in Denmark.

Strukton's rail division in Italy, CLF, has a rich history in Italy as a full-service provider for railways, building on good relationships with customers and market participants. The company can supply the entire track portfolio with a specialist machinery fleet and has a strong ability to react to changes in operating conditions. In 2023 and onwards, cooperation in Strukton is increasing. From the strong production base in Italy, staff and machinery are occasionally mobilized in projects in the Netherlands, Belgium and the Nordics.

Civil Infrastructure (Strukton Civiel)
To counteract the high cost base and overhead structure in the Dutch civil engineering segment, we launched the '4 to 1' integration strategy: a more centralized approach to create more synergy between individual regional businesses and improve cost-efficiency significantly. With the new structure since 2022, the civil engineering segment is expected to improve financial performance and lower the risk profile as from 2023 onwards. Business-wise, the focus will be on smaller projects of a repetitive nature in which the focus on only the core competencies are envisaged to restore the earnings potential of the business.

Consulting and Engineering Services (Antea Group)
Antea Group is an international consulting and engineering firm that specializes in full-service solutions in the areas of environment, water, infrastructure and spatial planning. By combining strategic thinking, multidisciplinary perspectives and engineering expertise, we are able to deliver sustainable results for a better future and solve our clients' challenges in the most effective way possible. The various country organizations that make up Antea Group each focus on providing services in their respective countries. As the overarching organization, Antea Group prepares bids for international contracts — such as from donor agencies — and is active in product development, innovation, and digital transformation, as well as in international focus areas such as water, remediation, and data and asset management.

With over 3800 employees across the globe, we serve clients ranging from international energy companies and manufacturers to donor agencies, national governments and local authorities. Every day, we set out to make our activities grow sustainably by building an international enterprise that makes the most of its expertise from its sources to deliver innovative solutions to partners and clients across the globe.

We offer client value through a varied range of consulting and engineering services that are aligned with current challenges in the market and that promote fit-for-purpose solutions. Our employees are passionate about what they do and committed to translating complex requirements to workable solutions. Thanks to our agility and capacity for adaptation, we are able to innovate and make the most of our global resources to continue to be a leading player in the industry. By engaging Antea Group, customers will reap the benefits of successful projects that protect the planet, enable business growth and guarantee social well-being.

Also in 2023 Antea Group's performance, processes, employees and all other stakeholders showed both a significant growth in total revenue in certain areas and the ability to further expand our position as an international firm, for instance, by reinforcing the international connections between the various country organizations.

In 2023, Antea Group Netherlands again achieved its best result ever till then and all Antea Group country organizations, except for Antea India, increased their total revenues. Most country organizations also improved their operational results in 2023 compared to 2022 and all country organizations contributed positively to the Group's operational profits in 2023, except for Antea India.

Disruptive developments

In the various countries where they have operations, the segments are being impacted directly or indirectly, and to varying degrees, by disruptive conditions such as the availability of adequately qualified staff, (lack of clarity on future) legislation and regulations, currency exchange rates, availability and prices of resources and commodities, digitalization and robotization. The Board and the management of the segments and units are working dynamically on analyzing the potential risks and designing measures to mitigate the impact of the expected disruptions. In the area of the digital transformation and innovation, several initiatives were launched and are now underway at both segment level and more broadly across the organization.

Research & Delevelopment

Both parts of Oranjewoud, being Antea Group and Strukton Groep, encourage their employees to develop new initiatives with regard to research and development in order to enhance and improve the business, business processes and performance. They focus on innovation and digital transformation including artificial intelligence as well as new solutions for our customers and ourselves in doing business in a sustainable manner.

Acquisitions

If deemed expedient for the development of the strategy of and long-term value creation for the Group's segments, the Group will make acquisitions as and when the opportunity arises. Decisions to take part in an acquisition process will not be made until various conditions are met, such as the conditions that the acquiring segment must have sufficient cash and cash equivalents available, also in relation to current bank covenants, that the acquisition target must conform to a certain profile (minimum scope, spread of customer base and products, limited financial, legal, and tax risks, ratios), and that the target business must be able to contribute promptly to the development of the segment's strategy and long-term value creation. The value of a business that is an acquisition target is measured using various measurement methods, factoring in considerations such as future cash flows and capital costs.

After acquisition, the acquired entity will be monitored as an independent unit or as part of a larger cash-generating unit (CGU), while its figures will be presented as an integrated part of the Group's regular reports. The value of the business combination is reviewed on a regular basis, which will again take account of future cash flows and capital costs. The outcome of this review is a key status indicator.

In the event that any Group unit does not contribute or no longer contributes to the Group's strategy and long-term value creation, a decision can be made to sell the business unit in question. This kind of decision will never be made lightly and will be made only after careful consideration of all potential risks (including reputation-related risks) and adverse effects.

Financing and Equity Interest

Financing

Since the divestment of Strukton Worksphere in 2022, the financing requirements mainly constitute (bank) guarantees, transaction banking, (equipment) lease and transactions. For now, the non-recourse project-financing for RIVM and the ringfenced facilities in Italy are left intact and continue to exist as of the date of authorisation of these financial statements. Other cash or credit facilities have been repaid or reduced or not materially utilized. The strengthened financial position as of 2023 resulted in financing requirements which are substantially lower than industry standards.

The company's liquidity requirement is forecasted on a frequent basis, and the application of the facilities is continuously monitored. Insights acquired with the help of external parties have enabled us to take specific measures to improve our work capital and cash position.

Financial instruments
With Strukton's strengthened focus on Belgium, Denmark, Italy, the Netherlands and Sweden, the extent of this exposure is reduced. Almost all of Strukton's activities are carried out within the Euro zone and are naturally hedged due to the high extent of locally sourced costs and wages in countries. The activities of business units outside the Euro zone are mostly carried out within the currency zone of the relevant country. The translation risk on share capital and loans provided to subsidiaries outside the Euro zone is not hedged in 2023 (and 2022), as there is no significant exposure to currency risks.

Furthermore, the natural hedge for non-current investment in Antea USA by means of a loan for an amount of €23.8 million has been ended by repayment of the loan in full in 2023.

Bank Covenants
Oranjewoud N.V. is compliant with the conditions agreed with the banks for the entirety of 2023 and as of December 31, 2023. With the restructuring of the Group's financing structure, as per the date of this report, no financing agreements are in place and also no bank covenants have been complied to.

Equity Interest
As at the date of the financial statements and by year-end 2023, Oranjewoud N.V. is 99.09% owned by Sanderink Investments B.V., however since June 1, 2023 all the shares minus one have been put in custody with a custodian *(beheerder)* due to a decision of the Enterprise Chamber of the Court in Amsterdam.

Separate Companies

Antea Group's consulting and engineering services and Strukton Groep's implementation activities have not been and will not be merged. There will, of course, be collaboration whenever clients can be given the opportunity to take advantage of the Group's combined knowledge, capabilities and references, and the Group will also exchange knowledge and share best practices.

Antea Group and Strukton Groep each have their respective strategic objectives. Oranjewoud N.V.'s policy in terms of preventing possible conflicts of interest has been shaped by compartmentalizing companies and procedures that will be adapted to internal organizational changes and the requirements set by tender legislation and regulations. These procedures comprise: organizational separation of projects, separation of companies, separation of management systems, securing confidentiality and the corporate code (of conduct). Staff at Oranjewoud N.V.'s relevant entities will be briefed on conflicts of interest, integrity and the importance of compliance with (internal) regulations. Antea Group and Strukton Groep have separate IT systems and management teams.

Subsequent Events

We are aware of global and geopolitical events (including climate change, the war in Ukraine, Gaza and Lebanon and changing powers in the world arena) and the challenging macro-economic market developments (like tightness in the labour market, inflation, supply chain disruptions) and the possible negative impact on our company has our attention. At the same time, there are many business opportunities and we are committed to contribute to that important development. In the next paragraph and more in detail in note 27, the significant subsequent events are disclosed.

Segmentation

Oranjewoud N.V. reports on the following segments: Consulting and Engineering Services, Rail Infrastructure, Civil Infrastructure, Technology and Buildings and Other.

Consulting and Engineering Services

in millions of €	**2023**	**2022**
Total revenue	543.2	487.7
Operational result (EBITDA)	55.9	52.9
Backlog	387	371
Number of employees (at year-end)	3477	3403

Total revenue in the Consulting and Engineering Services segment came in at €543.2 million in 2023 (2022: €487.7 million). The operational result totaled €55.9 million (2022: €52.9 million). By year-end 2023, the workforce had limited increased to 3477 (2022: 3403).

Geopolitical and global economic conditions were challenging in 2023. The war in Ukraine that is still going on and the measures taken against Russia caused strong increased energy prices and unprecedented inflation with growing interest rates and uncertainty.

The Dutch economy felt the impact of the above developments. The labor market remained challenging in 2023 again. Nevertheless Antea Netherlands again proved its agility in 2023 and despite all the geopolitical and economical headwinds realized a higher total revenue and operational result than the year before. The backlog grew considerably to €160.2 million (2022: €150.3 million). Standing at 1462, the number of employees decreased slightly compared to 2022 (1484).

Antea Belgium also felt the impact of the geopolitical and economic developments and also continued its agility and realized a higher total revenue and operational result compared to 2022. The backlog grew to €50.5 million (2022: €42.2 million). The number of employees in Belgium has grown to 249 (2022: 237).

The French country organization, Antea France, was no exception in facing geopolitical and economic challenges, but was also able to realize growth in total revenue compared to the year 2022 with a significant operational result in 2023. The backlog grew to €87.2 million (2022: €82.9 million). The workforce increased to 974 (2022: 920).

Antea Group USA experienced comparable challenges as the country organisations of Antea Group in Europe and realized a total revenue in 2023 which is on the same level as 2022. The operational result decreased slightly in 2023. The backlog decreased to €52.6 million (2022: €62.0 million), while the number of employees decreased to 395 (2022: 430).

In Spain and Latin America Antea Iberolatam, as well as Antea Group in Brazil, India and Poland, all dealt with the geopolitical and economic effects mentioned before in 2023. Total revenue grew (except for Antea India) and operational results from these operations increased.

Rail Infrastructure

The Rail Infrastructure segment has realized a higher total revenue than in 2022 with a slightly lower EBITDA.

In millions of €	**2023**	**2022**
Total revenue	1,044.4	954.1
Operational result (EBITDA)	69.4	99.4
Backlog	2,344	2,172
Number of employees (at year-end)	3102	3023

This paragraph includes the three rail-related business units Strukton Rail Belgium-Netherlands, Strukton Rail Nordics (Sweden and Denmark) and Strukton Rail Italy.

	Total revenue	FTE
Rail NeBe	426.2	1,305
Rail Italy	302.4	670
Rail Nordics	315.8	1,128
Total	**1,044.4**	**3,102**

The growing importance of Rail Infrastructure as a segment is also reflected in the results over 2023 with a combined revenue over the three clusters of €1,044.4 million and an EBITDA of €69.4 million.

Demand for sustainable mobility is growing in all our home countries and the EU Green deal is an impulse for the rail transport market across the European Union. The great craftsmanship, knowledge and skills that we have in these areas, combined with high-end technology, give us a strong position in maintenance and management. The importance of Rail Infrastructure will therefore grow further.

The market in the Netherlands is expected to grow and safety regulations ask for an upgrade of the old train safety systems.

Rail has a long maintenance history in Sweden and Denmark and works on a smaller-scale project basis in Norway. The business unit is one of few companies that takes care of rail maintenance, where we can grow with projects and machines. We can cover large parts of the market with our broad competence, even geographically through the Nordic countries.

The prospects for Rail Nordics are positive. The market is looking for a proactive and more efficient way of maintaining the track facilities, which Rail can offer. The Danish F-Bane project bank guarantee requirements are altered to a more proportional mechanism with regards to bank guarantees in an agreement in May 2022. The introduction of ERTMS across Europe also provides good opportunities, where we can leverage experience from the stabilized F-Bane project in Denmark.

The Rail Infrastructure division in Italy, CLF, has a rich history in Italy as a full-service provider for railways, building on good relationships with customers and market participants. The company can supply the entire track portfolio with a specialist machinery fleet and has a strong ability to react to changes in operating conditions. In 2022 and onwards, cooperation in Strukton is increasing. From the strong production base in Italy, staff and machinery are occasionally mobilized in projects in the Netherlands, Belgium and the Nordics.

Civil Infrastructure
The year 2023 was a better year for the Dutch Civil Infrastructure segment. The total revenue for the year increased by €30.1 million and the EBITDA by €25.4 million.

In millions of €	**2023**	**2022**
Total revenue	229.8	199.7
Operational result (EBITDA)	(1.5)	(26.9)
Backlog	871	383
Number of employees (at year-end)	449	596

The Civil Infrastructure segment can be split in three business units.

	Total revenu	FTE
Roads & Concrete	173.9	330
Strukton Civil Projects	16.2	-
International	39.6	119
Total	**229.8**	**449**

Hoofdstation Groningen
Strukton Civiel Projecten B.V. is working on the Hoofdstation Groningen project on behalf of ProRail. The project has been delayed and the planning has been shifted backwards several times. The delays are caused by the complexity of the project and material external circumstances, both resulting in a longer and more expensive design process. The following reasons have contributed to the cost increases and/or delays:

- COVID-19. Given the complexity of the design, the intention was to perform the design phase at one location. In March 2020, three months after the start of the final design *(DO)* phase, almost all 75 designers were forced to work individually due to a corona lockdown. This had a major impact on the integrated approach of the design, which in turn led to delays and higher costs.
- Macro-economic circumstances led to unforeseeable cost increases and supply chain disruptions.
- Remove cables and ducts at the start of the project. At the start of the project, a large number of unknown cables and ducts turned out to be present in the site.
- Design complexity and inefficiency. The realization of parts of the design turned out to be technically very complex. As a result, adjustments were made to the design, which led to delays and higher costs.
- Anchoring problems. After pouring the concrete, the anchors proved to be unsatisfactory at a number of points. As a result, Strukton's subcontractor had to take measures to resolve this, which led to higher costs.
- Train-free periods *(Trein Vrije Periodes)*. Consecutive delays by the above are multiplied by missing certain pre-determined train-free periods *(TVPs)* and lack of flexibility in securing new ones. The completion of the project is currently foreseen in 2026.

The above matters were not foreseeable and have arisen during the important execution phase of the project. Remaining uncertainties relate to the not yet contracted cost-to-complete and the amount of expected compensation. We are in constructive and active dialogue with ProRail, which has led to a final agreement on additional remuneration per April 2024. Furthermore, Strukton is in an active dialogue with ProRail on the risks related to a specific element in the scope of the project. Currently, the impact is uncertain and has no impact on the expected project result and completion date of the project. The estimate of the final project result amounts to €124.5 million. A provision is formed of €122.4 million up until 2023, and a further provision is recognized in 2024 of €2.1 million.

On July 17, 2024, a fire broke out on the working site. This resulted in fire, water, and smoke damage on the future bus driver's residence and technical installations included in the same building. The cause of the fire is currently being investigated. Furthermore, the impact of the fire on the expected project result is being estimated and is treated as a non-adjusting subsequent event.

Avenue2
Strukton Civiel Projecten B.V., is via Avenue2 V.O.F. involved in developing and realizing project A2 Maastricht for Rijkswaterstaat and the Municipality of Maastricht. The project was completed in 2017. The client believes that Avenue2 V.O.F. is responsible for various defects and has been in discussions with Avenue2 V.O.F. The defects are disputed by Avenue2 V.O.F. This has not yet led to a conclusion, different outcomes of the current process are possible and may influence future results. The client has drawn on the provided bank guarantee of €4.2 million. For a portion of this amount, an additional provision has been made as of December 31, 2023, based on the management's best estimate. This estimate reflects the most likely outcome as currently foreseeable.
With the new structure since 2022, the Civil Infrastructure segment is expected to improve financial performance and lower the risk profile as from 2023 onwards. Business-wise, the focus will be on smaller projects of a repetitive nature in which the focus on only the core competencies are envisaged to restore the earnings potential of the business.

Strukton International

Strukton International used to be a separate division, operating in projects outside of Europe, with a focus on the Middle East. Following the strategic roadmap with focus on sustainable infrastructure in Europe, Strukton International is being wound down, with the intention to withdraw and cease Strukton International's activities.

Riyadh Metro Project (Saudi-Arabia)

Strukton International's single largest project (acting through Strukton Civiel Projecten B.V.) was the Riyadh Metro project in Saudi Arabia with the Royal Commission for Riyadh City as the client (RCRC). Strukton was part of the so-called FAST consortium with FCC Construccion S.A., Samsung C&T Corporation, Freyssinet Saudi Arabia and ALSTOM Transport S.A. as the consortium members. However, Strukton's relationship with RCRC and the other consortium members deteriorated significantly due to a complex legal event regarding our operations in the country. A Saudi citizen Mr Al-Shattery obtained a judgement against Strukton in his favour on May 3, 2021 in the Kingdom of Saudi Arabia. Pursuant to this judgement, Strukton was ordered to pay this individual an amount of €25.25 million. Strukton strongly disputes the validity of this claim. We also believe this judgement has been obtained in breach of our rights of due process.

Notwithstanding the aforementioned, RCRC has used this court ruling as a ground for withholding a similar amount to the entire FAST Consortium in the summer of 2021. Strukton perceives this action by RCRC as legally incorrect. However, this event has led to a material breach of confidence between the FAST consortium members and Strukton, ultimately leading to the exclusion by the other consortium members of Strukton in November 2021.

Discussions between Strukton and the other consortium members continued as to the lawfulness of the exclusion(s) and the consequences of such exclusions. We reached an agreement on a process with the other consortium members in January 2023. This agreement aimed to regulate a process pursuant to which Strukton transfers the bank guarantees and its participation in the various consortia, joint ventures and entities of the Riyadh metro project to the other members. The agreement handed over responsibilities with regards to the project to the consortium and was effected during June 2023. Strukton is also party in a number of statutory and tax disputes for which we have formed provisions for a total amount of €16.1 million (2022: €16.1 million). Considering the finalisation of the agreement, no further negative financial impact is expected relating to the Riyadh Metro Project.

FIOD

On November 12, 2024, Strukton Group (on behalf of Strukton International B.V. and Strukton Civiel Projecten B.V.) reached an agreement with the Public Prosecution Office (Openbaar Ministerie) on a settlement (schikking) regarding the allegations of bribery (omkoping) and forgery (valsheid in geschrifte) related to the Riyadh Metro Project in the Kingdom of Saudi Arabia. Details are given in paragraph 27 Subsequent events.

Road work projects (Qatar)

Strukton initially entered the market of Qatar as a platform to market its premium grade asphalt products that perform well in the local climate. Strukton Construction and Trading is involved in multiple medium-size road work contracts supporting the overall infrastructure investments of the country of Qatar made in recent years. Execution inefficiencies, cultural differences with partners, travel restrictions during the COVID pandemic and minor local legal disputes all contributed to a negative result and also the decision of Strukton not to continue in the region. At the time of writing, the three most material projects are materially complete and progressing towards handover and latent defects phase. In 2023, a provision of €2.2 million was recognised based on the received additional tax assessment from the Tax Authority in Qatar. As of today, we are in the Defined Liability Period. In this 400-day warranty period, we are responsible for addressing and resolving any identified defects. After that, our Qatar activities are foreseen to come to an organic end during 2025 -2026. Management's best estimate of the provision remains the same per year-end 2022. Our Qatari activities are foreseen to come to an organic end during 2024.

Technology and Buildings

The Technology and Buildings segment, excluding the discontinued operations, has realized an operational result of negative €0.6 million.

In millions of €	**2023**	**2022**
Total revenue	28.7	44.7
Operational result (EBITDA)	(0.6)	1.6
Backlog	-	86
Number of employees (at year-end)	225	229

MEET RIVM project

Since 2014, MEET RIVM CBG (referred to as "MEET," the project company) has been responsible for the construction of new facilities for the RIVM (National Institute for Public Health and the Environment). MEET is accountable for the Design, Build, Maintain and Operate (DBMO) aspects of the project. A distinct, Strukton-owned special purpose company, MEET Strukton, was established to secure the initial non-recourse project financing.

This unique project has faced considerable challenges, leading to formal dispute resolution proceedings with the Contracting Authority. Key areas of dispute include:

(1) the VC-C vibration control measures implemented in the new building and

(2) several major change orders for the laboratories requested by the Contracting Authority.

These issues have resulted in critical delays and substantial financial impact, which the Contracting Authority contested. The DBFMO agreement provides a contractual dispute resolution mechanism intended to address these types of challenges. Between 2017 and 2024, these issues resulted in three Committees of Experts for review and resolution.

Mitigating Measures (Committee of Experts 01 and 02)

To comply with the contract's strict vibration requirements, various so-called "mitigation measures" were implemented. During the initial dispute procedure in 2017, the Committee of Experts 01 assessed the cost of these measures at €20.7 million, with 40% was to be reimbursed by the Contracting Authority. Since then, additional measures were required and implemented, resulting in actual costs significantly exceeding the 2017 estimate. Again, the Contracting Authority contested. In response, MEET initiated a second dispute resolution process in November 2020 to re-evaluate the cost allocation between the parties.

By July 2021, the second Committee of Experts (02) issued a preliminary ruling, deciding that 50% of the increased costs should be covered by the Contracting Authority. To finalize its decision, the Committee appointed an independent cost expert to determine the total cost, and this expert issued a final report in November 2023. On December 19, 2023, the Committee released its binding recommendation, obligating the Contracting Authority to reimburse MEET for the mitigation costs. Both MEET and the Contracting Authority accepted this recommendation, making the outcome final. Current project valuation is based on the compensations awarded in the binding decision and the costs incurred for implementing the vibration mitigation measures.

Change Orders Contracting Authority GAP III and Recalibration Process 1 (Committee of Experts (03))

In recent years, the Contracting Authority has issued multiple Change Orders, which, alongside COVID-19-related disruptions, have caused critical delays and significant financial impacts. These Change Orders include updates to several facilities in the generic laboratories in the Tower ("Reconfiguration Process 1") and modifications to the special labs wing to establish a polio laboratory that meets updated World Health Organization ("WHO") requirements. Consequently, the building was unavailable by the original Scheduled Availability Date of August 31, 2021. Disagreements regarding the financial impact and the extent of delay led both parties to initiate the contractual dispute procedure.

In this process, MEET presented a detailed analysis of the financial impacts and delays attributed to Change Orders GAP III, Reconfiguration Process 1, and other factors. MEET estimated these additional works would extend the Availability Certificate by 40 months, targeting completion around year-end 2024. However, in an interim decision issued in October 2023, the GAP III Committee determined that the critical delay from these Change Orders was 15 months and invited parties to discuss and settle on the associated financial impact. On March 8, 2024, the parties reached a settlement agreement, setting the Scheduled Availability Date to December 31, 2024, and establishing financial compensation terms. The settlement agreement was signed on November 20, 2024. Management's best estimate has led to a combined project loss of €194.1 million, for which provisions were already recorded in previous years

Construction progress
As of the latest reporting date, construction progress for key components of the project—the Tower, plinth, and special labs wing—stands at near full completion in structural, electrical, and mechanical works. During 2024, finishing touches, such as flooring, painting, and laboratory furniture installation, have been completed. The last months were focussed on the project commissioning and qualification phase, and minor finalisation activities focused on the terrain and expedition areas. These closing steps are critical to ensure the building meets operational standards and is ready before the transition into the operational phase which is anticipated to occur in the early months of 2025.

"Maintain and Operate" Phase and Financial Implications
Starting in Q1 2025, the operational phase of the MEET project will begin. The previously reported €194.1 million project loss for MEET RIVM includes anticipated losses for this operational phase. The provision reflects the expectation of a more challenging operational start-up, driven by complexities stemming from the turbulent Design and Build phase and higher-than-budgeted cost and hourly rates, which have outpaced indexation adjustments.

The operational phase is marked by considerable uncertainty due to multiple factors, including the project's complexity, the substantial total operational costs estimated at €268.1 million, and the 25-year operational term. These factors mean that the projected losses may fluctuate over time as new information emerges and adjustments are made in response to operational realities.

Other

in millions of €	**2023**	**2022**
Total revenue	167.8	255.4
Operational result (EBITDA)	(1.8)	17.4
Backlog	217.6	144
Number of employees (at year-end)	423	449

The Other segment includes reporting on Sports of Antea Group and the portfolio entities of Strukton Groep. As per 2023, the activities of Temporary Staff are included in the Consulting and Engineering services.

Sports
The Sports activities consist of Antea Sport Netherlands and J&E Sports. Sports' total revenue increased in 2023 to €43.7 million compared to €42.0 million in 2022. The operational result slightly increased to €2.3 million (2022: €2.0 million), the backlog is good, while the workforce slightly decreased from 33 at the end of 2022 to 32 at the end of 2023.

Portfolio entities
The aim of the Portfolio Investments Holding is to create value for Strukton Groep and permit the portfolio companies certain autonomy from the larger business units of Strukton. The structure is designed to allow the individual portfolio companies to operate with a certain degree of freedom from the rest of the Strukton organization, with support still available and aiming for 'best-for-company'. All shareholdings that Strukton owns are held by the Portfolio Investment Holding. Shareholdings in individual companies are no longer split between Strukton business units or between regions. Further Portfolio Companies may be added from within Strukton Groep and depending on growth trajectory of individual.

Overall, the portfolio entities were showing a reasonable performance.

Internal control

Oranjewoud N.V.'s operations are wide-ranging and performed by a varied group of operating companies that are active in the fields of civil infrastructure, rail Infrastructure, technology and buildings, environment, spatial planning, water and recreation. Internal control is handled by each of the operating companies separately, so there is only limited internal control at the level of Oranjewoud N.V. itself.

Organizing internal control in this way was a conscious choice, prompted by the fact that it fosters entrepreneurship. However, due to increased complexity of the environment in which the group operates (in terms of risks, legal context and increased international business), a need has arisen to design and implement additional procedures at Oranjewoud N.V. level, in the area of internal auditing and related processes for example, on top of existing procedures. These procedures will be detailed in a handbook and, as a minimum requirement, they will govern the activities of the operating companies.

The Group's strategy is focused on reducing risk exposure in the backlog and order intake. In 2023, the Group continued to take steps in this area.

Capital Structure

As at December 31, 2023, the authorized share capital of Oranjewoud amounted to €10,000,000, consisting of 50,000,000 A and 50,000,000 B shares of €0.10 each. As at such date, the subscribed and paid-up share capital amounted to €6,287,286.90 and consisted of 29,553,066 A shares and 33,319,803 B shares. Since February 7, 2022, the A shares were not listed anymore on Euronext Amsterdam. There was no difference in terms of voting and financial rights between the A shares and B shares. On the date of the change of the articles of association (August 22, 2023) the A shares and B shares were converted into one class of ordinary shares.

On June 4, 2021, Sanderink Investments B.V. started a buy-out procedure against the minority shareholders in Oranjewoud N.V. On December 21, 2021, the Enterprise Chamber of the Amsterdam Court ruled in its interim judgment that Sanderink Investments B.V. met all the conditions for buy-out. According to the Enterprise Chamber there are no grounds for rejection with regard to the claim for buy-out of Oranjewoud's minority shareholders. In its interim judgment, the Enterprise Chamber also decided, among other things, to appoint an expert. This expert was to determine the value of the Oranjewoud shares as of the reference date December 21, 2021, or another date as close as possible, taking into account all relevant facts and circumstances.

The Enterprise Chamber ruled on November 28, 2023, among other things, that the minority shareholders are condemned to transfer the unencumbered right to the shares in the issued capital of Oranjewoud N.V. to Sanderink Investments B.V., that the price of the shares to be transferred was determined as of December 31, 2021 at €10.06 per share, and that the price, as long and insofar it has not been paid, will be increased by the statutory interest from December 31, 2021 until the day of transfer or the day of consignment of the price with interest and ordered Sanderink Investments B.V. to pay the determined price, with interest, to those to whom the shares belong upon delivery of the unencumbered right to the shares. As per the date of this report – even after reminders of Oranjewoud N.V. - Sanderink Investments B.V. has not paid the price plus interest.

Financing and Financial Instruments

General
The Group's main financial instruments comprise bank loans and credits and cash and cash equivalents. The main purpose of the financial instruments is to attract financing for the Group's operating activities. In addition, there are various other financial fixed assets and liabilities, including trade receivables and debts to suppliers, which arise directly from the operating activities. No derivatives or financial instruments are held for trading purposes.

Financial Covenants
Oranjewoud N.V. is compliant with the conditions agreed with the banks for the entirety of 2023 and as of December 31, 2023.

Interest Rate Risk
Loans and credit are needed due to the mismatch between receivables and liabilities. Loans and credit with a variable rate of interest are exposed to the risk of cash flow changing due to interest rate fluctuations. The Group's policy aims to acquire long-term financing at a fixed rate of interest by taking out interest rate swaps. The interest rate risk relating to financing the long-term ppp-projects is occasionally hedged with interest rate swaps.

Currency Risk
The majority of the Group's activities are carried out in the eurozone. Currency risk on foreign subsidiaries' shareholders' equity and on long-term loans granted to these subsidiaries, known as the translation risk, is not hedged.

Credit Risk
Given that a large number of our clients are public-sector organizations (governments), our exposure to credit risk is minimal. For projects above a certain value for private-sector clients, credit risk is also a factor in the assessment of the contract. Aside from that, billing for contracts (in advance) is based on project progress. The available cash and cash equivalents are held with credit-worthy banking institutions.

Liquidity Risk
Liquidity risk is the risk of the Group being unable to meet its financial obligations at the required time. The basic principles of liquidity management are that there must be sufficient liquidity to be able to meet current and future financial obligations, both under normal and exceptional circumstances, without incurring unacceptable losses or jeopardizing the Group's reputation. The Group uses ongoing liquidity forecasting to monitor whether the available liquidity is sufficient. In case of long-term contracts, clients are generally asked to pay installments to cover the financing of project expenditure.

Bank Guarantees
Bank guarantees have been issued by the Group for projects, lease agreements and investment relief.

Corporate Social Responsibility and Sustainability

Investing in the future
Finding a balance between financial/economic results, social and staff interests and the environment; not only thinking about the here and now, but also thinking about future generations: Oranjewoud N.V. actively works to ensure corporate social responsibility. This includes sustainability in business, sustainable operational management, volunteer work by employees and sponsorship of social initiatives. We are seeing a constant increase in market demand for sustainable solutions and applications. Oranjewoud N.V. is keeping pace with this significant development. For specific information about activities and projects in the context of corporate social responsibility and sustainability, reference is made to the notes in Segmentation.

Integrity
We are committed to integrity. Integrity means that we always work to the highest professional and ethical standards, and that we earn trust by being transparent and fair to all stakeholders, including clients, shareholders, partners, and employees.

Reliable Partner
We are a reliable partner to our clients, and our overriding aim is to deliver our products and services without ever losing sight of our partners' interests. We offer our products and services under terms and conditions that do not impair our independent professional judgment or obstruct our pursuit of optimum value creation for clients.

Dilemmas
Although it would simply be impossible to plan for all eventualities, we do encourage our employees to discuss dilemmas with each other and the management.

Anti-Corruption
We are committed to the principles of the free market and fair competition, and we adhere to all applicable rules. Our company code offers specific guidelines on gifts, hospitality, and payments to third parties. Specific instructions to combat corruption are also given. All employees are quizzed on their knowledge of the company code every year.

Responsible Employer
Our employees are our assets and the key to the Group's success. Aside from offering our employees a broad and flexible package of employment conditions and employee benefits, we are committed to supporting our employees in developing their knowledge and skills. And we want them to work and develop in a healthy, safe, and professional work environment. All employees have equal opportunity when it comes to personal recognition, general and career development, and remuneration, regardless of their gender, age, background, or beliefs.

Social Affairs
In all countries where the Group has a presence, we abide by current legislation and regulations and respect the local culture and interests of society. We aim to improve the quality of the world around us.

Personal Affairs
The Group appreciates its staff and respects their human and workers' rights, so that they can work in a safe, healthy, and professional work environment, an environment where co-workers work together. The Group has the ambition to be one of the top employers in every country in which it operates. All employees have equal opportunity when it comes to personal recognition, general and career development, and remuneration, regardless of their gender, age, background, or beliefs. When it comes to discrimination and intimidation, the Group has a zero-tolerance policy. Personal data are only processed and handled in compliance with current data protection legislation.

Human and Workers' Rights
The Group respects human rights and workers' rights as an integral part of responsible business conduct; prohibits the use of any kind of form of forced labor and human trafficking, including child labor; does not accept intimidation or disrespectful or inappropriate behavior; focuses on safety, health, and well-being; promotes work-life balance, and strives for competitive pay.

Diversity Policy
With a view to being a reflection of society, workforce diversity is an important consideration for the Group. Diversity inspires appreciation of all aspects of our internal and external environment and of our relationship with all stakeholders, and it supports our strategy internationally and in the areas of innovation and digital transformation. It is our intention to define our diversity policy in 2025.

Outlook

We are aware of global and geopolitical events (including climate change, the war in Ukraine, Gaza and Lebanon and changing powers in the world arena) and the challenging macro-economic market developments (like tightness in the labour market, inflation, supply chain disruptions) and the possible negative impact on our company has our attention. At the same time, there are many business opportunities and we are committed to contribute to that important development.

Corporate Governance

Organization

Oranjewoud N.V. is governed by a Board of Directors, which is supervised by a Supervisory Board. According to the current articles of association (as amended on August 22, 2023), the members of the Board of Directors are appointed and dismissed by the Supervisory Board. The members of the Supervisory Board are appointed and dismissed by the general shareholders' meeting (the "General Meeting") from a nomination drawn up by the Supervisory Board.

Board of Directors

The Board of Directors is in charge of running the company, guided by the interests of the company and associated companies. Members of the Board of Directors are appointed by the Supervisory Board. The Supervisory Board notifies the general meeting of a proposed appointment of a member of the Board of Directors. A member of the Board of Directors must step down by no later than the day on which the annual general meeting is held in the fourth calendar year following his or her last appointment and will also immediately qualify for reappointment – provided that the candidate has stepped down in accordance with this clause. The Supervisory Board may suspend or dismiss a member of the Board of Directors at any time, on the understanding that it will not dismiss a member of the Board of Directors until after the general meeting has been heard about the proposed dismissal.

Supervisory Board

The Supervisory Board is charged with monitoring the company's management policies and general operations at the company and associated companies. The Supervisory Board also advises the Board of Directors. In fulfilling their task, Supervisory Board members are guided by the interests of the company and associated companies and its stakeholders. The Supervisory Board must have at least three members and five members at the most. Supervisory Board members are appointed by the General Meeting on the nomination of the Supervisory Board. Each Supervisory Board member must step down by no later than the day of the first General Meeting held in the fourth calendar year following his or her last appointment. A Supervisory Board member who steps down periodically is immediately eligible for reappointment. If an interim vacancy occurs on the Supervisory Board, the Supervisory Board will be considered fully composed; in that case, however, a definitive provision will be made as soon as possible. A member of the Supervisory Board can be suspended by the Supervisory Board. The suspension will lapse by operation of law if the company does not submit a request to the Enterprise Chamber aimed at dismissing the suspended member, within one month after the start of the suspension.

Shareholders' Meeting

Oranjewoud N.V. convenes a general shareholders' meeting at least annually. The General Meeting is convened either by the Supervisory Board or by the Board of Directors. The Annual General Meeting will deal with the annual report of the Board of Directors, the financial statements, the granting of discharge to members of the Board of Directors and the Supervisory Board, the proposal for appropriation of the profits (if applicable), and the appointment of the external auditor and any other issues that may be put on the agenda and announced by the Supervisory Board or the Board of Directors, under observance of the relevant provisions in the articles of association.

Articles of Association

Oranjewoud N.V. is a public limited liability company under Dutch law. The General Meeting is authorized to amend the articles of association, on the understanding that a decision to that effect can only be made at the proposal of the Board of Directors. A proposal by the Board of Directors to amend the articles of association is subject to the approval of the Supervisory Board. Oranjewoud N.V.'s articles of association were last amended on August 22, 2023.

New Share Issues
Shares are issued by virtue of a resolution of the General Meeting which resolution can only be taken on the proposal of the Board of Directors. Shares can also be issued by virtue of a resolution of the Board of Directors, if and insofar as the Board of Directors has been authorized to do so by the General Meeting. The duration of this authority is defined by the resolution of the General Meeting and shall be five years at most.

Acquisition of Shares in the Company's Own Capital
The company is permitted to acquire its own fully paid-up shares, albeit only for no consideration or if the company's equity, less the acquisition price, is not less than the paid-up and called-up part of the capital, plus the reserves as established by law. Acquisition, other than acquisition for no consideration, is only possible if the General Meeting has authorized the Board of Directors to do so.

Other
In 2023, there were no transactions of any significance involving a conflict of interests between the former board member, the majority shareholder and members of the Supervisory Board and Oranjewoud N.V. Please refer to note 22 regarding related parties.

Risk management

Business is about taking and managing risks. The Oranjewoud N.V. risk management policy is geared towards protecting the Group from events which may impede achievement of strategic objectives and which may have a material impact on the Group's financial position. A targeted market approach, consistent and regular reporting, and raising awareness across all echelons of the company are the mainstays of Oranjewoud N.V.'s risk management policy.

Oranjewoud N.V. minimizes risks by requiring effective internal risk management and control systems at the business units and also oversees application of and compliance with these systems. Key factors of risk management include employee commitment, exemplary behavior by management, and transparency and openness when it comes to voicing opinions and discussing dilemmas.

The different Oranjewoud N.V. business units focus on consulting and engineering services provided by Antea Group on the one hand, and on construction and implementation activities by Strukton Groep on the other. Strukton Groep and Antea Group each have their own risk management systems within the framework of Oranjewoud N.V.'s overarching risk management policy. Responsibility for maintenance, adaptation and application of these risk management systems primarily lies with the business units themselves.

The business units also have a code of conduct in place specifying things such as the managers' level of authorization. These codes of conduct are subjected to regular audits. These audits are conducted both on an ongoing basis (part of the planning and control cycle within the group) and on an as-needed basis (audits conducted by certification institutes or auditors).

Strukton Groep Risk Management
Although we have been identifying and monitoring risks in a structural way, we must conclude that risk identification and awareness has not been optimally integrated company-wide in the past years. We are therefore tightening the selection criteria for new projects and implementing stronger group wide controls. We have started to implement a new strategy mid-2021 and since then we only tender for maintenance and management projects that are a good match with our core competencies, with limited risks and justified expectations of healthy earning capacity. Projects with a mid-term maintenance and management component are particularly interesting to us as they align to core competencies and contribute to stabilizing our financial performance.

Antea Group Risk Management
In day-to-day operations, achieving business objectives and managing risk go hand in hand. When it comes to raising awareness of and preventing business risk, the following factors play a key role: attainability of targets, employee commitment and exemplary behavior by management, transparency and openness in voicing opinions and discussing dilemmas, and adherence to and monitoring of risk management systems. The risk management systems are aligned with the nature and scale of clients and contracts. For contracts involving a lower level of complexity, a simpler, but still tried-and-tested and effective, model is used, such as rules of conduct, authorized signatory instructions, a risk assessment protocol, and uniform terms and conditions for entering into obligations.

For cross-border and large-scale projects, a risk management system is used which is derived from the risk management systems of the major oil companies commissioning the work. Quotations and project progress are discussed in full with the responsible management and financial and legal managers. When putting together multinational bids and contracts, the Decision Making Framework is used to assess the various project-related and other risks, such as financial risks, local legislation and regulations, dealing with cultural differences, etc. Employees receive regular training in the use of this risk management system. Application of the risk management system is audited on a regular basis by Antea Group's financial and legal managers.

International (Legislation and Regulations)
As internationalization advances, Oranjewoud N.V. business units increasingly operate on an international scale. The board of Oranjewoud N.V. has drafted clear, verifiable rules for the management of the business units. Each of the countries where Oranjewoud N.V. has operations presents some special focus points. All country organizations are subject to the rules on matters such as hospitality, bribery, donations to political organizations or charities, and compliance with national legislation and regulations in the area of working conditions and employment terms. All business units have risk management systems, each with local focus points for legislation and regulations, governance and compliance, insurance terms and conditions, and risk management. Strategy, risk management, claims, clients, compliance and governance are fixtures on the agenda of those meetings. This provides a good picture of the financial and project administration and the operational state of affairs in the company.

IT
IT governance is focused on IT security and business continuity: effective and efficient use of IT resources and information security management. Means used to this end include technical solutions such as the creation of a secure IT environment, data backups, arranging and maintaining fallback and recovery plans, and awareness programs for employees who work in the area of personal data processing.

Information security
The Group's technological solutions depend on availability and continuity of information provision. Without information, the Group's processes will come to a standstill and operations will cease to be possible. Unavailability or public disclosure of the information used could have major impact on the Group. Risks with respect to information provision increase as a result of the various developments of the current age. To stay in control, the Group maintains a continuous and structured focus on protecting information and connections.

Financial Instruments
Please refer to note 18 'Financial Instruments' for details on financial risk management measures.

Sensitivity of the Results
Governments and private-sector parties acting on behalf of government bodies are important clients for Oranjewoud N.V.'s business units. The policies of these clients and the associated budgets are a critical factor for the operation of the companies within the Group. Delays in political decisions and adjustments in government investment budgets affect contract volumes. The impact of these cuts cannot be predicted. Through a targeted market approach and diversification, both in the Netherlands and on an international scale, Oranjewoud N.V. seeks to appeal to a more diverse range of clients and reduce dependency on large public-sector clients.

Joint Ventures
Joint ventures with different partners on an operational and financial level are always set up under the internal and external stewardship of specialists. As part of day-to-day operations, financial and project-related activities and results are discussed with the management of the unit participating in the joint venture, as well as with financial and legal experts of Antea Group and Strukton Groep.

Safety
The safety policy at the business units is geared toward control and preventing operational activities from leading to accidents, injury and loss of reputation, as well as toward ensuring activities are not in breach of legislation and regulations. Employees have access to the Quality, Labor and Environment (QLE) systems. The QLE systems are tested regularly by independently accredited certification institutes. Prevention takes top priority at the Group. Its safety policy also stresses human behavior as a risk factor. These risks must be minimized using careful work preparation, analysis of near-accidents and toolbox meetings.

Liability Risks
The Oranjewoud N.V. business units have an insurance policy primarily geared towards prevention of fluctuations in profits due to damage and/or losses in projects under the responsibility of a company in the Group. Oranjewoud N.V. has therefore formulated cover requirements and takes out insurance, such as liability insurance, professional indemnity insurance and more specific forms of insurance. Given the wide variety of projects, both in terms of size and complexity, as well as the requirements imposed by local and other legislation and regulations in the various countries where the companies operate, several supplementary insurance policies that take this diversity into account have been procured.

Agency contracts
Strukton Groep has made limited use of agents in the past but refrains from doing so since years, in whichever shape or form.

Insurance
The necessary risks are insured as a supplement to controlling operational and financial risks in particular. Our policy relating to insurance concerns insurance of risks that we are not able or willing to bear. We assess the insurance policies for amended legislation and regulations, sums insured and new risks on an annual basis. We adjust the insurance programme where necessary.

Business Continuity
Major external events like an influenza pandemic, wars or climate change can have a material effect on Oranjewoud’s operation and business results. We learned from the Covid-19 outbreak that we must always be prepared for such an event. Our multidisciplinary business continuity organisation is able to ensure continuity in a safe and healthy manner on project and contract sites, in our offices and at home, though it is impossible to predict the impact of any major event when this happens unexpectedly.

Status
The status of risk management efforts at Oranjewoud N.V. was discussed several times in 2023 during individual and joint meetings of the Board of Directors and the Supervisory Board. The conclusion was that internal risk management was effective in the financial year under review.

The Board of Directors

R.P. van Wingerden
IJ.F. van Hijum

December 20, 2024

Supervisory Board Report

General

The Supervisory Board members in the reporting year 2023 were Mr. J.M. Kuling (Chairman), Mr. A. Schoots, Mr. J.J.A. van Leeuwen and Mr. B.C. Fortuyn. Mr. A. Schoots resigned as Supervisory Board Member as per July 8, 2023. Ms. M.L. Bremer and Ms. P. Koselka were appointed as member as of March 21, 2024 respectively July 25, 2024.

All members of the Supervisory Board are independent, as stipulated in best practice provisions 2.1.7 to 2.1.9 of the Dutch Corporate Governance Code.

The Supervisory Board held four ordinary meetings in 2023 with the Board of Oranjewoud N.V. and the complete Supervisory Board attended these meetings. Discussions on agenda items concerning Strukton Groep and Antea Group were attended by board members of these respective subsidiaries. The Supervisory Board and the members separately met with various people from across the organization and from outside the organization as and when deemed useful for the performance of its or their supervisory duties.

The purpose of these meetings and discussions was to, among other things, discuss the strategy and arrive at an effective and efficient working relationship between the Supervisory Board and the Board of Directors. Moreover, meetings were also used to provide insight into the strategic, operational and financial goals of the organization.

Reports have been prepared of all regular Supervisory Board meetings.

In the period between the suspension of Mr Sanderink as CEO of Oranjewoud N.V., as per March 17, 2023, and the appointment of Mr. R.P. van Wingerden and Mr. IJ.F. van Hijum as the new Board of Directors on July 15, 2023, the Supervisory Board took over management of Oranjewoud N.V.

Auditor appointment

Forvis Mazars Accountants N.V. (Forvis Mazars) was appointed for the 2023 financial year. 2020 was Forvis Mazars' first year as Oranjewoud's auditor. To gain better insight in the organization, Forvis Mazars visited various group companies outside the Netherlands in 2022, 2023 and 2024.

State of Affairs

Geopolitical and global economic conditions remained challenging in 2023. The war in Ukraine that is still going on and the measures taken against Russia caused strong increased energy prices and unprecedented inflation with growing interest rates and uncertainty.

Oranjewoud achieved €2.0 billion in total revenue in 2023 (2022: €1.9 billion). The net result decreased by €215.2 million, from a €260.7 million to €45.5 million. Operational results (EBITDA) went down by €18.9 million in 2023, from €140.9 million to €122.0 million. There is a positive contribution to the operational results by the segments Consulting and Engineering Services and Civil Infrastructure. The segments Rail Infrastructure (-€34.0 million) and Other (-€15.6 million) were the segments with a negative operational result for the Group in 2023. The performance and strategy, and other circumstances and their consequences, were regular topics of discussion at meetings of the Supervisory Board.

The urgency to improve financial performance is obvious given Strukton Groep's highly disappointing results in 2020 and 2021. In the Supervisory Board's opinion, the new strategy will, in combination with the shift towards risk-based tendering, avoid acquiring complex projects outside Strukton Groep's core competencies or markets and the stronger focus on works with a repetitive character and on maintenance services make Strukton Groep well-established to play a leading role in sustainable infrastructure and help the organisation grow in a stable and sustainable way.

To further reinforce Oranjewoud's financial basis, dialogues were held with external financiers. In December 2024, financing has been successfully secured.

Performance of the Supervisory Board and the Board of Directors

The Board of Directors and the Supervisory Board met on several occasions to discuss their respective performance, focusing on the allocation of roles between the Boards and the performance of individual members. The Supervisory Board concluded that the desired areas of expertise and experience for the organization were represented adequately in the composition of its Board.

Supervisory Board Profile

Oranjewoud N.V.'s Supervisory Board compiled a profile of the Supervisory Board, in consultation with the Board of Directors and the works council. It was agreed that this profile would be subject to periodic reviews of its compatibility with social developments (such as corporate governance) and Oranjewoud N.V.'s policy and where necessary amended in consultation with the Board of Directors and the works council.

Diversity

With a view to being a reflection of society, workforce diversity is an important consideration for the Group. Diversity inspires appreciation of all aspects of our internal and external environment and of our relationship with all stakeholders, and it supports our strategy internationally and in the areas of innovation and digital transformation.

It is our intention to define our diversity policy in 2025, resulting at the end in a balanced workforce in different positions in terms of age, gender and background, training, education and professional experience. The regulation in Book 2 of the Dutch Civil Code (BW) sets out a best-effort obligation imposed on large companies for the seats of the Executive Board to be occupied by women for at least thirty percent, and by men for at least thirty percent, insofar as such seats are divided among natural persons. In addition, a new Dutch law was implemented on January 1, 2022 providing for additional (reporting) obligations regarding diversity applicable to the Group Board of Directors, Supervisory Board and the other key management positions.

In the selection and appointment of potential new members of Oranjewoud's Supervisory Board, diversity has been considered. With the appointment of Ms. M.L. Bremer and Ms. P. Koselka as members of the Supervisory Board in March respectively July 2024, Oranjewoud acted in accordance with the Dutch Diversity Act.

Committees

During 2023, the Supervisory Board started with four and ended with three members. Given the size of the Supervisory Board, the Board collectively fulfilled the roles of audit committee and remuneration committee. Specific items for the audit and remuneration committees were discussed during the ordinary Supervisory Board meetings. We refer to note 22. Related Parties for the remuneration of the Board.

Remuneration of the Board of Directors

Since July 2023, the Board of Directors consisted of Mr. R.P. van Wingerden and Mr. IJ.F. van Hijum. According to best practice 2.7.5 of the code, all transactions between the company and legal or natural persons who hold at least ten percent of the shares in the company, being solely the transactions with parent company Sanderink Investments B.V., owned by Mr. G.P. Sanderink, are agreed on terms that are customary in the market. For further details, please refer to note 22 in the financial statements.

There were no special agreements between the members of the Board of Directors and Oranjewoud N.V. that provided for a payment on termination of employment or dismissal as a member of the Board of Directors after a public take-over bid on the company.

Financial Statements

The 2023 financial statements have been drawn up and signed by the members of the Board of Directors in accordance with Section 2:101(2) of the Dutch Civil Code. The management report and the financial statements were discussed by the Supervisory Board in the presence of the external auditor. After assessing the external auditor's findings, summarized in a report submitted to the Supervisory Board and the Board of Directors, and after reviewing the auditor's report issued by Forvis Mazars Accountants N.V., the financial statements were approved and signed by all current members of the Supervisory Board in accordance with Section 2:101(2) of the Dutch Civil Code. The Supervisory Board proposes that the Shareholders' Meeting will adopt the financial statements. The granting of discharge to members of the Board of Directors and the Supervisory Board will be proposed on the agenda for the Shareholders' Meeting.

FIOD

On November 12, 2024, Strukton Groep (on behalf of Strukton International B.V. and Strukton Civiel Projecten B.V.) reached an agreement with the Public Prosecution Office (Openbaar Ministerie) on a settlement (schikking) regarding the allegations of bribery (omkoping) and forgery (valsheid in geschrifte) related to the Riyadh Metro Project in the Kingdom of Saudi Arabia. Details are given in paragraph 27 Subsequent events.

Dividend

Total equity increased compared to 2022 due to the realized results in 2023 (€45.5 million). Unrealized results (€3.7 million) were negative this year. On balance sheet date, the total equity was up €41.8 million in 2023. The balance sheet total has increased, while especially the net result caused solvency to rise from 11.4% to 14.0%. This is below the internal target of 25%.

The company needs sufficient resources to be able to cover possible operating capital growth resulting from an increase in the scale of our operations. Aside from that, the financing terms and conditions impose certain restrictions with respect to dividend distribution. The combination of these facts prompted the proposal from the Board of Directors and the Supervisory Board that the net profit of €45.4 million, as shown in the financial statements for the financial year 2023, shall be added to the general reserve.

To conclude

The year 2023 was another challenging year for Oranjewoud in total, but especially for Strukton Groep, by getting control over the loss-making key projects. All the work that took place has created a solid basis on which we are able to build in 2024 and will continue to do so in the future.

We express our thanks to Oranjewoud, Antea Group and Strukton Groep colleagues and management for the efforts they contributed in 2023. The Supervisory Board is also very grateful to the new Board of Directors and the employees of the Group for the hard work in the period after the reporting period. Developments were intensive and far from easy, but necessary to guarantee the continuity of the Group.

We will continue to focus on understanding today, improving tomorrow – for our clients and for our own organization.

The Supervisory Board
Mr. J.M. Kuling (Chairman)
Ms. M.L. Bremer
Ms. P. Koselka
Mr. B.C. Fortuyn
Mr. J.J.A. van Leeuwen

December 20, 2024

Financial Statements 2023

Oranjewoud N.V.

Consolidated statement of financial position

(x € 1.000)

		12-31-2023		12-31-2022	
	Non-current assets				
1.	Intangible assets	46,808		50,802	
2.	Property, plant and equipment	134,946		135,261	
3.	Right-of-use assets	131,608		119,879	
4.	Investments in associates and joint ventures	13,692		21,940	
5.	Financial non-current assets	37,470		11,236	
6.	Deferred tax assets	41,356		41,509	
	Total non-current assets		**405,880**		**380,627**
	Current assets				
7.	Inventories	15,728		25,816	
8.	Trade and other receivables	457,966		441,057	
9.	Contract assets	256,157		265,582	
	Corporate income tax receivable	13,937		9,572	
10.	Cash and cash equivalents	397,394		466,276	
		1,141,181		1,208,303	
30.	Assets classified as held for sale	44,645		-	
	Total current assets		**1,185,826**		**1,208,303**
	Total assets		**1,591,706**		**1,588,929**
	Equity				
	Issued share capital	6,287		6,287	
	Share premium reserve	201,896		201,896	
	Other reserves	(30,475)		(287,421)	
	Undistributed result for the year	45,397		260,695	
11.	**Total equity**	**223,106**		**181,457**	
11.	Non-controlling interest	1,246		1,079	
	Total group equity		**224,352**		**182,536**
	Non-current liabilities				
12.	Deferred employee benefits	50,766		51,303	
13.	Provisions	174,950		175,354	
6.	Deferred tax liabilities	6,813		10,107	
14.	Lease liabilities	74,916		66,280	
15.	Subordinated loans	16,000		24,686	
15.	Loans and other financing obligations	177,495		200,348	
	Total non-current liabilities		**500,940**		**528,078**
	Current liabilities				
16.	Trade and other payables	633,704		661,831	
10.	Debt to financial institutions	539		820	
9.	Contract liabilities	159,725		148,855	
	Corporate income tax payable	7,479		16,362	
13.	Provisions	14,994		15,203	
14.	Lease liabilities	34,542		35,245	
		850,984		878,316	
30.	Liabilities classified as held for sale	15,430		-	
	Total current liabilities		**866,413**		**878,316**
	Total liabilities		**1,591,706**		**1,588,929**

Consolidated statement of income

(x € 1.000)

Note			2023		2022
	Continuing operations				
19.	Revenue	2,007,644		1,911,765	
30.	Other income	16,249		-	
	Total income		**2,023,893**		**1,911,765**
	Costs of raw materials, services of third parties and subcontractors	(984,997)		(936,955)	
21.	Staff cost	(736,922)		(686,561)	
23.	Other operating expenses	(180,589)		(148,957)	
	Cost of sales		**(1,902,508)**		**(1,772,473)**
4.	Share of result from associates and joint ventures		662		1,651
	Operational result (EBITDA)		**122,047**		**140,943**
1.2.3.4	Depreciation and amortisation charges	(69,106)		(68,035)	
1.2.3.4.5	Impairment charges	(2,224)		(2,286)	
			(71,330)		(70,321)
	Operating result (EBIT)		**50,717**		**70,622**
24.	Financial income	26,637		14,954	
24.	Financial expenses	(16,869)		(21,228)	
			9,768		(6,273)
	Result before tax (EBT)		**60,485**		**64,349**
25.	Income tax		(14,964)		(25,186)
	Result for the year from continuing operations		**45,521**		**39,163**
	Discontinued operations				
30.	Result for the year from discontinued operations		-		221,516
	Net result		**45,521**		**260,680**
	Attributable to:				
	Shareholders of the Company		45,397		260,695
31.	Non-controlling interest		123		(15)
	Result after taxes		**45,521**		**260,680**

	2023	2022
Earnings per share (in Euros)		
Net earnings per share attributable to equity holders of the parent company (basic and diluted)	**0.72**	**4.15**
- continuing operations	0.72	0.62
- discontinued operations	0.00	3.52

Consolidated statement of comprehensive income

(x € 1.000)

			2023		2022
	Net result for the year		**45,521**		**260,680**
	Items that may subsequently be reclassified to the statement of income				
12.	Changes in fair values of derivatives for hedge accounting	-		-	
12.	Effect of income tax	-		-	
			-		-
12.	Translation differences foreign currencies	759		(549)	
12.	Effect of income tax	-		-	
			759		(549)
	Total items that may subsequently be reclassified to the statement of income		**759**		**(549)**
	Items that will not be reclassified to the statement of income				
13.	Changes in actuarial reserve	(5,469)		18,059	
	Effect of income tax	962		(3,962)	
			(4,507)		14,097
12.	Other movements	44		-	
12.	Effect of income tax	-		-	
			44		-
	Total items that will not be reclassified to the statement of income		**(4,463)**		**14,097**
	Total comprehensive income for the year		**41,817**		**274,228**
	Attributable to:				
	Shareholders of the Company		41,649		274,243
	Non-controlling interest		168		(15)
	Total comprehensive income for the year		**41,817**		**274,228**

Consolidated statement of movements in equity

(x € 1.000)

	Share Capital	Share Premium	Translation differences reserve	Hedging reserve	Actuarial reserves	Retained earnings	Result for the year	Shareholders' equity	Non-controlling interest	Total equity
Balance 1 January 2022	**6,287**	**201,896**	**3,322**	**(1,662)**	**(24,012)**	**(113,991)**	**(169,283)**	**(97,443)**	**763**	**(96,680)**
Appropriation of result 2021	-	-	-	-	-	(169,283)	169,283	-	-	-
Acquisition of subsidiaries	-	-	-	-	-	2,996	-	2,996	93	3,089
Cash flow hedges	-	-	-	1,662	-	-	-	1,662	-	1,662
Result for the reporting period	-	-	-	-	-	-	260,695	260,695	(15)	260,680
Other comprehensive income for the reporting period	-	-	(549)	-	14,097	-	-	13,548	-	13,548
Total comprehensive income for the reporting period	**-**	**-**	**(549)**	**-**	**14,097**	**-**	**260,695**	**274,243**	**(15)**	**274,228**
Transactions of non-controlling interest	-	-	-	-	-	-	-	-	238	238
Balance 31 December 2022	**6,287**	**201,896**	**2,773**	**-**	**(9,915)**	**(280,279)**	**260,695**	**181,457**	**1,079**	**182,536**
Balance 1 January 2023	**6,287**	**201,896**	**2,773**	**-**	**(9,915)**	**(280,279)**	**260,695**	**181,457**	**1,079**	**182,536**
Appropriation of result 2022	-	-	-	-	-	260,695	(260,695)	-	-	-
Result for the reporting period	-	-	-	-	-	-	45,397	45,397	123	45,521
Other comprehensive income for the reporting period	-	-	759	-	(4,508)	-	-	(3,748)	44	(3,704)
Total comprehensive income for the reporting period	**-**	**-**	**759**	**-**	**(4,508)**	**-**	**45,397**	**41,649**	**168**	**41,817**
Balance 31 December 2023	**6,287**	**201,896**	**3,532**	**-**	**(14,423)**	**(19,584)**	**45,397**	**223,106**	**1,246**	**224,352**

Consolidated statement of cash flows

	(x € 1.000)	2023		2022	
	Net result for the year		45,521		260,680
	Adjustment for non-cash items:				
4.	Share of result from associates and joint ventures	(662)		(1,651)	
25.	Corporate income tax	14,964		25,186	
24.	Financial income and expenses	(9,768)		6,273	
	Depreciation, amortisation and impairment on fixed assets	71,330		70,321	
	Result from disposals of fixed assets	(15,749)		(221,516)	
	Changes in provisions and employee benefits	(1,150)		(100,153)	
			58,965		(221,541)
	Dividends distributed by associates and investments		1,257		1,050
	Interest received		22,798		16,549
	Interest paid		(11,445)		(18,355)
	Income tax paid		(31,492)		(12,007)
	Changes in trade payables		(29,722)		(22,965)
	Changes in other current liabilities		29,025		26,585
	Changes in inventories		5,558		(1,276)
	Changes in projects in progress and contract balances		15,485		(30,204)
	Changes in trade receivables		36,955		1,636
	Changes in other receivables		(75,441)		11,761
	Net cash (used in)/ generated by operating activities		**67,464**		**11,912**
1.	Investments in intangible assets		(1,233)		(1,511)
2.	Investments in property, plant and equipment		(41,713)		(38,237)
1.	Disposals of intangible assets		-		2,174
2.	Disposals of property, plant and equipment		12,673		20,404
4.	Disposals of joint ventures, associates and other investments		-		46
5.	Investment in ppp-projects and other non-current financial assets		(19,877)		(9,129)
5.	Repayments on ppp-projects and other non-current financial assets		2,229		28,616
	Net proceeds from sale of subsidiaries		16,249		221,768
	Net cash (used in)/ generated by investing activities		**(31,672)**		**224,131**
11.	Acquisition non-controlling interest		596		(2,668)
	Repayment from subordinated loans		(8,686)		(1,314)
15.	Receipt from loans		15,232		120
15.	Repayment loans		(56,828)		(34,092)
14.	Payment arising from lease liabilities		(51,826)		(44,742)
	Other movements		(179)		2,033
	Net cash (used in)/ generated by financing activities		**(101,691)**		**(80,663)**
	Composition net cash (used)/ generated				
	Net cash (used in)/ generated by operating activities		67,464		11,912
	Net cash (used in)/ generated by investing activities		(31,672)		224,131
	Net cash (used in)/ generated by financing activities		(101,691)		(80,663)
	Total cash (used)/ generated		**(65,899)**		**155,380**
	Liquidity position as at January 1		465,457		311,862
	Exchange differences on cash and cash equivalents		(409)		(1,785)
26.	**Liquidity position as at December 31**		**399,149**		**465,457**

*) For the impact of the discontinued operations on the statement of cash flows, please refer to note 30 'Assets and liabilities held for sale and discontinued operations'.

Notes to the consolidated financial statements

General information

Oranjewoud N.V. is a public limited liability company under Dutch law, headquartered at Westkanaaldijk 2, Utrecht, the Netherlands. Shares in the company were listed on Euronext Amsterdam until February 7, 2022. As of February 7, 2022 Oranjewoud N.V. has been delisted. Oranjewoud N.V. is 99.09% owned by Sanderink Investments B.V. Since June 1, 2023, all these shares minus one have been put in custody with a custodian *(beheerder)* due to a decision of the Enterprise Chamber of the Court in Amsterdam. All shares in the capital of Sanderink Investments B.V. are in the form of depositary receipts (*certificaten van aandelen*). Stichting Administratiekantoor Sanderink Investments (‘Administratiekantoor’) is sole shareholder of Sanderink Investments. Mr. Gerard Sanderink is sole board member of Administratiekantoor and (as far as we know) also holder of all depositary receipts issued by Administratiekantoor.

Oranjewoud N.V. is active in the areas of consulting and engineering services, sports and leisure facilities, temporary staff, rail infrastructure, civil infrastructure, technology and buildings (materially divested January 27, 2022), and ppp/concession projects. The organization is a provider of high-quality services across a wide-ranging field covering infrastructure and accommodation solutions, urban development, construction, nature and landscape, environment and safety and sports & leisure. Oranjewoud N.V. takes care of the whole process, from preliminary studies, consultancy, design, planning and organization, right up to realization, management and operation.

The consolidated financial statements were prepared by the Board of Directors on December 20, 2024 and approved by the Supervisory Board members and will be submitted to the General Meeting of Shareholders of January 29, 2025 for adoption.

Summary of significant accounting policies

Basis of preparation

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as adopted by the European Union (‘IFRS Accounting Standards-EU’) and comply with the financial reporting requirements included in Part 9 of Book 2 of the Dutch Civil Code, where applicable.

The consolidated and Company financial statements are presented in euros, which is the company’s functional currency. All financial figures in euros are rounded off to the nearest thousand, unless where stated otherwise.

Going-concern assumption

Oranjewoud N.V.’s 2023 financial statements are prepared based on the going-concern assumption, integrating a comprehensive assessment of the Group's ability to continue operations. This evaluation considers significant events like the development of the result of Oranjewoud in 2024, divestments of non-core portfolio companies within the Strukton Groep till date, the operating plan 2025 and beyond, and developments in the backlog and working capital improvement, alongside attracting external financing. The current situation does not give rise to uncertainty on the ability of the company to continue as a going-concern in this respect.

The assessment acknowledges the impact of the high-risk Strukton Groep projects (extensively described in the section “Accounting considerations on key projects”), which still requires ongoing measures to ensure business continuity, reduce costs, and protect liquidity.

Several large loss making projects have caused significant losses in recent years. These projects are elaborated on in paragraph’ Accounting considerations on key projects’. This includes the construction of the new office for the Dutch National Institute for Public Health and the Environment (RIVM), called ‘’MEET RIVM’’. The MEET RIVM project is highly complex, in particular due to the high requirements on laboratories. Disagreements regarding the financial impact and the extent of delay led both parties to initiate the contractual dispute procedure. In this process, MEET presented a detailed analysis of the financial impacts and delays attributed to

Change Orders GAP III, Reconfiguration Process 1, and other factors. MEET estimated these additional works would extend the Availability Certificate by 40 months, targeting completion around year-end 2024. However, in an interim decision issued in October 2023, the GAP III Committee determined that the critical delay from these Change Orders was 15 months and invited parties to discuss and settle on the associated financial impact. On March 8, 2024, the parties reached a settlement agreement, setting the scheduled Availability Date to December 31, 2024, and establishing financial compensation terms. The settlement agreement was signed on November 20, 2024.

The key project Hoofdstation Groningen has been delayed and the planning has moved backwards several times. Due to the complexity of the design, the COVID-19 lockdown, and the technical complexities involved in realizing certain aspects of the design, delays were incurred along with increased costs. Since the project will take time to complete up into June 2026, there are risks and uncertainties for which we identified our best estimate. The key project A15 faces a disagreement with the client regarding the use of quieter but less durable asphalt with respect to the recoverability of the costs of this asphalt. In October 2024, the consortium and the client agreed upon a settlement on the scope and adjustment of the maintenance strategy. The arbitration procedure is therefore settled. The total estimated contractual loss for Strukton, has been taken into account in the financial figures of December 31, 2023.

In 2023, two maintenance contracts commenced in Sweden, each with a duration of five years. These projects have been characterized by significant challenges arising from inaccurate cost estimations made during the tender phase, intensified by unforeseen difficulties such as harsh winter conditions that impacted project execution. Additionally, complexities and uncertainties in the working relationship between Strukton and the client have further complicated the situation. As a result a significant loss is taken in 2023.

Strukton accelerated its strategic decision to withdraw from its operations in the Middle East. Strukton has reached a settlement with the consortium partners on the Riyadh Metro Project in 2023. There are no financial covenants, financing requirements mainly constitute (bank) guarantees, transaction banking, (equipment) lease and transactions. For now, the non-recourse project-financing for RIVM and the ringfenced facilities in Italy are left intact and continue. Other cash or credit facilities are repaid, reduced or not materially utilised.

The forecasted results of Oranjewoud show a profit of approximately €60 million in 2024 driven by positive results from Strukton Rail Italy and Antea Group. Forecasts for 2025 and beyond show positive results as well.

A 'stress test' of the going-concern assessment was conducted against the challenges, including potential economic downturns and further project losses. For the projects and contracts with a relative high-risk profile the assessment has been done for the entire contract period. Financing major loss-making projects causes that there are material uncertainties that may cast significant doubt on the company’s ability to continue as a going concern.

The forecasted situation of Strukton Groep has improved compared to the reporting of the 2022 financial statements due to a combination of actual cash-outflows being lower than initially assessed by management as well as due to some of the mitigating measures being implemented and carried out by management. These mitigating measures included, amongst others, attracting external funding, divesting portfolio companies, and improving working capital. The further mitigating measures as identified (including the support letter Oranjewoud N.V. has issued to Strukton Groep N.V. to guarantee support until December 31, 2025) have been assessed by management and are considered to be realistic and feasible. To further reinforce Oranjewoud’s financial basis, dialogues were held with external financiers. In December 2024, financing has been successfully secured.

Consequently, Oranjewoud believes the mitigating measures sufficiently address these issues, supporting the preparation of financial statements based on the going-concern assumption.

Accounting policies for the preparation of the consolidated financial statements

The consolidated financial statements have been prepared under the historical cost convention, unless otherwise stated. The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to make judgements, estimates and assumptions that affect the application of Oranjewoud's accounting policies and the reported amounts of assets and liabilities, income and expense.

The accounting policies described below have been applied consistently to the periods presented in these consolidated financial statements, except for the standards and interpretations that have not yet been implemented.

Application of new and revized standards and interpretations

Amendments to IAS 12 Income taxes 'Deferred Tax related to Assets and Liabilities arising from a single transaction'

The amendment clarifies how a company accounts for income tax, including deferred tax, which represents tax payable or recoverable in the future. In specified circumstances, companies are exempt from recognising deferred tax when they recognize assets or liabilities for the first time. The aim of the amendments is to reduce diversity in the reporting of deferred tax on leases and decommissioning obligations, by clarifying when the exemption from recognising deferred tax would apply to the initial recognition of such items.

Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting policies (issued on February 12, 2021)

The amendment clarifies how a company needs to disclose their material accounting policies rather than their significant accounting policies. In addition, IFRS Practice Statement 2 has been amended by adding guidance and examples to explain and demonstrate the application of the 'four-step materiality process' to accounting policy information in order to support the amendments to IAS 1.

Amendments to IAS 8 'Definition of Accounting Estimates'

The amendments clarify how companies should distinguish changes in accounting policies from changes in accounting estimates, by replacing the definition of a change in accounting estimates with a new definition of accounting estimates. Under the new definition, accounting estimates are 'monetary amounts in financial statements that are subject to measurement uncertainty'. The requirements for recognising the effect of change in accounting prospectively remain unchanged.

IFRS 17 Insurance contracts

This new standard relates to companies that issue insurance contracts. This standard contains a complete description of all aspects that apply to the recording and accounting of insurance contracts. This standard is not applicable to Oranjewoud N.V.

Amendments to IAS 12 Income taxes: International Tax Reform – Pillar Two Model Rules

This amendment introduces a temporary exception to the accounting for deferred tax assets and liabilities related to Pillar Two income taxes. The amendment also adds targeted disclosure requirements for affected entities, including information about an entity's exposure to Pillar Two income taxes (before Pillar Two legislation is effective) and current tax expense related to Pillar Two income taxes (when Pillar Two legislation is effective). These amendments are not expected to have a material impact on Oranjewoud N.V.

New Standards and interpretations in issue but not yet effective

Amendments to IAS 1 Presentation of Financial Statements 'Classification of Liabilities as Current or Non-current Date (issued on January 23, 2023)', 'Classification of Liabilities as Current or Non-current – Deferral of Effective Date (issued on July 15, 2020)' and 'Non-current Liabilities with Covenants (issued on October 31, 2022)'
The amendments entail several adjustments on the classification of liabilities as current or non-current. These amendments are not expected to have a material impact on Oranjewoud N.V.

Amendments to IFRS 16 Leases: Lease Liability in a Sale and Leaseback
The amendments clarify how a seller-lessee subsequently measures sale and leaseback transactions that satisfy the requirements in IFRS 15 to be accounted for as a sale. These amendments are not expected to have a material impact on Oranjewoud N.V.

Amendments to IAS 21 The effect s of Changes in Foreign Exchange Rates: Lack of Exchangeability (issued on August 15, 2023)
These amendments have no material impact on the consolidated financial statements of Oranjewoud N.V.

IFRS 18 Presentation and disclosure in Financial Statements (issued on April 9, 2024)
The objective of IFRS 18 is to set out requirements for the presentation and disclosure of information in general purpose financial statements to help ensure they provide relevant information that faithfully represents an entity's assets, liabilities, equity, income and expenses. Currently no full line-by-line item analysis has been performed and as such the impact on Strukton's financial statements is not yet fully known. These amendments have not been endorsed yet by Oranjewoud N.V.

IFRS 19 Subsidiaries without Public Accountability: Disclosures (issued on May 9, 2024)
IFRS 19 is a voluntary IFRS Accounting Standard for eligible subsidiaries and provides an opportunity for those companies to benefit from cost savings and reporting simplifications related to the reduced disclosure requirements while still applying all other IFRS recognition, measurement and presentation requirements. IFRS 19 is effective for reporting periods beginning on or after January 1, 2027. Earlier application is permitted. This standard does not have a material impact on the consolidated financial statements of Oranjewoud N.V.

Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7) (issued on May 30, 2024)
The amendments clarify that a financial liability is derecognized on the 'settlement date' and introduce an accounting policy choice to derecognize financial liabilities settled using an electronic payment system before the settlement date. Other clarifications include the classification of financial assets with ESG linked features via additional guidance on the assessment of contingent features. Additional disclosures are introduced for financial instruments with contingent features and equity instruments classified at fair value through OCI. These amendments are not expected to have a material impact on Oranjewoud N.V.

Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures: Supplier Finance Arrangements (issued on May 25, 2023)
With these amendments Entities will have to disclose the effects of supplier finance arrangements on their liabilities, cash flows and exposure to liquidity risk. In May 2023, the International Accounting Standards Board issued amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures. With the amendments, the IASB has introduced new disclosure requirements in IFRS Standards to enhance the transparency and, thus, the usefulness of the information provided by entities about supplier finance arrangements. These amendments are not expected to have a material impact on Oranjewoud N.V.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on Oranjewoud N.V.

Accounting policies for consolidation

Subsidiaries

Subsidiaries are entities in which Oranjewoud N.V. has a direct or indirect controlling interest. Controlling interest is achieved if Oranjewoud N.V.:

- has the power to direct the relevant activities of an organization to acquire benefits from its activities;
- is exposed or entitled to a variable return from its involvement in the organization; and
- has the option of exercising its power to manage or influence the return.

Subsidiaries are consolidated from the first date of decisive control being transferred to the Group. Deconsolidation is implemented on the first date where the Group no longer has decisive control.

The Group recognizes the acquisition of subsidiaries based on the acquisition method. The transferred consideration is valued based on the fair value of the assets transferred by the Group, the equity instruments issued as per the acquisition date, and the liabilities accepted or incurred by the Group. The transferred consideration also includes the fair value of the assets, fees and liabilities pursuant to contractual contingent liabilities. Transaction fees in the context of an acquisition are recognized at the moment these are incurred and charged to the result.

The acquired identifiable assets and the identifiable (contingent) liabilities are stated at fair value as per the acquisition date upon initial recognition in the financial statements. For each acquisition, the Group states any non-controlling interests at either the fair value or at the share of the non-controlling interest in the identified net assets of the party acquired.

If the transferred consideration, the non-controlling interest and the fair value as at the acquisition date of a share in the acquired party that existed on the acquisition date is higher than the fair value of the Group's share in the identifiable net assets, then the difference is stated as goodwill. If the transferred consideration is lower than the fair value of the identifiable net assets, the difference is directly taken to the statement of income.

Joint Arrangements

Based on IFRS 11 'Joint arrangements', joint arrangements are classified as 'joint venture' or as 'joint operation'. The classification depends on the rights and obligations of each shareholder or partner and is not based on its legal form. The Group has both joint operations and joint ventures.

Joint Operations

Joint operations are interests in entities or contracts in which the Group has contractually agreed to exercise joint control with third parties. The Group recognizes its interest in the revenues and costs, and assets and liabilities of the joint operation and combines them, item by item, with the corresponding items in the Group's consolidated financial statements.

Joint Ventures

Joint ventures are entities over which the Group exercises joint control with one or more third parties, with this control set out in an agreement. The Group is entitled to a share of the net results generated by such entities, and it is entitled to a share in the net assets. The joint ventures are recognized in the consolidated financial statements using the equity method. The valuation of the joint ventures includes the goodwill as recognized upon acquisition, deducting any cumulative impairments. The parties involved concluded a contract agreeing to share control; any decisions relating to relevant activities require the unanimous approval of the parties who have joint control of the joint venture.

Associates

Associates are entities in which the Group has significant influence on the financial and operational policies, but in which it does not have a controlling interest, and which are not joint ventures or joint operations. The consolidated financial statements include the Group's share in the overall result of associates according to the equity method, after adjustment of the policies to bring them in line with the Group's policies, from the date on which significant influence by the Group commences until the date on which significant influence ceases. The valuation of the associates includes the goodwill as recognized upon acquisition, deducting any cumulative impairments.

Elimination of transactions upon consolidation
Intra-group balances and any unrealized gains and losses on transactions within the Group or income and expenses from similar transactions are eliminated in the preparation of the consolidated financial statements. Unrealized gains and losses from transactions with associates and entities over which joint control is exercised are eliminated in proportion to the Group's share in the entity.

Consolidated interests
The consolidated participations and the percentage of the interest are detailed in note 31.

Accounting policies regarding measurement and presentation

Foreign currency transactions and investments in foreign activities
Foreign currency transactions are initially recognized at the exchange rate of the functional currency at the transaction date. Cash and cash equivalents, receivables, debts and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rates prevailing at the balance sheet date. Any translation differences ensuing from the conversion are charged to the statement of income. This does not apply to the differences on loans denominated in foreign currencies as a hedge for an investment in foreign activities. Such differences are recognized in other comprehensive income and accumulated in a translation reserve until the date the foreign activities are sold. On this date the amount (plus or minus) is taken to the statement of income.

The assets and liabilities of foreign operations are translated into euros at the applicable exchange rate at the balance sheet date. Exchange differences arising from this translation are recognized in other comprehensive income and accumulated in the translation reserve. The translation differences are transferred to the statement of income on the full or partial disposal of foreign subsidiaries, joint operations, joint ventures and associates as a result of which the Group ceases to exercise decisive control. The income and expenses arising from foreign operations are converted to euros at a rate approximating the exchange rate on the transaction date.

Derivative financial instruments
Interest rate swaps and forward exchange contracts in order to hedge the interest rate risks pursuant to concern and project financing, and in order to hedge currency risks on future USD cash flows, are stated, if any, at fair value. This is equal to the present value of the projected cash flows.

Cash flow hedge accounting is applied for interest rate swaps and forward exchange contracts. Changes in the fair value of interest rate swaps and forward exchange contracts that serve to hedge the interest rate risks and currency risks arising from future interest rate payments and future USD cash flows are recognized in other comprehensive income and accumulated in equity to the extent that the hedge can be classified as effective. The deferred amounts in equity are taken to the statement of income on the completion date of the forward exchange contracts and as soon as the hedged future interest coupons are taken to the result.

A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is 'an economic relationship' between the hedged item and the hedging instrument;
- The effect of credit risk does not 'dominate the value changes' that result from that economic relationship; and
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

For the portion of which the hedge effectiveness of the hedge cannot be shown, the change in the value is directly taken to the statement of income. If an interest rate swap is sold or terminated or if the hedge relationship is no longer effective, the cumulative gain or loss up to that point remains recognized in equity unless there is no longer an expectation of the original hedged future cash flows taking place. The results deferred in equity are then recognized immediately in the statement of income within 'financial income/expenses'.

Intangible assets

Patents and Intellectual Property

Patents and Intellectual Property are stated at cost less accumulated amortization and any cumulative impairment losses. Patents are amortized on a straight-line basis over their useful lives of five years. The lifespan of Intellectual Property is seven years.

Software

Software is stated at historical cost, including capitalized financing costs, deducting the annual straight-line amortization based on expected useful life and any cumulative impairments. The lifespan of software is between two and five years.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. When the Group acquires an enterprise, it evaluates the acquired financial assets and liabilities so they can be classified properly and, in accordance with the contractual conditions, so economic circumstances and other applicable circumstances can be identified. This also includes the separation of embedded derivatives by the acquired party. If the business combination is carried out in various phases, then the fair value as of the acquisition date of the interest in the acquired party held previously by the Group is recalculated, incorporating changes in value into the statement of income.

Any contingent fee to be transferred by the Group shall be recognized at fair value as of the acquisition date. Future changes in the fair value of the contingent fee regarded as a liability shall be accounted for in the statement of income. If the contingent fee is classified as equity, then it shall only be reevaluated on final settlement in the equity.

Goodwill is first valued at its cost price, which is the amount by which the transferred fee exceeds the balance of the assets acquired and the liabilities taken on. If this fee is less than the fair value of the net assets of the acquired subsidiary, then the difference shall be accounted for in the statement of income.

After initial recognition, the goodwill is valued at cost price minus any accumulated impairment losses. To check for impairment, the goodwill resulting from a business combination starting from the acquisition date is allocated to the cash flow-generating units expected to profit from the business combination, regardless of whether assets or liabilities from the acquired entity have been allocated to these units.

If goodwill is part of a cash flow-generating unit and some of the business activity within the unit is disposed, then the goodwill pertaining to the disposed activity will be included in that activity's carrying amount to determine the earnings resulting from the disposal. Goodwill that is disposed under the conditions described above is determined on the basis of the relative proportions of the values of the disposed activity and the part of the cash flow-generating unit to be retained.

Other intangible assets

If separately identifiable intangible assets can be discerned upon acquisition of an entity, these are capitalized and amortized within the relevant applicable amortization period. An amortization period varying between 4 to 12 years applies to client bases, depending on their nature and expected churn rate. An amortization period of 0.5 to 6 years is applied to the value of a backlog. Amortization periods are reviewed annually.

Property, plant and equipment

Land and buildings

Buildings are carried at cost less linear depreciation, based on their expected life-cycle, taking into account a residual value, and accumulated impairment. The lifespan of buildings is twenty-five years. If major repairs are carried out, the amount is capitalized and depreciated. Land is not depreciated (excluding land hardening (ten years)).

Plant, tools, fixtures, fitting and other

Plant, tools, fixtures, fittings and other (including inventories) are carried at cost less straight-line depreciation, based on their expected useful lives and residual value, and accumulated impairment. Cost includes the cost of replacing spare parts in the plant and tools, provided that those costs meet the requirements for recognition in the statement of financial position. The lifespan of plant, tools, fixtures and fittings are between two and six years, and of other between three and ten years.

Assets under construction

Assets under construction are valued at incurred costs and consist mainly of term payments for the acquisition of equipment that is not already in use.

Derecognition

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition is recognized in the statement of income in the year in which the item is derecognized. Residual values, useful lives and measurement methods are reviewed and adjusted, if appropriate, at the end of each financial year.

Where tangible fixed assets consist of significant parts, they are listed as separate items (major components) under tangible fixed assets.

Leases

Initial recognition of right-of-use assets and lease liabilities

Recognition of leases on the balance sheet leads to recognition of a liability that represents the present value of future lease payments and recognition of an asset that represents a right-of-use to the leased asset during the lease term. Upon initial recognition, the right-of-use asset is measured at the amount of the initial measurement of the lease liability, to which any lease payments made on or before the effective date have been added. If applicable, initial direct costs incurred by the Group to enter into the lease and compulsory estimated costs for restoration and dismantling that have been factored in are included in the measurement of the right-of-use asset as per the conditions of the lease.

Lease payments

Upon initial recognition, the liability equals the present value of the future lease payments over the lease term. Lease payments are split up into lease and non-lease components. The value of the lease and non-lease components is measured based on the relative stand-alone price of the various components. The non-lease components are not included in the measurement of the liability and are recognized directly in the income statement on a straight-line basis. Measurement of the lease components includes the fixed payments, variable lease payments that depend on an index or percentage (initially measured using the index or percentage that applied on the lease effective date), the strike price of a purchase option when it is reasonably certain that this option will be exercised, amounts that are expected to be payable by the lessee under residual value guarantees, and payment of penalties for early lease termination, if the lease term reflects that the lessee exercises an option to terminate the lease.

Determining the lease term

The lease term equals the lease's non-cancellable period, whereby the legally enforceable extension and termination options included in the contract must be taken into account, if there is a reasonable level of certainty that these options will be exercised. The non-cancellable period ends as soon as both the lessor and the lessee can terminate the contract.

Treatment of right-of-use assets after initial recognition
After initial recognition, the right-of-use asset is depreciated over the service life of the underlying asset or, if this is shorter, the lease term. In the event of purchase options that are reasonably likely to be exercised, the depreciation term equals the service life of the underlying asset. In this case, the exception for short-term contracts (term of 12 months or under) cannot be used.

Treatment of liabilities after initial recognition
After initial recognition, the lease liability is measured based on a process that is comparable to the amortized cost method using the discount rate, whereby the liability is increased by the interest accrued on the back of the discounting of the lease liability at the start of the lease term, less payments that were already made. The interest costs for the term, as well as variable payments not factored into the initial measurement of the lease liability and that were made during the relevant term, are recognized as costs.

Remeasurement of lease liabilities
The lease liability is revalued in case of a change to the lease term, to the estimate in the assessment of the reasonable extent of certainty that an option will be exercised, to the estimate of the assessment of the likelihood of the residual value guarantee and/or to the rates or indexes used to measure the future lease payments. In the event of revaluations ensuing from a change to the lease term or the estimate in the assessment of the reasonable extent of certainty that an option will be exercised, a revised discount rate is used for the revaluation. In the event of revaluations ensuing from a change to the estimate of the assessment of the likelihood of the residual value guarantee and/or the rates or indexes used to measure the future lease payments, the discount rate that was determined upon initial recognition is used. The difference compared to the lease liability prior to the revaluation is corrected in the capitalized right-of-use asset.

Contract amendments
A contract change is when the purport of the contract has been changed and this change was not part of the original contract. If the change ensues from an increase in the price of the rented property and the price increase equals the stand-alone price of the additionally rented asset, the change is recognized as a separate contract. If the change is not recognized as a separate contract, the lease liability is recalculated based on a revised discount rate. The difference compared to the lease liability prior to the contract change is corrected in the capitalized right-of-use asset.
A decrease in the price of the rented property will lead to a decrease in the value of the right-of-use asset. Any resulting losses or gains are recognized directly in the income statement.

Capitalized right-of-use assets
Land
Land is rented primarily for material storage purposes. These leases include annual indexation based on the consumer price index. Initial recognition is based on the index as it is on the effective date. On the date of indexation, the lease liability is recalculated and the difference compared to the lease liability prior to indexation is corrected in the capitalized right-of-use asset.

Company buildings
The lease term is determined as specified above. For a large number of leases, exercising an option requires the consent of both the lessee and the lessor, meaning that the non-cancellable period equals the period of time through to the end date without application of contract options.

These leases include annual indexation based on the consumer price index. Initial recognition is based on the index as it is on the effective date. On the date of indexation, the lease liability is recalculated and the difference compared to the lease liability prior to indexation is corrected in the capitalized right-of-use asset.

Machines and equipment
The machines and equipment that are leased mainly concern equipment such as forklift trucks and cranes. The lease term is determined as specified above. A number of equipment leases include a purchase option. If there

is reasonable certainty that such purchase options will be used, the purchase options will be factored into the measurement of the lease liability. In these cases, the depreciation term for the right-of-use asset equals the asset's economic service life. When a contract includes a purchase option, the practical application for non-capitalization of short-term leases is not used.

Vehicles
Vehicle leases relate to the leasing of passenger vehicles, vans and trucks. The lease term is determined as specified above. The term of these leases equals the non-cancellable period specified in the lease. The non-cancellable period is a standard term (starting on the lease commencement date), unless the contracted number of kilometers is reached before the end of that term.

Other
The other assets relate to various rented assets that cannot be classified in a specific category due to their diverse nature, such as videoconferencing equipment. The lease term is determined as specified above. Under these leases, exercising an option requires the consent of both the lessee and the lessor, meaning that the non-cancellable period equals the period of time through to the end date without application of contract options.

Non-capitalized right-of-use assets
The Group uses the exception rule that allows the Group not to recognize right-of-use assets and lease liabilities for short-term leases and leases for low-value assets. Short-term leases are leases with a term of 12 months or under and relate mainly to tools and equipment. "Low-value" assets are assets with a new value of under €5,000 and concern mainly printers and other small mechanical tools. The Group recognizes lease payments under these leases as an expense over the lease term using the straight-line method.

Assets and liabilities classified as held for sale
Non-current assets (or groups of assets (and liabilities) held for sale) of which the carrying amount is expected to be primarily realized through a sales transaction rather than through their continued use, are classified as 'held for sale'. Immediately before this classification, the assets (or the components of a group of assets being sold) are tested for impairment in accordance with the Group's accounting policies. The assets (or group of assets being sold) are stated at the lower of carrying amount and fair value (less the costs of selling).

An impairment loss on a group of assets held for sale is allocated to goodwill in the first instance, and subsequently in proportion to the remaining assets and liabilities. Impairment losses arising from the initial classification are taken to the statement of income.

Other financial non-current assets
Other non-current receivables
The other non-current receivables concern assets that are held within a business model designed to hold financial assets to receive contractual cash flows. Such cash flows exclusively concern repayments and interest payments on the principal outstanding. Such non-current receivables are initially recognized at the fair value of the relevant performance, and subsequently at amortized cost based on the effective interest rate method.

Ppp-receivables
Ppp-receivables (Public-Private Partnership receivables) consists of concessions payments still due from public bodies (government authorities) for ppp concession projects. Ppp-receivables are recognized as financial non-current assets. This refers to assets that are held within a business model designed to hold financial assets to receive contractual cash flows. Such cash flows exclusively concern repayments and interest payments on the principal outstanding. Such non-current receivables are initially recognized at the fair value of the relevant performance, and subsequently at amortized cost based on the effective interest rate method. The interest rate applied is (virtually) equal to the interest rate (after hedging) of the associated non-recourse ppp loan (ppp loan for which the borrower is not severally liable towards the financier).

Investments in equity instruments
Upon initial recognition, the Group may choose to irrevocably designate its investments in shares as equity instruments measured at fair value through OCI (other comprehensive income) if they fulfil the definition of equity according to IAS 32 'Financial instruments: presentation' and are not held for trading purposes. The classification is determined on an instrument basis. Gains and losses on such financial assets are never recycled into profit or loss. Dividends are recognized as other income in the statement of income if the right to receive payment is established. The Group chose to irrevocably designate the equity investments to this category.

Deferred taxes
Deferred tax assets and liabilities are recognized for temporary differences between the value of the assets and liabilities in accordance with the accounting principles for measurement and determining the result applied in these financial statements and in accordance with the tax policies. Deferred tax assets are only recognized when realisation is considered to be probable. This is also done for the portion of carry-over losses which is more likely than not being realized against sufficient positive taxable results.

For the initial measurement of assets and liabilities that have no impact on the result in the financial statements and on the fiscal result, no tax assets and liabilities are included.

The carrying amount of deferred tax assets is assessed on each balance sheet date and decreased insofar sufficient future taxable profits are not expected to be probable.

Deferred taxes are based on the rate that is likely to be applicable on the date of settlement according to the tax rules. Deferred taxes are recognized in the statement of income, except if related to items that are recognized in the other comprehensive result. In such cases, the deferred taxes are also recognized as other comprehensive result. If this results on balance in a deferred tax asset, it is recognized as a non-current asset. Deferred tax assets and liabilities are offset in a balance if there is a legally enforceable right to do so, if these are associated with tax on profit imposed by the same tax authorities.

Impairments
Financial assets
The Group created a provision for expected credit losses on any differences between the cash flows due according to the contract, and the cash flows that the Group expects to receive, discounted at the approximate original effective interest rate. The amount of expected credit losses (or their reversal) is recognized as an impairment result in the statement of income.

Non-financial assets
The carrying amounts of non-financial assets of the Group, other than inventories and deferred tax assets, is reviewed at each reporting date to determine whether there is any indication of impairment. If such indications exist, an estimate of the recoverable amount of the asset is made.

For goodwill and intangible assets with indefinite lifecycles or not yet in use, an estimate of the recoverable amount is made at each reporting date. An impairment loss is recognized when the carrying amount of an asset or the cash flow generating unit to which it belongs, exceeds its recoverable amount. Impairment losses are included in the statement of income. For an asset or a cash flow generating unit, the recoverable amount equals the highest of company value or the fair value minus the costs to sell. In determining the company value, the present value of the estimated future cash flows is calculated using a discount rate that reflects current market assessments of the time value of money and the specific risks relating to the asset.

With respect to goodwill (excluding goodwill included in the book value of investments) impairment losses are not reversed. For other assets, impairment losses included in prior periods are reviewed at each reporting date to determine indications that the loss has decreased or no longer exists. An impairment loss is reversed if the estimates used to determine the recoverable amount have changed. An impairment loss is reversed only to the extent that the carrying amount of the asset does not exceed the carrying amount, after depreciation or amortization, which would have been determined if no impairment loss was recorded.

Inventories
Inventories are stated at the lower of cost and the net realisable value. The net realisable value is the estimated sales price in the normal conduct of business, less the estimated cost of completion and the cost of sales. The cost of the inventories is based on the average purchase price or based on the first-in-first-out principle (FIFO) (depending on the operational segment) and includes expenditure incurred in acquiring the inventories and the associated costs of purchase. The cost of inventories of finished products includes an appropriate share of the indirect overheads based on normal production capacity.

Receivables
Contract assets and contract liabilities
The Group defines a project contract as a contract specifically negotiated for the contracted work to realize an asset. On the balance sheet, the Group reports the net contract position for each (project) contract as either a contract asset or a contract liability. A contract asset is recognized when Strukton has a right to consideration in exchange for goods or services that the entity has transferred to a customer when that right is conditioned on something other than the passage of time. A contract receivable is an amount to be billed for which payment is only a matter of passage of time. A contract liability is recognized when Strukton has an obligation to transfer goods or services to a customer for which the entity has received consideration (or the amount is due) from the customer. A provision for onerous contracts is recognized when the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

Trade receivables, receivables from affiliated companies and *other receivables*
Trade receivables, receivables from affiliated companies and other receivables are (unless it is a trade receivable without a significant financing component) initially measured at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Impairments on ppp-receivables, contract assets and trade and other receivables
If the credit risk on ppp-receivables has not increased significantly since initial recognition, the loss allowance for these receivables are the 12-month expected credit losses (ECL). If the credit risk on ppp-receivables has significantly changed since initial recognition the loss allowance equals the lifetime expected credit losses. Ppp-receivables are impaired when there is no reasonable expectation of recovering the contractual cash flows.
Indications of increase in credit risk for ppp-receivables are:
- Experience significant financial difficulty;
- Being in default or delinquency in interest or principal payments;
- Have increased probability of default; or
- Other observable data resulting in increased credit risk.

The amount of lifetime credit losses is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the ppp-receivables' original effective interest rate, taking into account the value of collateral, if any. The carrying amount of the ppp-receivables is reduced and the amount of the loss is recognized in the statement of income. If a variable interest rate is applicable, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For contract assets and trade and other receivables, the Group applies the simplified approach for the measurement of expected credit losses. Therefore, the Group does not track changes in credit risk, but instead realizes a loss allowance based on lifetime expected credit losses at each reporting date. The Group uses a provisions matrix to calculate expected credit losses on contract assets and trade and other receivables. This matrix is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. Based on the matrix, expected credit losses for groupings of different customer segments are identified and, if credit losses are expected, contract assets and trade and other receivables are impaired.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the reversal of the previously recognized impairment loss is recognized in the statement of income.

Cash and cash equivalents
Cash and cash equivalents comprise bank balances and cash balances. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts which are repayable on demand and form an integral part of the group's cash management. Such overdrafts are presented as short-term borrowings in the statement of financial position.

Equity attributable to equity holders of the parent company
Reserves
The reserves consist of a share premium, a translation differences reserve, a hedge reserve and an actuarial reserve. The share premium reserve is a reserve created through additional capital injections by the shareholder. The conversion difference reserve contains all currency exchange rate differences arising due to conversion of the Group's net investment in foreign subsidiaries. The hedge reserve consists of the cumulative change in fair value of hedge instruments when the hedged transactions have not yet been carried out or the hedge position has not yet ended. An actuarial reserve is created for the cumulative change in fair value of pension liabilities as a result of changes in actuarial assumptions.

Retained earnings
Retained earnings include the cumulative results of previous financial years less the dividend payments.

Non-controlling interests
Non-controlling interests concerns the equity that is entered by third parties and relates to non-controlling interests in consolidated subsidiaries.

Group equity
The group equity consists of the equity attributable to equity holders of the parent company and non-controlling interests.

Pensions
Oranjewoud N.V. operates various pension plans in accordance with local regulations and terms.

Defined contribution plans
For defined contribution plans the Group pays on mandatory, contractual or voluntary basis contributions to pension funds or insurance companies. Apart from the payment of contributions, the Group has no further obligations. Obligations for contributions to pension based on defined contributions are charged to the statement of income when the contributions are due.

Defined benefit plans
Defined benefit plans lead to a fixed remuneration after leaving employment, the amount of which among other things depends on salary, service time and accrual percentage. Under IAS 19 the Group is required to take a provision for this fixed remuneration after employment.

The Group's net obligation in respect of defined benefit pension plans, is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service during the reporting period and prior periods. The present value of these entitlements is determined and deducted with the fair value of Investment Funds.The discount rate is the return at balance date from high quality corporate bonds of which the duration approaches the pension obligation deadlines of the Group. The calculation is performed by a qualified actuary using the 'projected unit credit' method. This method takes into account future salary increases as a result of career opportunities for employees and general wage developments including inflation.

If the benefits under a plan are improved, the part of the improved benefit plan relating to the past service of employees is then charged to the income statement immediately. During the financial year defined benefits are directly recognized in the statement of income.

The Group recognizes all actuarial gains and losses related to defined benefit plans and the notional return of investments immediately in the consolidated statement of comprehensive income. The notional return on investments is based on the same discount rate. If the investment funds exceed obligations, withdrawal of benefits will be restricted up to an amount equal to the balance of any unrecognized pension of past service and the present value of any future refunds from the fund or reductions in future contributions.

Other long-term employee benefits
The Group's net liability for other long-term employee benefits, except for pension plans, is the amount of the future entitlements that employees have earned in return for their services in the reporting period and previous periods. Examples include jubilee benefits and bonuses. These liabilities are calculated using the 'projected unit credit' method and are discounted to give the present value. The discount rate is the yield as at the balance sheet date for high-value government bonds with a maturity that approximates that of these long-term liabilities of the Group. Any actuarial gains or losses are recognized in the statement of income in the period in which they occur.

Provisions
Provisions are recognized in the statement of financial position if the Group has a present legal or constructive obligation as a result of a past event and when it is probable that resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are made by discounting expected future cash flows. The discount rate used is a pre-tax discount rate that reflects both the current market estimations of the time value of money and specific risks relating to the liability.

Onerous contracts provisions
The Group applies the direct related cost method in measuring the loss on a contract. The loss is recognized on the entire contract. This could imply that the profit on a performance obligation in an onerous contract, prior to realising the performance obligation, is already fully deducted from the loss of the other performance obligation(s). The provision for onerous contracts only relates to the future loss on the performance to be delivered under the contract.

Restructuring provision
A restructuring provision is created if a detailed formal restructuring plan has been approved and those who will be affected have valid expectations that the restructuring will be effected, because the implementation of the plan has been started or the main features of the plan have been announced to those affected.

Project provision (warranty obligations)
A warranty provision is entered if the underlying projects or services have been sold and delivered. This provision is included for costs that it is strictly necessary to incur in order to remove defects appearing after delivery but during the warranty period. The provision is based on the best estimate of the outgoing cash flow.

Jubilee provision (Other long-term employee benefits)
The Group's net obligation for long-term employee benefits, except pension, is the amount of future benefits, such as jubilee payments, that employees have earned in exchange for their services during the reporting period and previous periods. The obligations are calculated with the 'projected unit credit' method and are discounted to present value. The discount rate is the result at balance sheet date on high quality government bonds of which the duration approaches the term of these long-term obligations of the Group. Any actuarial gains or losses are recognized in the income statement in the period in which they occur.

Other
The other provisions include provisions for specific guarantees issued in selling participations, risks of legal proceedings against the Group and/or its operating companies, severance schemes and other relatively minor risks.

Subordinated loans
A loan is classified as a subordinated loan if subordinated to other recognized liabilities. Upon initial recognition in the financial statements, subordinated loans are stated at fair value (net of transaction fees) and subsequently at amortized cost using the effective interest method.

Non-current liabilities
The non-current liabilities consist of liabilities relating to the financing of investment properties, ppp-projects as well of bank loans, derivatives (non-current part) and other non-current liabilities. These non-current liabilities are initially recognized at fair value (less transaction costs) and subsequently at amortized cost using the effective interest method. Transaction costs are amortized over the term of the financing. The portion of the non-current liabilities due within one year is recognized as repayment of non-current liabilities under current liabilities. A liability is written off when the obligations ends, expires or matures.

Unconditional obligations which are based on an option agreement are valued at fair value. This fair value is calculated based on the discounting of the real rate of nominal liability in accordance with the option pricing model of IFRS 13.

Current liabilities
Trade payables, other current liabilities and amounts owed to credit institutions are initially recognized at fair value and subsequently at amortized cost using the effective interest method. Income tax payable is recognized at nominal value.

Revenue
Projects for third parties, service and maintenance contracts
The Group has adopted and applies IFRS 15 Revenue from Contracts with Customers.IFRS 15 follows a 5-step approach to recognize for revenue, which is set out below. Certain specific topics have been included or referred to the applicable note. The core principle of IFRS 15 is a 5-step model to distinguish each distinct performance obligation within a contract that the Group has with its customer and to recognize revenue on the level of the performance obligations, reflecting the consideration that the Group expects to be entitled for, in exchange for those goods or services. The following five steps are identified within IFRS 15:

- Step 1 'Identify the contract with the client': Agreement between two or more parties that creates enforceable rights and obligations (not necessarily written).
- Step 2 'Identify the performance obligations': A promise in a contract with a customer to transfer a good or service to the customer.
- Step 3 'Determine the transaction price': The transaction price is the amount of consideration to which an entity expects to be entitled for in exchange for transferring promised goods or services to a client.
- Step 4 'Allocate the transaction price': The objective of allocating the transaction price is for the Group to allocate the transaction price to each performance obligation.
- Step 5 'Recognize revenue': the Group recognizes revenue when (or as) the Group satisfies a performance obligation by transferring a promised good or service (that is an asset) to a client.

When determining the revenue recognition, the number of performance obligations in a contract is identified. Subsequently, the transaction price is determined. If the consideration promised in a contract includes a variable component, such as a performance bonus or penalty for delays, the amount of consideration to be received is estimated. In such an event, the variable component is measured using the expected value or the most likely amount, depending on the method that can be expected to best predict the amount of consideration that the entity will be entitled to. This method is subsequently applied consistently throughout the contract. An increase of the amount of consideration due to including or excluding the variable component may not take place until it is highly probable that a significant reversal in the amount of cumulative revenue will not occur when the uncertainty associated with the variable consideration has been resolved.

After determining the amount of consideration, this consideration is allocated to the separate performance obligations. This allocation is based on determining the 'stand-alone selling price' for each performance obligation. The stand-alone selling price is measured based on the 'cost plus a margin' method, determining the cost based on the preliminary calculation as prepared during the tender phase. Subsequently, a customary margin is allocated.

Finally, revenue is recognized when transferring control of the goods or services to the customer against an amount reflecting the consideration that the Group expects to be entitled to in exchange for the relevant goods or services.

The Group is active in consultancy and engineering services, developing, building, maintaining and operating infrastructure projects, buildings and technical installations (until January 27, 2022) and rail infrastructure, that are in the principal's control. If the principal has control during the project, the revenue recognition will be based on progress of the project. Progress of the project is determined based on the input method, with project progress being measured based on the cost incurred by the entity in fulfilling a performance obligation. It is not permitted to recognize revenue for costs incurred that can be attributed to significant inefficiencies and that are not factored into the contract sum, as such costs do not contribute to progress regarding fulfilment of the performance obligation.

In the event of changes in the scope of a contract or a (potential) change in the contract consideration, revenue relating to this modification will not be recognized until a written or oral agreement has been reached.

If the date of transferring the performance obligation is not the same as the date of receiving the consideration, the time value of money is taken into account when recognising revenue. For this purpose, the Group makes use of the practical expedient to not adjust the promised amount of consideration for the effects of a significant financing component if the Group expects that the period between the date on which the entity transfers a performance consideration and the date on which the customer pays for this performance obligation is no more than one year.

Tender fees are recognized as part of the amount of consideration over the term of the contract in proportion with performances completed.

Revenue from sale of goods from inventories
The sale of goods from inventories primarily pertains to the sale of prefabricated concrete applications. Revenue from sales from inventories are recognized in the statement of income when handing over control over the goods or services to the customer against an amount reflecting the consideration that the Group expects to be entitled to in exchange for the relevant goods or services.

Concessions
During the operational phase of concession management, revenue consists of:
- The fair value of the delivery of contractual services;
- Interest income related to the investment in the project.
Revenues are recognized when the related services are delivered. Interest is accounted for as financial income in the period to which it relates.

Other operating income
Other operating income include amongst others trading companies, real estate, and tangible assets transaction results. Transaction results are recognized when handing over control of the associates, property or property, plant and equipment items to the customer against an amount reflecting the consideration that the Group expects to be entitled to in exchange for the relevant items.

Costs of raw materials, services of third parties and subcontractors
Costs of raw materials, services of third parties and subcontractors relate to external expenses directly allocated to the production process and projects.

Operating expenses
Costs to obtain a contract
Costs incurred to be awarded a contract by a customer that would not have been incurred if the contract was not awarded, i.e., incremental acquisition cost of a contract are capitalized. If the conditions of incremental costs are not fulfilled, the cost incurred to win a contract are measured as an expense.

Costs to fulfil the performance obligation
The costs to fulfil a performance obligation are capitalized if such costs are directly related to an existing contract or specific anticipated contract, provided that these costs are expected to be recovered.

Operating expenses
Operating expenses are allocated to the year to which they relate.

Public/private partnerships (concessions)
The costs incurred for proposals for ppp-projects are in principle charged to the result, unless such costs are explicitly chargeable to the customer, regardless of whether the contract is obtained. In that case, such costs are capitalized.

Financial income and expenses
Finance income comprises interest received on invested funds, exchange rate gains, and gains on hedging instruments that are recognized in the statement of income.

Finance expenses comprise interest payable on borrowings, interest added to provisions, exchange rate losses, impairment losses on financial assets and losses on hedging instruments that are recognized in the statement of income.

Government grants
Government grants are not recognized until there it is reasonably certain that the Group will comply with the conditions attached to them and that the grants will be received. Government grants that are receivable as a compensation for expenses or losses already incurred are recognized in the statement of income in the period in which they become receivable. The Group presents such government grants as a reduction to the related expenses in the statement of income.

Corporate income tax
Income tax comprises the payable and offsettable income tax relating to the period under review and deferred income tax. The income tax is recognized in the statement of income, except if it relates to items recognized directly in equity, in which case the tax is charged to equity. The current tax payable and offsettable is the expected tax payable on the taxable income for the financial year, using tax rates enacted or substantially enacted at the reporting date, and any adjustments to tax payable in respect of previous years.

Deferred tax assets and liabilities are recognized for temporary differences between the value of the assets and liabilities in accordance with the accounting principles for valuation and determining the result applied in these financial statements and in accordance with the tax policies.

Deferred tax assets are recognized for tax losses carry-forwards, temporary differences and tax credits to the extent that the realisation of the related tax benefit through future taxable profits is probable. Estimates are an inherent part of this process and they may differ from the actual future outcome.

Deferred tax liabilities are not recognized for the following temporary differences: the initial recognition of goodwill, initial recognition of assets and liabilities in a transaction that do not involve a business combination and that affect neither the accounting nor the taxable profit, and differences relating to investments in subsidiaries and entities over which joint control is exercised to the extent that they are unlikely to be settled in the foreseeable future. Deferred tax liabilities are measured using tax rates expected to apply when the temporary differences are reversed, based on legislation enacted or substantively enacted at the reporting date. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available for the realisation of the temporary difference.

The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty, after taking into account external advice where appropriate.

As per IFRIC 23, in preparing estimates of current and deferred tax assets and liabilities, management considers whether it is probable that a taxation authority will accept an uncertain tax treatment. If it is considered probable that an uncertain tax treatment will be accepted, tax estimates are determined in accordance with the tax treatment used or planned to be used in the company's income tax fillings. If it is not considered probable that an uncertain tax treatment will be accepted, tax estimates are made based on the most likely outcome or the expected value, depending on which method best reflects the uncertainty.
At each reporting date, deferred tax assets are reviewed and reduced to the extent that it is no longer probable that the corresponding tax benefit will be realized. Additional income tax on account of dividend payments is recognized at the same time as the obligation to pay the dividend in question.

Information per segment
For management purposes, the Group is divided into segments, based on products and services. The statement of income and a number of statement of financial position items are accounted for by segment. This classification is supported by the management reporting structure, under which the aforesaid units are reported wholly separately to the Group management. The Management monitors the operating results of the segments separately to support decision-making concerning allocation of resources and review of results. Segment results are assessed on the basis of the operating result which in turn is based on the operating profit or loss disclosed in the consolidated financial statements. However, Group financing and income taxes are managed at Group level. Prices for transactions between segments are determined at arm's length.

Policies for the consolidated statement of cash flows

The statement of cash flows is prepared according to the indirect method. Cash flows in foreign currencies are translated at the exchange rate that applies on the transaction date. For subsidiaries and interests in other entities, this is based on the average exchange rate during the financial year. The inventories, receivables, debts, provisions, and debts to credit institutions included in acquisitions are incorporated in the statement of cash flows under investing activities. The acquisition cost paid for acquired associates (after deduction of the purchased cash and cash equivalents), and the selling price received for divested associates, are recognized in the cash flow from investment activities. Income based on interest, dividends and income taxes are included in the cash flow from operations. Transactions that do not involve an exchange of money are not recognized in the statement of cash flows. Amounts owing to banks that are payable on demand and that form an integral part of the Company's cash management system are recognized in the statement of cash flows under the cash and cash equivalents item. Cash flows related to the investments in ppp-projects are included in the cash flow from investing activities due to the nature of investing in the project. The cash from loans and non-recourse financing are included in the cash flow from financing activities. Lease payments are split into an interest component and a repayment component. Both components are included in the cash flow from financing activities. The costs relating to short-term lease liabilities and the costs of low-value leasing assets are included in the cash flow from operating activities.

Significant estimates and assumptions in the consolidated financial statements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances and the current market. The basis for these estimates remains unchanged compared to those described in the 2022 financial statements. The historical experience and other factors especially have an effect on the estimates made regarding the valuation of goodwill, deferred tax assets, projects, land and building rights and property development. Actual results may differ from these estimates.
The preparation of the consolidated financial statements requires the management to make judgements, estimates and assumptions that influence the application of the accounting principles and the reported values of assets and liabilities and of income and expenses. The estimates and corresponding assumptions are based on experiences from the past and various other factors that could be considered reasonable under the circumstances. The actual outcomes may differ from these estimates. The estimates and the underlying assumptions are constantly assessed. Revisions of estimates are recognized in the period in which the estimate is revised or in future periods if the revision has consequences for these periods.

The key elements of uncertainty in the estimates are as follows:

Key estimates:
- Estimations related to the total costs of projects are included in the 'Assumptions when determining revenue recognition' section below.
- Estimation of uncertain tax positions is included in the applicable accounting policy sections above and in the following section 'Accounting considerations on key projects'.
- Estimation of future taxable profits in support of recognition of deferred tax assets is included in the applicable accounting policy sections above.
- Estimation of inputs into discounted cash flow models relating to the impairment of goodwill is included in the applicable accounting policy sections above.
- The assumptions, forecasts and expectations regarding defined benefit plans and deferred employee benefits as included in the following section 'Defined benefit plans and deferred employee benefits'.
- Estimation in determining the lease terms and discount rates applicable to lease agreements as included in the following sections 'Lease terms' and 'Determining the incremental interest rate'.

Key judgements:
- Recoverability of financial and other assets is included in the applicable accounting policy sections above and in the following sections 'Accounting considerations on key projects' and 'Impairments'.
- Recoverability of deferred taxation assets is included in the corresponding accounting policy section above.
- Recognition and measurement of provisions is included in the applicable accounting policy sections above and in the following section 'Accounting considerations on key projects'.
- Correct classification and completeness of events occurring after the reporting period is included in note 27.

Assumptions when determining revenue recognition
When recognising revenues of contracts with customers, the contract consideration must be determined. This consideration may also include variable components, such as a performance bonus or penalty for delays. If the consideration promised in a contract includes a variable component, the amount of consideration to be received is estimated. In such an event, the variable component is measured using the expected value or the most likely amount, depending on the method that can be expected to best predict the amount of consideration that the entity will be entitled to. This method is subsequently applied throughout the contract. An increase of the amount of consideration due to including or excluding the variable component may not take place until it is highly probable that a significant reversal in the amount of cumulative revenue will not occur when the uncertainty associated with the variable consideration has been resolved. Pursuant to IFRS 15, the threshold to recognize positive variable considerations is therefore relatively high. Nevertheless, this variable component is subject to management estimates.

In the event of changes in the scope of a contract or a (potential) change in the contract consideration, revenue relating to this modification will not be recognized until a written or oral agreement has been reached. If this agreement is reached but no agreement was reached about the consideration, the recognition will not take place until it is highly probable that a significant reversal in the amount of cumulative revenue will not occur when the uncertainty regarding the consideration for the contract modification has been resolved. In practice, this means that considerations for requests for change or claims cannot be recognized until a written or oral agreement has been reached on the nature of the change and the relevant consideration.

When allocating the contract consideration to the separate performance obligations, the stand-alone selling price of the performance obligations must be determined. This stand-alone selling price is measured based on the 'cost plus a margin' method, determining the cost based on the preliminary calculation as prepared during the tender phase. Subsequently, a customary margin is allocated. Both the measurement of the cost and the measurement of the margin are subject to the management's estimates.

Revenue recognition is based on the input method, with project progress based on the cost incurred by the entity in fulfilling a performance obligation in proportion with the total forecast project cost. The total project cost is subject to accounting estimates. Such accounting estimates are subject to more uncertainty as:

- the agreed contract form contains more risk for the contractor. In a design and construct contract the contractor also takes the design risk on his behalf. In a DBMO contract this is expanded with the responsibility for maintenance and operation;
- the contract is still in an early stage of design or realisation. In elaborating a provisional design to a final design material deviations from the provisional design can occur (because an initial solution may turn out to be impossible on second thoughts, or because the land conditions are better or worse than expected, or because the dialogue with stakeholders is much more complicated and therefore more expensive than assumed beforehand). Also during the realization a number of risks may prove that are on behalf of the contractor. The mentioned deviations can moreover be positive and negative;
- the term of the contract is longer and thus the forecast of the final work is inherently more subject to uncertainty.

Accounting considerations on key projects
MEET RIVM
Starting 2014, MEET RIVM CBG (hereafter: 'MEET', the project company) executed the works on the new accommodation of the RIVM (national institute for public health and the environment). MEET is responsible for the Design Build Maintain and Operate (DBFMO) of the project, a separate Strukton owned SPC called MEET Strukton is responsible for attracting the initial non-recourse project-financing.

The one-off project has faced significant complexities, the two most material of which have resulted in formal dispute resolution proceedings with the Contracting Authority. These relate to (1) the VC-C vibration measures which are applied to the new building and (2) several major Change Orders to the laboratories requested by the Contracting Authority. These issues caused critical delays and therefore have significant financial consequences which the Contracting Authority does not agree with. Within the DBFMO Agreement, a dispute resolution mechanism is contractually prescribed to solve these issues.

The abovementioned issues have been brought towards several Committees of Experts during the timeframe 2017-2024.

<u>Mitigating Measures (Committee of Experts 01 02)</u>
To meet the contractually stipulated vibration requirements, various vibration mitigation measures have been taken. During the dispute procedure in 2017, the first Committee of Experts (01) judged to set the cost scope of these measures at €20.7 million, of which 40% percent was to be remunerated by the Contracting Authority. Since then, additional measures were required and implemented, resulting in actual costs significantly

exceeding the 2017 estimate. Again, the Contracting Authority contested. In response, MEET initiated a second dispute resolution process in November 2020 to re-evaluate the cost allocation between the parties.

By the end of July 2021, the Committee of Experts (02) issued a preliminary ruling, deciding that 50% of the increased costs should be covered by the Contracting Authority. To finalize its decision, the Committee appointed an independent cost expert to determine the total cost, and this expert issued a final report in November 2023. On December 19, 2023, the Committee released its binding recommendation, obligating the Contracting Authority to reimburse MEET for the mitigation costs. Both MEET and the Contracting Authority accepted this recommendation, making the outcome final. The current project valuation is based on the compensations awarded in the binding decision and the costs incurred for implementing the vibration mitigation measures.

<u>Change Orders Contracting Authority GAP III and Recalibration Process 1 (Committee of Experts (03))</u>
In recent years, the Contracting Authority has requested several Change Orders, which have – together with the COVID-19-situation within the same timeframe – caused (critical) delays and resulted in significant financial consequences. These Change Orders relate amongst others to changing of the classification of the generic laboratories in the Tower (‘Recalibration Process 1’) and modifications required to realize a polio laboratory in the special labs wing to meet updated WHO requirements. As a result thereof, the building was not available at the original Scheduled Availability Date (August 31, 2021). Parties disagreed on both the amount of the financial consequences and the duration of the critical delay and had therefore started the contractual dispute procedure.

Within this procedure, MEET included an extensive elaboration of the financial consequences and critical delay caused by the Change Orders GAPIII, the Recalibration Process 1 and the other circumstances. MEET expected the additional operational work would delay obtaining the Availability Certificate with 40 months to circa year-end 2024. However, in an interim decision issued in October 2023, the GAP III Committee determined that the critical delay from these Change Orders was 15 months and invited parties to discuss and settle on the associated financial impact. On March 8, 2024, the parties reached a settlement agreement, setting the Scheduled Availability Date to December 31, 2024, and establishing financial compensation terms. The settlement agreement was signed on November 20, 2024.

<u>Construction progress</u>
As of the latest reporting date, construction progress for key components of the project—the Tower, plinth, and special labs wing—stands at near full completion in structural, electrical, and mechanical works. During 2024, finishing touches, such as flooring, painting, and laboratory furniture installation, have been completed. The last months were focussed on the project commissioning and qualification phase, and minor finalisation activities focused on the terrain and expedition areas. These closing steps are critical to ensure the building meets operational standards and is ready before the transition into the operational phase which is anticipated to occur in the early months of 2025.

<u>“Maintain and Operate” Phase and Financial Implications</u>
Starting in Q1 2025, the operational phase of the MEET project will begin. The previously reported €194.1 million project loss for MEET RIVM includes anticipated losses for this operational phase. The provision reflects the expectation of a more challenging operational start-up, driven by complexities stemming from the turbulent Design and Build phase and higher-than-budgeted cost and hourly rates, which have outpaced indexation adjustments. The operational phase is marked by considerable uncertainty due to multiple factors, including the project’s complexity, the substantial total operational costs estimated at €268.1 million, and the 25-year operational term. These factors mean that the projected losses may fluctuate over time as new information emerges and adjustments are made in response to operational realities.

<u>Construction progress</u>
As of the latest reporting date, construction progress for key components of the project—the Tower, plinth, and special labs wing—stands at near full completion in structural, electrical, and mechanical works. During 2024, finishing touches, such as flooring, painting, and laboratory furniture installation, have been completed.

The last months were focussed on the project commissioning and qualification phase, and minor finalisation activities focused on the terrain and expedition areas. These closing steps are critical to ensure the building meets operational standards and is ready before the transition into the operational phase which is anticipated to occur in the early months of 2025.

Hoofdstation Groningen
Strukton Civiel Projecten B.V. is working on the Hoofdstation Groningen project on behalf of ProRail. The project has been delayed and the planning has been shifted backwards several times. The delays are caused by the complexity of the project and material external circumstances, both resulting in a longer and more expensive design process. The following reasons have contributed to the cost increases and/or delays:

- COVID-19. Given the complexity of the design, the intention was to perform the design phase at one location. In March 2020, three months after the start of the final design *(DO)* phase, almost all 75 designers were forced to work individually due to a corona lockdown. This had a major impact on the comprehensiveness of the design, which in turn led to delays and higher costs.
- Macro-economic circumstances led to unforeseeable cost increases and supply chain disruptions.
- Remove cables and ducts at the start of the project. At the start of the project, a large number of unknown cables and ducts turned out to be present in the site.
- Design complexity and inefficiency. The realisation of parts of the design turned out to be technically very complex. As a result, adjustments were made to the design, which led to delays and higher costs.
- Anchoring problems. After pouring the concrete, the anchors proved to be unsatisfactory at a number of points. As a result, Strukton's subcontractor had to take measures to resolve this, which led to higher costs.
- Train-free periods *(Trein Vrije Periodes)*. Consecutive delays by the above are multiplied by missing certain pre-determined train-free periods *(TVPs)* and lack of flexibility in securing new ones. The completion of the project is currently foreseen in 2026.

The above matters were not foreseeable and have arisen during the important execution phase of the project. Remaining uncertainties relate to the not yet contracted cost-to-complete and the amount of expected compensation. We are in constructive and active dialogue with ProRail, which has led to a final agreement on additional remuneration per April 2024. Furthermore, Strukton is in an active dialogue with ProRail on the risks related to a specific element in the scope of the project. Currently, the impact is uncertain and has no impact on the expected project result and completion date of the project. The estimate of the final project result amounts to €124.5 million. A provision is formed of €122.4 million up until 2023, and a further provision is recognized in 2024 of €2.1 million.

On July 17, 2024, a fire broke out on the working site. This resulted in fire, water, and smoke damage on the future bus driver's residence and technical installations included in the same building. The cause of the fire is currently being investigated. Furthermore, the impact of the fire on the expected project result is being estimated and is treated as a non-adjusting subsequent event.

A-Pier
In 2018, the legal predecessor of Strukton Roads & Concrete (50%) formed a joint venture with Ballast Nedam Road Specialties (50%) for a subcontract regarding the realisation of specific civil works on the A-Pier at Schiphol, as subcontractor for the main contractor, a JV between Ballast Nedam and TAV. In the execution of the project, Ballast Nedam TAV was involved in discussions with Schiphol based whereon ultimately Schiphol decided to terminate the contract with Ballast Nedam TAV. Subsequently, the main contractor terminated the contracts with its subcontractors. There is currently a dispute with Ballast Nedam TAV as to the amount of compensation we are entitled to receive for this premature termination.

The outcome of the current process between Schiphol and Ballast Nedam TAV, and the subsequent implication for Ballast Nedam Road Specialties and Strukton Roads & Concrete is uncertain. The process has not yet led to an agreement on (additional) remuneration and the time consequences. The best estimate on potential remuneration from the client on these matters has been included in the evaluation of the expected project result. A provision is formed for Strukton’ share of the net balance amounting to €16.5 million. If no remuneration will be granted, which Strukton deems unlikely, an additional loss would have to be recognized.

A-lanes A15 (MAVA and M CO)
Strukton Civiele Projecten B.V. is involved in the design, build and long-term maintenance of the A15 project. Related to the maintenance part of the project, the consortium has deviated from the original long-term maintenance strategy upon the request of the client. The client requested to use quieter but less durable asphalt and to execute the asphalt overlay earlier than planned, whereby it was the understanding of the consortium that the client would cover the additional costs (compared to those of the original long-term maintenance strategy). In October 2024, the consortium and the client agreed upon a settlement on the scope and adjustment of the maintenance strategy. The arbitration procedure is therefore settled. A provision on the loss of the project has been accounted for for the share of Strukton (50%), which amounts to €15.6 million as of December 31, 2023.

Maintenance contracts Sweden
In 2023, two maintenance contracts commenced in Sweden, each with a duration of five years. These projects have been characterized by significant challenges arising from inaccurate cost estimations made during the tender phase, intensified by unforeseen difficulties such as harsh winter conditions that impacted project execution. Additionally, complexities and uncertainties in the working relationship between Strukton and the client have further complicated the situation. As a result of these factors a provision was formed and the current best estimate of the total projected loss for these contracts is €23.7 million, of which €22.5 million was recognized in 2023.

Avenue2
Strukton Civiel Projecten B.V., is via Avenue2 V.O.F. involved in developing and realizing project A2 Maastricht for Rijkswaterstaat and the Municipality of Maastricht. The project was completed a few years ago. The client believes that Avenue2 V.O.F. is responsible for various defects and has been in discussions with Avenue2 V.O.F. The client has drawn on the provided bank guarantee of €4.2 million. For a portion of this amount, an additional provision has been accounted for as of December 31, 2023, based on the management’s best estimate. This estimate reflects the most likely outcome as currently foreseeable.

Other Civil projects
On top of the major projects described above, Strukton Civiel has also executed a number of smaller loss-making projects. The broad strategy, complex organisational responsibilities and challenging risk management all contributed to poor performance across the board. Strukton Civiel also experienced a number of smaller disputes with partners, subcontractors and clients. Furthermore, Strukton Civiel ventured in all markets and in all disciplines in a traditional market approach until 2020, which was typical for civil companies in the Netherlands. Strukton perceives this market as a high-risk market with low profitability, worsened by significant competition and overcapacity in the asphalt market. Management evaluation of the project portfolio of the Civil segment during 2022 and 2023 has led to a significant number of adjustments and write-offs to project valuations. The combination of these matters led management to implement a new approach to the Civil market and strengthen internal organisation and controls.

Corporate income tax
Measured deferred tax assets due to tax loss carried forward are subject to the management’s estimates in terms of future taxable results to be achieved.

The Group operates in various countries. Tax legislation and guidelines vary for each country. Tax treaties between various countries do not always offer full prior certainty about the effects and solutions of tax issues. When determining the tax position, it is possible that assumptions must be made. If such assumptions may lead to uncertainties regarding the correctness of the tax position recognized, this is explained in the notes to the financial statements.

Defined benefit plans and deferred employee benefits
The most important actuarial principles at the basis of the recognized pension commitments and other employee benefits are included in the notes to the relevant items. All assumptions, forecasts and expectations applied as a basis for accounting estimates in the consolidated financial statements reflect the actual outlook of the Group as accurately as possible.

Goodwill
Goodwill is subject to annual impairment tests. An assessment is made of the expected cash flows per business unit based on the business plans drawn up for the next five years. A weighted average cost of capital (WACC) is determined for each business unit based on a representative peer group. The expected cash flows and the WACC form the basis of the discounted cash flow method for the goodwill test. The Group has developed a standard method for this.

Lease terms
The lease term is equal to the non-cancellable period of the agreement, considering the legally enforceable renewal and termination options included in the agreement, if there is a reasonable assurance that these options will be exercised. The non-cancellable period ends when both the lessor and the lessee can terminate the contract. For each contract, we assess whether there is a reasonable degree of certainty that options will be exercised.

Impairments
Other assets
In order to ascertain whether assets are impaired it is necessary to make an estimate of the recoverable amount. The recoverable amount of an asset or a cash generating unit equals the higher of the value in use and the fair value net of cost of selling. If possible, the fair value net of cost of selling is calculated based on a binding sales contract in an arm's length and objective transaction between independent parties. If there is no binding sales contract, but the asset is traded on an active market, the fair value net of cost of selling is equal to the market price of the asset net of cost of selling. If there is neither a binding sales contract nor an active market for an asset, the fair value net of cost of selling is based on the best information available to agree a price that could be achieved at the balance sheet date from the sale of the asset in a transaction between properly informed, willing and independent parties, net of the cost of selling. When calculating this value, account is taken of the results of recent transactions involving similar assets in the same business sector. In determining the value in use, the present value of estimated future cash flows is calculated using a discount rate that reflects both the current market rate and the specific risks relating to the asset. The cash flow forecasts are based on reasonable and substantiated assumptions representing the best estimates by the management of the economic circumstances that will exist during the residual useful life of the asset.

Determining the incremental interest rate
Determining the incremental interest rate is a key factor in the measurement of the lease. When determining the incremental interest rate, the following components should be considered:
- The credit rating of the company
- The contractual lease terms
- The amount of the lease liability
- The applicability of guarantees
- The economic conditions

The Group calculated the incremental interest rate based on the following steps:
1) Determining the reference rate: This reference rate is determined based on the government bonds (of the various countries in which the Group operates) on the date on which the asset was made available. This was based on government bonds with a term of five years. This term was applied because most of the lease agreements within the Group have an average term between 3 and 5 years.
2) Determination of the financial spread ('finance spread adjustment'): The determination of the finance spread adjustments, was based on credit spreads set out in the financing agreements of the various countries.

Lease specific adjustment: The leases are secured loans because the risk of bad debt is lower since the lessor owns the underlying assets. The finance spread adjustments applied in step 2 relate to loans based on collateral. As a result, no additional adjustment was made. The weighted average interest rate used to determine the cumulative effect of first-time adoption of IFRS 16 was 1.5%.

A vulnerabilities analysis is included in the Notes to the newly adopted and revised standards and interpretations.

Financial Management

The Group applies a policy focusing on maximum limitation and control of current and future risks, minimising the financial cost. This is based on general control measures, such as internal procedures and instructions and specific measures designed to control the specified risks.

The Group's financial risks mainly concern credit risks, interest rate risks, currency risks, liquidity risks and inflation rate risk. The risk of fluctuations in currency exchange rates and interest rates is hedged with a range of derivatives, transferring the risks that apply to the primary financial instruments to other contract parties. Interest rate and currency risks are mainly centrally managed. No speculative positions are held.

Credit risk
Most of the principals are public organisations (government bodies), which implies minimum credit risk. For orders from private principals in excess of a certain limit, the credit risk is a factor in the contract assessment. Additionally, the orders are invoiced in advance in proportion to progress in the projects. The cash and cash equivalents available are held with financial institutions with a high credit rating.

Interest rate risk
Loans with a variable interest rate are exposed to the risk of changes in cash flows due to interest rate changes. The Group's policy is designed to conclude long-term loans at a fixed interest rate. Interest rate swaps are concluded to achieve fixed rates. The interest rate risk relating to financing the long-term ppp-projects is occasionally hedged with interest rate swaps.

Currency risk
The bulk of Oranjewoud's operations takes place in the euro zone. The currency risk relates mostly to its foreign subsidiaries in Scandinavia and the United States. No hedges are used. The foreign currency risk on the equity of foreign subsidiaries and the provided long term loans to these subsidiaries, the so called translation risk, is not hedged.

Liquidity risk
The liquidity risk is the risk of the Group being unable to meet its financial obligations on the due dates. Liquidity management is based on having adequate liquidity to fulfil both current and future financial obligations in regular and special circumstances, without incurring unacceptable losses or jeopardising the reputation of the Group. Using progressive liquidity forecasts, the Group assesses the adequacy of liquidity levels. Relating to long-term contracts, principals are usually requested to pay instalments to allow for financing of the project costs.

Based on the liquidity forecasts and the agreed financing, the Board of Directors of Strukton Groep and Oranjewoud expect to have sufficient financial room to implement the business plan. Realisation of the liquidity forecast is strongly dependent on the development of external market conditions, order intake, development of project results and the net working capital.

The Group does not have any specific indications that certain market conditions, such as price development with both customers, and suppliers and contractors, or agreements with suppliers and credit insurers, are developing in any way unfavourably. This also applies to the order intake and timely conversion into sales and development of project results within the expected bandwidths.

The board of Strukton Groep identified various measures that may ensure additional financial room. These measures concern, among other things:

- Better payment conditions, quicker invoicing and collection of invoices, improving the working capital
- Securing dividends from non-credit base subsidiaries, associates and related investments
- Sales of specific assets and non-core portfolio companies
- Agree on additional remuneration for specific projects with clients

Since the divestment of Strukton Worksphere, financing requirements mainly constitute (bank) guarantees, transaction banking, (equipment) lease and transactions. For now, the non-recourse project-financing for RIVM and the ringfenced facilities in Italy are left intact and continue to exist as of the date of authorisation of these financial statements. Other cash or credit facilities have been repaid or reduced or not materially utilized. The strengthened financial position as of 2022 results in financing requirements substantially lower than industry standards.

COVID-19
Strukton Groep N.V. has used the Covid-19 facilities as provided by the Dutch government, being a special postponement of payment, started in 2022. The Special postponement of payment due to the corona crisis relates to VAT and wage tax over the period February until June 2021. Payment of these VAT and wage tax amounting to €45.5 million started in October 2022 and will be repaid in 60 months according to the facility.

Capital management
The policy of the management is geared towards maintaining a strong capital position to retain the confidence of clients, creditors and the markets and ensure future development of business operations. Capital consists of issued and paid-up capital, retained earnings, share premium reserve, hedge reserve, translation difference reserve and an actuarial reserve. In addition to the yield from equity, the management also monitors the amount of the dividend to be paid to the shareholders. Management strives to strike a balance between higher yield, which would be possible with more loan capital, and the benefits and security offered by a solvent capital position.

Management strives for a solvency rate of at least 25%. By year-end 2023, the solvency was 14.0% (2022: 11.4%).

Notes to the consolidated statement of the financial position
(in thousands of euros)

1. Intangible assets

	Goodwill	Other intangible assets	Total
2022			
Cost	67,655	64,870	132,525
Accumulated amortisation and impairment	(23,566)	(56,372)	(79,938)
Carrying amount as at 1 January 2022	**44,089**	**8,498**	**52,587**
Carrying amount as at 1 January 2022	**44,089**	**8,498**	**52,587**
Investments	1,143	368	1,511
Divestments	(1,500)	(674)	(2,174)
Amortisation	-	(2,322)	(2,322)
Foreign currency exchange differences	(405)	(42)	(447)
Other movements	-	1,646	1,646
Carrying amount as at 31 December 2022	**43,328**	**7,474**	**50,802**
Cost	66,894	46,682	113,576
Accumulated amortisation and impairment	(23,566)	(39,208)	(62,774)
Carrying amount as at 31 December 2022	**43,328**	**7,474**	**50,802**
2023			
Carrying amount as at 1 January 2023	**43,328**	**7,474**	**50,802**
Acquisitions / (De)Consolidation	261	-	261
Investments	50	922	972
Divestments	-	-	-
Amortisation	-	(1,905)	(1,905)
Impairments	-	(1,829)	(1,829)
Foreign currency exchange differences	11	9	19
Other movements	-	(30)	(30)
Other reclassification	-	(205)	(205)
Reclassified to held for sale (Note 30)	(776)	(502)	(1,278)
Carrying amount as at 31 December 2023	**42,874**	**3,935**	**46,808**
Cost	66,440	46,876	113,316
Accumulated amortisation and impairment	(23,566)	(42,941)	(66,507)
Carrying amount as at 31 December 2023	**42,874**	**3,935**	**46,808**

The column other intangible assets mainly relates to intellectual property, client base and backlog. There are no financing costs capitalized in 2022 and 2023 as part of the cost price of software in development.

Impairments
Acquired subsidiaries or interests in other entities generate cash flows independently or in collaboration with other segment components and are therefore defined internally, either independently or jointly with the other segment components, as cash generating units (CGU). Capitalized goodwill has been tested, as referred to in IAS 36.

Cash-generating units to which goodwill has been allocated:		**12-31-2023**	**12-31-2022**
Antea Nederland B.V.	*The Netherlands*	3,353	3,353
Van der Heide Beheer B.V.	*The Netherlands*	6,060	6,060
Antea Group France	*France*	9,951	9,901
Strukton Rail Infrastructure	*Various*	11,832	11,832
Costruzioni Linee Ferroviarie S.p.A.	*Italy*	5,542	5,542
Other cash-generating units	*Various*	6,136	6,640
		42,874	**43,328**

The valuation methodology relates to the discounted cash flow method, assuming an indefinite lifespan. The test is conducted on the future cash flows in the countries in which the CGU's are active. For each of the (combined) acquisitions as CGU the value has been determined on the basis of the cash flows expected by management. The rate of growth applied varies on the basis of fixed amounts, or by means of relative increases per year, depending on management expectations. Management expectation is based on historical data, backlog, reviews and external information.

The key assumptions and the method of quantification for impairment for the significant CGU's are listed below. The pre-tax WACC is a percentage. The revenue growth is also a percentage. If the annual revenue growth for the CGU varies per year, the average growth is listed.

Assumptions	**Wacc (pre-tax)**		**Revenue growth Plan period (in %)**		**Revenue growth Perpetual (in %)**	
	2023	2022	2023	2022	2023	2022
Antea Nederland B.V.	15.3	15.0	2.3	1.9	0.5	0.5
Van der Heide Beheer B.V.	14.7	14.2	2.3	3.4	0.5	0.5
Antea Group France	14.3	14.3	2.3	2.8	0.5	0.5
Strukton Rail Infrastructure	13.6	14.2	0.6	(1.1)	0.5	0.5
Costruzioni Linee Ferroviarie S.p.A.	18.2	18.0	(2.4)	(1.2)	0.5	0.5

The table below shows the impact on the realizable values in the impairment test for the sensitive CGU's of changes in the assumptions while the other assumptions remain the same:

Sensitivity	**Wacc + 1%**		**Wacc - 1%**		**No perpetual growth**	
	2023	2022	2023	2022	2023	2022
Antea Nederland B.V.	(4.4)	(4.4)	5.0	5.0	(1.1)	(0.8)
Van der Heide Beheer B.V.	(1.1)	(1.4)	1.3	1.6	(0.3)	(0.3)
Antea Group France	(2.4)	(2.4)	2.8	2.8	(0.6)	(0.5)
Strukton Rail Infrastructure	(26.6)	(24.2)	31.1	27.8	(9.8)	(10.9)
Costruzioni Linee Ferroviarie S.p.A.	(14.9)	(14.0)	17.4	8.0	(6.4)	(3.1)

The result of the calculation of the realizable value is for the CGU's other than those who were fully impaired, higher than the carrying amount including the goodwill entered there.

Antea Nederland B.V.
The test was performed on the future cash flows of Antea Nederland B.V. The outcome of the calculation of the realisable value is above the share in the Company's book value by €56.4 million including the goodwill recognized. If the adjustment in the key variables is improbably high, the realisable value will still not drop below the Company's book value. Oranjewoud N.V. therefore has not recorded any impairment to Antea Nederland B.V.'s goodwill in this financial year.

Van der Heide Beheer B.V.
The test was performed on the future cash flows of Van der Heide Beheer B.V. The outcome of the calculation of the realisable value is above the share in the Company's book value by €4.2 million including the goodwill recognized. If the adjustment in the key variables is improbably high, the realisable value will still not drop below the Company's book value. Oranjewoud N.V. therefore has not recorded any impairment to Van der Heide Beheer B.V.'s goodwill in this financial year.

Antea Group France
The test was performed on the future cash flows in the CGU of Antea Group in France. The outcome of the calculation of the realisable value is above the share in the Company's book value by €7.9 million including the goodwill recognized. If the adjustment in the key variables is improbably high, the realisable value will still not drop below the Company's book value. Oranjewoud N.V. therefore has not recorded any impairment to the goodwill recognized for the French activities in this financial year.

Strukton Rail Infrastructure
The impairment test was based on the consolidated financial figures of Strukton Rail Infrastructure and performed on the future cash flows within the CGU. The outcome of the calculation of the realisable value is above the Company's book value by €323.7 million including the goodwill recognized. If the adjustment in the key variables is improbably high, the realisable value will still not drop below the Company's book value. Oranjewoud N.V. has not recorded any impairment to Strukton Rail Infrastructure goodwill in this financial year.

Costruzioni Linee Ferroviarie S.p.A.
The test was performed on the future cash flows in Italy. The outcome of the calculation of the realisable value is above the share in the Company's book value by €125.0 million including the goodwill recognized. If the adjustment in the key variables is improbably high, the realisable value will still not drop below the Company's book value. Oranjewoud N.V. therefore has not recorded any impairment to Costruzioni Linee Ferroviarie S.p.A.'s goodwill in this financial year.

The amortization terms are based on expected economic life:

- Backlog — 6 months to 6 years
- Intellectual Property — 7 years
- Patents — 5 years
- Customer bases — 4 to 12 years
- Software — 2 to 5 years

2. Property, plant and equipment

	Buildings	Land	Plant and equipment	Other assets	Assets under construction	Total
2022						
Cost	81,284	11,387	295,484	52,025	12,256	452,436
Accumulated depreciation and impairment	(43,414)	(338)	(229,952)	(40,810)	-	(314,514)
Carrying amount as at 1 January 2022	**37,870**	**11,049**	**65,532**	**11,215**	**12,256**	**137,922**
Carrying amount as at 1 January 2022	**37,870**	**11,049**	**65,532**	**11,215**	**12,256**	**137,922**
Acquisitions / (De)Consolidation	5	-	1,441	(897)	(487)	62
Investments	883	1,859	21,275	4,867	9,352	38,237
Disposals	(4,454)	-	(7,123)	(5,942)	(2,885)	(20,404)
Depreciation on disposals	1,501	-	5,333	140	-	6,973
Depreciation	(1,975)	(9)	(18,119)	(3,886)	-	(23,989)
Other reclassifications	(4,127)	4,461	(1,090)	4,803	(4,593)	(546)
Foreign currency exchange differences	-	-	(860)	21	(108)	(947)
Other movements	(701)	(2)	(1,800)	(20)	476	(2,047)
Carrying amount as at 31 December 2022	**29,001**	**17,358**	**64,590**	**10,301**	**14,012**	**135,261**
Cost	73,591	17,707	307,328	54,856	14,012	467,494
Accumulated depreciation and impairment	(44,590)	(349)	(242,738)	(44,556)	-	(332,233)
Carrying amount as at 31 December 2022	**29,001**	**17,358**	**64,590**	**10,300**	**14,012**	**135,261**
2023						
Carrying amount as at 1 January 2023	**29,001**	**17,358**	**64,590**	**10,301**	**14,012**	**135,261**
Acquisitions / (De)Consolidation	-	-	(220)	(176)	25	(371)
Investments	2,074	390	19,131	6,978	13,141	41,713
Disposals	(1,016)	(1,879)	(3,951)	(1,835)	(3,992)	(12,673)
Depreciation on disposals	-	-	2,267	838	-	3,105
Depreciation	(3,053)	(14)	(17,200)	(3,867)	-	(24,133)
Other reclassifications	140	-	2,613	276	(3,029)	-
Reclassification held for sale	(742)	(1,408)	(2,270)	(1,807)	(10)	(6,238)
Foreign currency exchange differences	-	-	(101)	(9)	46	(64)
Other movements	(127)	(271)	2,165	(509)	(2,913)	(1,654)
Carrying amount as at 31 December 2023	**26,277**	**14,176**	**67,023**	**10,189**	**17,280**	**134,946**
Cost	74,047	14,810	324,694	57,774	17,280	488,605
Accumulated depreciation and impairment	(47,769)	(634)	(257,671)	(47,585)	-	(353,659)
Carrying amount as at 31 December 2023	**26,277**	**14,176**	**67,023**	**10,189**	**17,280**	**134,946**

Of the Property, plant and equipment a maximum amount of nil (2022: nil) served as collateral to banks and/or other providers of loan capital in the context of the committed bank facilities, no amount (2022: €0.8 million) is served as collateral for the bank loans. The majority of the tangible assets are being used as security for banks and/or other providers of loan capital.

The depreciation terms are based on expected economic life:

Buildings	10 to 50 years
Land	none (surfacing is in fact depreciated (10 years))
Plant and equipment	2 to 6 years
Other assets	3 to 10 years
Assets under construction	No depreciation

3. Right-of-use assets

	Office buildings	Land	Equipment	Cars	Other assets	Total
2022						
Carrying amount as at 1 January 2022	**55,538**	**1,483**	**38,949**	**36,968**	**2,277**	**135,215**
Additions	3,802	4	6,291	9,297	305	19,699
Contract modifications	5,970	(31)	(73)	2,140	(50)	7,956
Depreciation	(17,719)	(758)	(7,113)	(18,356)	(72)	(44,017)
Other reclassification	1,033	-	(1,330)	3,851	(2,085)	1,469
Foreign currency exchange differences	(634)	(20)	-	(452)	-	(1,106)
Other movements	153	(1)	305	207	-	663
Carrying amount as at 31 December 2022	**48,144**	**677**	**37,029**	**33,654**	**375**	**119,879**
2023						
Carrying amount as at 1 January 2023	**48,144**	**677**	**37,029**	**33,654**	**375**	**119,879**
Acquisitions / (De)Consolidation	-	-	-	(225)	-	(225)
Additions	8,302	-	16,980	23,188	184	48,654
Contract terminations	(157)	-	-	-	-	(157)
Contract modifications	7,617	(46)	(1,001)	(1)	21	6,590
Depreciation	(16,258)	(508)	(8,094)	(18,139)	(70)	(43,068)
Other reclassification	979	-	112	196	350	1,637
Reclassified to held for sale (Note 30)	(2,448)	(29)	(245)	(893)	2	(3,613)
Foreign currency exchange differences	28	(3)	-	32	-	57
Other movements	632	926	(189)	877	(391)	1,855
Carrying amount as at 31 December 2023	**46,839**	**1,017**	**44,592**	**38,689**	**471**	**131,608**

The depreciation periods are based on the lease contract terms:

- Office buildings 5–- 10 years
- Land 5–- 10 years
- Equipment 4 years
- Cars 5 years
- Other assets 3 years

Land

Most of the land lease contracts have a term of 5 to 10 years. Renewal options are set out in these contracts to ensure operational flexibility. If both the lessor and the lessee wish to extend or not terminate the contracts, the contracts are usually automatically renewed based on the same conditions. Most of the contracts are indexed annually based on the consumer price index (CPI). The lease contracts do not impose covenants, but the leased assets may not be used as collateral for loans.

Property

Most of the property lease contracts have a term of 5 to 10 years. Renewal options are set out in these contracts to ensure operational flexibility. If both the lessor and the lessee wish to extend or not terminate the contracts, the contracts are usually automatically renewed based on the same conditions. Most of the contracts are indexed annually based on the consumer price index (CPI). The lease contracts do not impose covenants, but the leased assets may not be used as collateral for loans.

Plant and equipment
The lease contracts do not impose any covenants, but the leased assets may not be used as collateral for loans. No renewal options are set out in these contracts.

Cars
The leases of the cars have a maximum term of 5 years. If the mileage is higher than contractually agreed, this leads to an adjustment of the lease term to less than 5 years. If the lease term is adjusted, this also results in an adjustment of the lease rate. No indexations and variable payments are set out in these lease agreements. Furthermore, it is not possible to extend the lease term beyond the maximum term of 5 years.

The payment obligations corresponding with the lease contracts are recognized in current liabilities and non-current liabilities. For more information relating to these lease liabilities, please refer to note 14 “Lease liabilities”.

4. Investments in associates and joint ventures

The movement in the value of associates and joint ventures was as follows:

	2023	2022
As at 1 January	**21,940**	**26,313**
Decrease due to decrease of share	-	(46)
Result on current year	(70)	1,651
Dividends distributed by associates and joint ventures	(1,257)	(1,050)
(De)consolidation	-	(1,431)
Reclassified to held for sale (note 30)	(8,185)	-
Other movements	1,265	(3,498)
As at 31 December	**13,692**	**21,940**

For a full overview of all associates and joint ventures, reference is made to note 31.

In 2023, dividends were mainly paid out by Bituned B.V. (€0.5 million) and APA B.V. (€0.5 million).

In the table below also the amounts of interest of the Group in associates are listed.

2022	**Fixed assets**	**Current assets**	**Non-current liabilities**	**Current liabilities**	**Net assets (100%)**	**Net assets (Share Oranjewoud)**	**Revenue**	**Net result**	**Result after taxes (Share Oranjewoud)**
TRS Europe B.V. (joint venture)	-	186	-	52	134	75	229	(38)	(19)
GBN Artificial Grass Recycling B.V. (joint venture)	12,730	1,765	7,371	5,223	1,901	1,046	6,566	5	3
Eurailscout (joint venture)	22,819	15,181	10,125	6,888	20,987	10,494	27,565	(825)	(413)
Aduco Holding B.V. (joint venture)	2,942	4,959	598	1,290	6,013	1,503	9,230	(191)	(48)
Bituned B.V. (joint venture)	74	7,079	83	3,586	3,484	1,742	52,761	1,097	549
APA B.V. (associate)	5,234	8,200	323	4,647	8,464	2,116	24,924	2,551	638
APRR B.V. (associate)	5,568	8,742	1,712	2,698	9,900	2,475	27,573	2,446	612
Other associates						1,587			(59)
Other joint ventures	-	-	-	-	-	902	-	-	388
Total						**21,940**			**1,651**

2023	Fixed assets	Current assets	Non-current liabilities	Current liabilities	Net assets (100%)	Net assets (Share Oranjewoud)	Revenue	Net result	Result after taxes (Share Oranjewoud)
TRS Europe B.V. (joint venture)	-	354	-	165	189	91	199	55	27
GBN Artificial Grass Recycling B.V. (joint venture)	12,026	1,226	7,397	5,490	351	201	5,849	(1,550)	(853)
Eurailscout (joint venture)	18,374	14,566	4,377	7,210	18,063	9,032	25,254	267	134
Aduco Holding B.V. (joint venture)	2,245	7,846	708	1,632	7,751	1,938	14,653	1,737	434
Bituned B.V. (joint venture)	140	6,292	109	2,609	3,714	1,857	52,455	1,229	614
APA B.V. (associate)	5,116	10,558	281	4,750	10,643	2,661	29,027	2,179	545
APRR B.V. (associate)	6,686	8,410	745	3,660	10,690	2,673	25,965	2,791	698
Other associates						1,348			117
Other joint ventures						2,078			(148)
Total						**21,877**			**1,569**
Classified as held for sale (Note 30) *						(8,185)			-
Total						**13,692**			**1,569**

* The items classified as held for sale are APA B.V., APRR, B.V., GBN Artificial Grass Recycling B.V. and items included in other associates and other joint ventures

The line items Other associates and Other joint ventures consist of several, relatively small, associates and joint ventures.

Some of the Group’s activities are carried out in either temporary or permanent joint operations. Joint operations are joint arrangements whereby the Group and other parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities, relating to the joint operation. The Group recognizes its share in the joint operations’ individual revenues and expenses, assets and liabilities and includes it on a line-by-line basis with corresponding items in the Group’s financial statements.

5. Other financial non-current assets

	Non-current receivables	Ppp-receivables	Investments in equity instruments	Total
2022				
As at 1 January 2022	**16,803**	**11,252**	**1,819**	**29,874**
Loans granted	2,542	-	-	2,542
Repayments	(3,190)	(1,838)	-	(5,028)
Foreign currency exchange differences	28	-	-	28
Additions	600	5,987	-	6,587
Revaluations	-	1,913	-	1,913
Accrued interest	-	6,959	-	6,959
Liquidity funding	-	(23,588)	-	(23,588)
Other movements	(8,359)	-	308	(8,051)
Carrying amount as at 31 December 2022	**8,424**	**685**	**2,127**	**11,236**
2023				
Carrying amount as at 1 January 2023	**8,424**	**685**	**2,127**	**11,236**
Impairments	(395)	-	-	(395)
Loans granted	300	-	-	300
Repayments	(2,229)	-	-	(2,229)
Foreign currency exchange differences	1	-	-	1
Additions	2,578	16,999	-	19,577
Revaluations	-	(1,402)	-	(1,402)
Accrued interest	-	7,613	-	7,613
Other movements	421	2,281	67	2,769
Carrying amount as at 31 December 2023	**9,100**	**26,176**	**2,194**	**37,470**

The ppp-receivables consist of fees to be received pursuant to concession agreements in the Netherlands. The term of the various ppp-receivables is approximately 25 years. Most of the amount of such receivables has a term longer than five years. Given the character of the contract parties, the credit risk is estimated at nil (see also note 18).

The ppp-receivables and the contract liabilities are related to the MEET RIVM project. These positions have been offset as they relate to the same external party.

6. Deferred tax assets and liabilities

The deferred tax position can be broken down as follows:	**Consolidated statement of financial position**		**Consolidated statements of income**	
	12-31-2023	**12-31-2022**	**2023**	**2022**
Valuation of carry-forward losses	11,566	8,356	3,210	874
Temporary differences in valuation of provision	4,912	2,704	2,209	(88)
Temporary differences in valuation of contract assets/liabilities	8,975	6,077	2,898	(437)
Temporary differences in valuation of (in)tangible assets	5,498	6,965	(1,467)	26
Financial fixed assets	7,825	8,074	(249)	(1,771)
Actuarial result	2,397	7,165	(4,768)	(1,042)
Other	182	2,168	(1,985)	(107)
Deferred tax asset	**41,356**	**41,509**		

	Consolidated statement of financial position		**Consolidated statements of income**	
	12-31-2023	**12-31-2022**	**2023**	**2022**
Temporary differences in valuation of intangible assets	-	(1,401)	(1,401)	(224)
Property, plant and equipment	(5,250)	(5,978)	(728)	2,200
Temporary differences in valuation of contract assets/liabilities	-	(1,864)	(1,864)	(2)
Actuarial result	(1,673)	-	1,673	-
Other	110	(864)	(974)	408
Deferred tax liabilities	**(6,813)**	**(10,107)**		
Balance of DTA and DTL	**34,543**	**31,402**		
Deferred tax expense (income)			**(3,447)**	**(163)**

The recognized deferred tax asset of €41.4 million (2022: €41.5 million) relates amongst others to the valuation of carry-forward losses. This valuation is based on expected future profits based on estimates of management. The recognized tax losses carried forward are based on the forecast for the period 2024-2028. The losses have no expiration date. In addition it concerns the goodwill capitalized for tax purposes (to be amortized for tax purposes) on acquisitions of Antea USA, Inc. effected prior to the acquisition of Antea USA, Inc. by Oranjewoud N.V. Since this goodwill has not been recognized for financial reporting purposes, higher amortization for tax purposes is involved in respect of this deferred tax asset. Dividend payments, if any, to shareholders of Oranjewoud N.V. will not have any corporate income tax consequences.

Carry-forward losses totaling €286.5 million (2022: €501.1 million) are available at several subsidiaries, out of which the Dutch fiscal unity of Strukton Groep had a total amount of €170.0 million (2022: €384.3 million). An amount of €11.6 million of losses carried forward has been recognized as deferred tax asset. For all other carry-forward losses no deferred tax asset has been recognized, as no future profits are expected. The losses can be carried forward indefinitely.

The deferred tax has changed through the consolidated statement of comprehensive income for the income tax of changes in actuarial reserves of negative €1.0 million (2022: €5.0 million).

No change in corporate income tax rates is applicable for 2023. The percentage used in the measurement of the Dutch deferred tax assets and liabilities remains 25.8% for 2023.

In determining the valuation of the deferred tax a corporate tax rate was taken into account of between 15.0% and 35.0%, depending on the rates applicable in the relevant jurisdiction. Deferred tax liabilities have been recognized for differences between the tax and the accounting bases of assets and liabilities, arising mainly from valuation differences arising on the valuation of assets and liabilities obtained in acquisitions.

7. Inventories

	31-12-2023 (*)	12-31-2022
Raw materials and consumables	10,788	12,866
Finished product and goods for resale	4,940	12,425
Property development (unsold)	-	525
	15,728	**25,816**

(*) Please refer to note 30 for the amount that is classified as held for sale

The unsold property development items concern land positions and expenses incurred for property development projects in progress. The write-down on inventories in 2023 was €4.1 million, which mainly related to raw materials and consumables (2022: €0.1 million). The write-down on inventories is included in the line item other operating expenses in the statement of income.

8. Trade and other receivables

	12-31-2023 (*)	31-12-2022
Receivables from related parties	3,560	5,823
Trade receivables - net	298,576	335,531
Taxes and social security contributions receivable	17,031	17,202
Other receivables	121,984	67,696
Prepayments and accrued income	16,815	14,806
	457,966	**441,057**

(*) Please refer to note 30 for the amount that is classified as held for sale

The other receivables and prepayments and accrued income concern receivables on combinations and various kinds of other payments in advance.

The credit risks of the Group mainly relate to trade receivables, other receivables and amounts to be invoiced on completed projects and work in progress. To manage the credit risks, Oranjewoud N.V. has developed a credit policy and credit risks are continually monitored. There is no significant concentration of credit risk within Oranjewoud N.V., as there are a large number of customers, with the exception of rail operations, where there is a limited number of customers for which the credit risk is assessed as very limited. The collectability of the receivables is reviewed on a customer-by-customer basis, depending on the customer profile and the risk assessment drawn up by management. The provision for doubtful accounts has been deducted from trade receivables in the statement of financial position.

The majority of the accounts receivables of Dutch subsidiaries within Antea Group have been pledged to the banks that have presented a committed facility.

Ageing analysis trade receivables

	12-31-2023		12-31-2022	
	Gross	**Provision**	**Gross**	**Provision**
Not yet due	223,705	172	247,130	7,600
Due within 31 - 60 days	27,256	137	29,165	1,361
Due within 61 - 90 days	11,112	61	11,085	53
Due within 91 - 180 days	9,861	338	13,052	1,496
Due within 181 - 365 days	6,720	345	6,629	3,537
Due over one year	33,579	12,605	47,390	4,873
Total	**312,234**	**13,658**	**354,450**	**18,919**
Trade receivables due (%)		28.4%		30.3%
Net position trade receivables		**298,576**		**335,531**

The movement in provision for bad debts is as follows:

	2023	2022
Amount as at 1 January	**18,919**	**18,463**
Additions	3,250	7,597
Usage of provision	(8,509)	(6,044)
Release	45	(1,298)
Deconsolidation	-	202
Foreign currency exchange differences	(31)	-
Other	(17)	(1)
Amount as at 31 December	**13,658**	**18,919**

9. Contract assets and liabilities

	12-31-2023 (*)	12-31-2022
Contract assets	256,157	265,582
Contract liabilities	(159,725)	(148,855)
	96,431	**116,726**

(*) Please refer to note 30 for the amount that is classified as held for sale

	12-31-2023	12-31-2022
Perfomance obligations fulfilled and transferred to clients (in practical terms, this item comprises realised revenue based on percentage of completion)	4,893,915	4,528,168
Less: Invoiced instalments	(4,797,484)	(4,411,442)
	96,431	**116,726**

The contract assets primarily relate to the Group's rights to consideration for work completed but not billed at the reporting date. The Group receives payments from customers in line with a series of performance-related milestones and will previously have recognized a contract asset for any work performed. Any amount previously recognized as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer. The contract assets are classified as current assets and remained stable. The increase is divided among the various segments.

The contract liabilities primarily arise if a particular milestones payment exceeds the revenue recognized to date under the input method. The contract liabilities are classified as current liabilities. The increase in contract liabilities is mainly attributable to the Rail Infrastructure division.

Projects under construction split by segment is as follows:

	12-31-2023	12-31-2022
Rail Infrastructure	120,677	124,678
Civil Infrastructure	(25,485)	(19,861)
Technology and Buildings	4,682	14,769
Consulting and Engineering Services	(3,443)	(2,861)
	96,431	**116,726**

Major long-term projects are generally financed with loan capital. This means the billed installments on such projects exceed the costs incurred. The contract assets mainly consist of short-term projects.

Note 13 explains the provision for losses on contracts with customers that are yet to be realized.

10. Cash and cash equivalents

	12-31-2023 (*)	12-31-2022
Banks	397,339	466,179
Cash on hand	55	97
	397,394	**466,276**

	12-31-2023	12-31-2022
Cash blocked within combinations	66,915	153,411
Cash and cash equivalents	330,479	312,865
	397,394	**466,276**

For the statement of cash flows:	12-31-2023	12-31-2022
Cash and cash equivalents	397,394	466,276
Cash management system of the Group	(539)	(820)
	396,855	**465,456**

(*) Please refer to note 30 for the amount that is classified as held for sale

In the statement of financial position, cash and cash equivalents comprise bank balances, deposits and cash balances. For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts which are repayable on demand and form an integral part of the Group’s cash management. Such overdrafts are presented as short-term borrowings in the statement of financial position.

The cash and cash equivalents include cash and cash equivalents from construction combinations amounting to €66.9 million (2022: €153.4 million) and cash received on blocked accounts to the amount of €0.9 million (2022: €0.7 million). These frozen funds are not at the Group's free disposal.

The funds recognized in construction combinations concern funds in partnerships that are subject to contractual provisions governing restrictions on the liquid assets. The funds received in restricted accounts mainly concern deposits pursuant to the Chain Liability Act (G-accounts).

An amount of €58.0 million (2022: €135.9 million) is collateralized for banks. The cash collateral related to the activities on the Riyadh metro project has been released in 2023.

All other cash and cash equivalents are fully at the Group's free disposal.

11. Group equity

(x €1.000)

	Share Capital	Share Premium	Translation differences reserve	Hedging reserve	Actuarial reserves	Retained earnings	Result for the year	Shareholders' equity	Non-controlling interest	Total equity
Balance 1 January 2022	**6,287**	**201,896**	**3,322**	**(1,662)**	**(24,012)**	**(113,991)**	**(169,283)**	**(97,443)**	**763**	**(96,680)**
Acquisition of subsidiaries	-	-	-	-	-	2,996	-	2,996	93	3,089
Cash flow hedges	-	-	-	1,662	-	-	-	1,662	-	1,662
Appropriation of result 2021	-	-	-	-	-	(169,283)	169,283	-	-	-
Result for the reporting period	-	-	-	-	-	-	260,695	260,695	(15)	260,680
Unrealised results	-	-	(549)	-	14,097	-	-	13,548	-	13,548
Transactions of non-controlling interest	-	-	-	-	-	-	-	-	238	238
Balance 31 December 2022	**6,287**	**201,896**	**2,773**	**-**	**(9,915)**	**(280,279)**	**260,695**	**181,457**	**1,079**	**182,536**
Balance 1 January 2023	**6,287**	**201,896**	**2,773**	**-**	**(9,915)**	**(280,279)**	**260,695**	**181,457**	**1,079**	**182,536**
Appropriation of result 2022	-	-	-	-	-	260,695	(260,695)	-	-	-
Result for the reporting period	-	-	-	-	-	-	45,397	45,397	123	45,521
Unrealised results	-	-	759	-	(4,508)	-	-	(3,748)	44	(3,704)
Balance 31 December 2023	**6,287**	**201,896**	**3,532**	**-**	**(14,423)**	**(19,584)**	**45,397**	**223,106**	**1,246**	**224,352**

Equity attributable to equity holders of the parent company

Share capital

As at December 31, 2023, the authorized share capital of Oranjewoud amounted to €10 million consisting of 50,000,000 A and 50,000,000 B shares of €0.10 each. As at such date, the subscribed and paid-up share capital amounted to €6.3 million and consisted of 29,553,066 A shares and 33,319,803 B shares. There was no difference in terms of voting and financial rights between the A shares and B shares. On the date of the change of the articles of association (August 22, 2023) the A shares and B shares were converted into one class of ordinary shares.

The articles of association of the company provide that issues of shares take place pursuant to a decision of the Management. The company may acquire fully paid-up shares in its own capital, but only for no consideration. Acquisition other than for no consideration can only take place if the general meeting has authorized the Management accordingly.

Earnings per share

The result attributable to holders of ordinary shares amounted to €45.4 million (2022: €260.7 million). The number of shares outstanding at December 31, 2023 is 62,872,869. The result per share amounts to €0.72 (2022: €4.15).

The calculation of net earnings per share at December 31, is based on the net result available to ordinary shareholders divided by the average weighted number of shares outstanding that were in issue during the year 62,872,869 shares. Diluted earnings per share were equal to basic earnings per share.

Dividend
Dividend payment is subject to future profit developments, market developments, desired solvency and the leverage under existing and future bank covenants. Dividend will be made available as optional dividend.

Total equity increased in 2023 with the realized results €45.5 million. Unrealized results amounted to €3.7 million negative. On balance, total equity increased by €41.8 million in 2023.

The company needs sufficient resources to be able to fund possible growth of operating capital due to an increase in activity. There are also restrictions imposed in the financing documentation in respect of dividend payments. The combination of these facts prompted the proposal from the Board of Directors to forgo payment of dividends for the 2023 financial year, with the approval of the Supervisory Board.

Translation differences reserve
The translation differences reserve contains all currency exchange rate differences arising due to conversion of the Group's net investment in foreign subsidiaries with a currency other than the functional currency.

Hedging reserve
The hedging reserve consists of the cumulative change in fair value of hedging instruments when the hedged transactions have not yet been carried out or the hedge position has not yet ended. The hedging reserve relates to the measurement of swaps in the special purpose companies in which ppp-projects are performed and in which the Group participates. Additionally, currency forward contracts were closed in 2014 and 2016 in the context of the Riyadh metro project, hedging the currency risk on future USD cash flows. In 2022, the reserve was fully decreased to nil as all hedge contracts have been terminated.

Actuarial reserve
The actuarial reserve consists of the cumulative change in present value of pension liabilities minus the fair value of the plan assets as a result of changes in actuarial assumptions. It concerns a distributable reserve.

The Articles of Association of the company provide that issues of shares take place pursuant to a decision of the Management. The company may acquire fully paid-up shares in its own capital, but only for no consideration. Acquisition other than for no consideration can only take place if the general meeting has authorized the Management accordingly. The reserve for translation differences and the hedge reserve are not freely distributable. The retained earnings consist of the balance of accumulated losses and retained earnings.

Non-controlling interests
During and at the end of 2023, the non-controlling interests consisted of Tri Stockholm AB (40%), J&E B.V. (15%) Antea Brazil (49.1%) and Modulas Beheer B.V. (47.5%). These non-controlling interests are not considered to be material to the group.

12. Deferred employee benefits

Oranjewoud N.V. operates various pension plans in accordance with local regulations and terms. These plans are mostly classified as defined contribution plans. These pension plans are based on a contribution which is a fixed percentage of the pensionable amount. The employer’s portion of this contribution is accounted for in the statement of income.

Pension plans in the Netherlands are subject to the provisions from the Dutch Pensions Act (Pensioenwet). The Dutch Pensions Act stipulates that pension plans must be fully funded and provided independently from the company by a separate legal entity. The various pension plans are administered by a range of industry-wide pension funds and insurers. The Group has no additional responsibility for the administration of these plans.

Each employee's basic pension is covered by group plans, to which multiple employers have signed up, because they are required to by law. These plans contain an indexed career average pension scheme and are therefore considered to be defined-benefit plans. This applies in particular to the industry-wide pension funds for the construction, metal, engineering and rail industries. Given that these funds are unable to provide the required information on the Group's proportional share of the pension liabilities and fund investments, defined-benefit pension schemes are recognized as defined-contribution schemes. The Group is required to pay a pre-agreed premium for these schemes. The Group will not be able to claim a refund of any overpaid premiums and is not required to make good any shortfalls, unless these are caused by amendment of future premiums. The part exceeding the basic pension (top-up part), which is not covered by group schemes, is administered by external parties and concerns defined-contribution schemes.

For the personnel and many of the Group companies, the benefit plans for the following pension funds apply, with indication of the number of active participants as of December 31, 2023 and the coverage of the funds as of December 31, 2022 and 2023:

The funding ratio of the sector pension funds is as follows:

	12-31-2023	12-31-2022
Industry-wide pension fund - Construction	123.9%	122.0%
Industry-wide pension fund - Concrete production	110.0%	108.5%
Industry-wide pension fund - Metal and Engineering	105.8%	106.7%
Railroad pension fund	127.6%	126.1%
Alecta pension insurance plan Sweden ITP scheme	158.0%	172.0%

Antea France SAS and Groupe IRH Environnement SAS and a part of the Strukton Groep companies operate pension plans which are classified as defined benefit plans. The obligation comprises pension entitlements with the principal actuarial results (changes in value of plan assets, life expectancy and the likelihood of the employee leaving the company) being for the account of the company.

The costs of these plans and the cash value of the future pension obligations are measured actuarially. The actuarial methods applied, comprise the use of assumptions regarding discount rates, future salary increases, mortality rates and the future indexation of pensions. All assumptions are reviewed at each reporting date. The table hereafter lists the net provision for pensions, the fair value of the plan assets and the pension plan financing status.

The pension provision is specified as follows:

	12-31-2023	12-31-2022
Antea France SAS (France)	3,314	3,129
Groupe IRH Environnement SAS (France)	1,433	1,074
Strukton Rail AB (Sweden)	38,116	36,366
Strukton Railinfra N.V. (Belgium)	1,555	1,017
Strukton Roads & Concrete B.V. (Prior year: Strukton Civiel Noord & Oost B.V. and Strukton Civiel Zuid B.V. (The Netherlands)	4,387	7,508
Costruzioni Linee Ferroviarie S.p.A. (Italy)	1,961	2,209
	50,766	**51,303**

Antea France SAS (France)
These benefit plans provide for an amount to be paid to the employee if the employee is employed by the employer until the agreed pension age. The amount to be paid, in addition to the monthly salary, depends on the number of years of employment when the pension date is reached. The liability is a pension entitlement for which the largest actuarial gains and losses are covered by the company.

Groupe IRH Environnement SAS (France)
There are two plans, a retirement indemnity plan and a retirement benefits plan. The retirement benefits plan is a closed plan for participants who were employed before 1996.

Strukton Rail AB (Sweden)
The pension scheme for the Strukton Rail AB (Sweden) employees born before 1978 concerns a defined benefit plan. All active participants to this plan are participating in the Sweden Pension Plan ITP2. The other two current plans concern the Sweden pension Plan Balfour Beatty and Sweden Pension Plan KPA. These two plans have only inactive participants of the former Balfour Beatty and the former Svensk Banproduktion. The three plans are administered by PRI, a pension insurer. The total liabilities at year-end 2023 amounted to €37.6 million (2022: €36.4 million). For this purpose, the pension commitments were stated at present value based on IAS 19. The calculation is performed by a qualified actuary. The liability must be financed by the Company. The pension payment is carried out by the organisation Alecta. The risk of the Company's bankruptcy is insured with PRI. In the context of this insurance, guarantees were issued to PRI amounting to SEK 110 million (€10.5 million). Alecta applies different principles for the calculation of the liability than PRI. Therefore, Alecta's calculated provision is higher. Strukton annually pays a premium to PRI for this so-called 'estimated redemption cost'. The liability of Strukton Rail Sweden's in-house pension scheme (ITP2) has been frozen as of December 31, 2021. As of January 1, 2022 pension premiums are insured with PRI and as a result the related liability will reduce over time as pensions are paid out.

Strukton Rail N.V. (Belgium)
The pension insurance for the employees of Strukton Rail N.V. in Belgium is a defined benefit plan. The pension provision is funded with an insurance contract with quoted market prices.

Strukton Civiel Noord & Oost B.V. (Netherlands)
An indexation commitment for the pension scheme was recognized for Strukton Civiel Noord & Oost B.V. The indexation provision is funded with an insurance contract administered by Nationale Nederlanden. No new rights are accrued in this pension scheme.

Strukton Civiel Zuid B.V. (Netherlands)
An indexation commitment for the pension scheme was recognized for Strukton Civiel Zuid B.V. The indexation provision is funded with an insurance contract which is administered by Delta Lloyd.

Costruzioni Linee Ferroviarie S.p.A. (Italy)
Costruzioni Linee Ferroviarie S.p.A. provides its employees with a defined benefit plan, Fondo TFR – Pension Fund, for which an amount of €2.0 million (2022: €2.2 million) was reserved in the Company balance sheet. The pension provision in Italy is not financed externally and must be financed by the Company.

Assumptions
The identified material starting points for the calculation of the pension liability are the inflation, the discount rate and the mortality tables. The inflation is an 'indirect starting point'. Salary growth and pension growth are direct starting points derived from this inflation.

	12-31-2023	12-31-2022
Discount rate	3.10% - 3.20%	3.70% - 3.80%
Inflation	2.00% - 2.25%	2.00% - 2.50%

The following mortality tables were applied:

Antea France SAS (France)	INSEE F2017-2019
Groupe IRH Environnement SAS	INSEE F 2017-2019/TG HF 2005
Strukton Rail AB (Sweden)	DUS21
Strukton Railinfra N.V. (Belgium)	MR/FR (1993 Belgium mortality table)
Strukton Civiel Noord & Oost B.V. (The Netherlands)	Prognosetafel AG2022
Strukton Civiel Zuid B.V. (The Netherlands)	Prognosetafel AG2022
Costruzioni Linee Ferroviarie S.p.A. (Italy)	ISTAT 2018 M/F

Sensitivity
If the discount rate would increase by 1% point, under the same other assumptions, than the present value of pension liabilities would decrease by €10.7 million. A decrease in the discount rate by 1% point and the same other conditions, would cause the present value of pension liabilities to increase by €13.5 million. If the inflation would increase by 0.25% point, under the same other assumptions, than the present value of pension liabilities would increase by €2.9 million. A decrease in the inflation by 0.25% point and the same other conditions, would cause the present value of pension liabilities to decrease by €2.8 million.

Sweden
If the discount rate would increase by 1% point, under the same other assumptions, than the present value of pension liabilities would decrease by €7.2 million (2022: €6.3 million). A decrease in the discount rate by 1% point and the same other conditions, would cause the present value of pension liabilities to increase by €9.2 million (2022: €3.7 million). If the inflation would increase by 0.25% point, under the same other assumptions, than the present value of pension liabilities would increase by €2.1 million (2022: €1.8 million). A decrease in the inflation by 0.25% point and the same other conditions, would cause the present value of pension liabilities to decrease by €2.0 million (2022: €1.7 million). If the participants of the three Swedish plans are supposed to live one year longer than assumed, then the liabilities increase by around €0.2 million or 3.84% (2022: €3.0 million or 6.3%). The actuarial loss on the pension plans in Sweden (which together make up 80% of the total provision) has been off-set against Past Service curtailments.

The forecasted cash flows for the three Swedish pension schemes are indicated below. The duration of the ITP2 scheme is equal to 20.2 years (2022: 19.4 years); for the closed KPA schemes, a duration of 13.7 years applies (2022: 22.1 years).

(x €1 million)	< 1 year	1 - 5 years	> 5 years
2023	1,01	4,40	7,35
2022	0,78	3,94	6,57

Breakdown
The pension liabilities and the pension plan assets are determined based on actuarial calculations that are performed as of December 31. The breakdown and the progress of the pension liabilities and the pension plan assets concerning the defined benefit plans are listed hereafter.

	12-31-2023	12-31-2022
Pension plan assets (fair value)	23,831	15,146
Pension liabilities (net present value)	74,597	66,449
Net defined benefit liability	**50,766**	**51,303**
Movements:		
Pension plan assets as at 1 January	**15,146**	**22,156**
Interest income on plan assets	730	246
Pension contribution	8,501	1,505
Disbursements	(2,144)	(1,879)
Return on plan assets greater / (less) than discount rate	1,346	(7,221)
Other	252	339
Pension plan assets as at 31 December	**23,831**	**15,146**
Pension liabilities at 1 January	**66,449**	**95,630**
Acquisition/Divestment	269	-
Current service cost	703	982
Interest cost on the DBO	2,372	1,321
Administration costs and taxes	(648)	(1,070)
Disbursements from plan assets	(807)	(642)
Disbursements paid by employer	(1,336)	(1,237)
Net actuarial (gain) / loss	4,255	(24,608)
Currency (gain) / loss	270	(3,621)
Other movements	3,070	(306)
Pension liabilities at 31 December	**74,597**	**66,449**
Actuarial results through OCI at 1 January	**12,220**	**30,279**
Actuarial (gain)/loss due to non-financial assumption changes	288	3,401
Actuarial (gain)/loss due to financial assumption changes	3,968	(28,010)
Return on plan assets greater/less than discount rate	(1,346)	7,221
Return on plan assets	-	-
Foreign currency (gains)/losses	291	(671)
Other movements	2,268	-
Actuarial results through OCI at 31 December	**17,689**	**12,220**

	2023	2022
Pension expense components pursuant to defined benefit plans		
Current service cost	782	982
Interest cost on the defined benefit obligation	2,352	1,321
Return on plan assets	(727)	(246)
Other	648	1,070
Pension cost recognised in the income statement	**3,055**	**3,127**

The major categories of plan assets as a percentage of the fair value of total plan assets were as follows:

	12-31-2023	12-31-2022
Bonds	0%	0%
Funds	0%	0%
Other plan assets	100%	100%

Given that the vast majority of the benefit plans is financed with an insurance policy, the assets consist of the guarantee by the insurer that specific pensions will be paid out in the future. The value of these assets is the current cash value of these guaranteed payments. Allocation to different financial instruments is not applicable, therefore these assets are presented under other fund investments.

The expected contribution to the defined benefit plans in 2024 is €1.4 million (2023: €2.7 million). The costs of the pension plan will be borne by the Group.

13. Provisions

	Restructuring provision	Provision for onerous contracts	Projects other	Jubilee	Tax provision	Other provision	Total
As at 1 January 2022	**1,781**	**212,749**	**17,334**	**6,975**	**11,083**	**2,166**	**252,088**
Foreign currency exchange differences	-	(98)	359	2	-	-	263
Additions	116	16,982	6,763	546	-	926	25,333
Utilisation of the provision	(888)	(74,768)	(6,294)	(735)	-	(306)	(82,991)
Release of the provision	(492)	108	(58)	(813)	-	(902)	(2,157)
Other movements	179	-	6	-	(2,165)	-	(1,980)
As at 31 December 2022	**696**	**154,974**	**18,110**	**5,975**	**8,918**	**1,884**	**190,557**
Long-term portion	212	142,692	17,627	5,582	8,918	323	175,354
Short-term portion	484	12,282	483	393	-	1,561	15,203
	696	**154,974**	**18,110**	**5,975**	**8,918**	**1,884**	**190,557**
As at 1 January 2023	**696**	**154,974**	**18,110**	**5,975**	**8,918**	**1,884**	**190,557**
Consolidation/Deconsolidation	-	-	(32)	(46)	-	-	(78)
Foreign currency exchange differences	-	752	(77)	-	(298)	-	377
Additions	1,540	40,333	3,581	1,076	2,229	11,555	60,314
Utilisation of the provision	(111)	(46,788)	(9,590)	(264)	-	(1,469)	(58,222)
Release of the provision	53	(2,107)	(305)	(127)	-	(148)	(2,634)
Reclassified to held for sale (Note 30)	(47)	(53)	(150)	(130)	-	-	(380)
Other movements	-	-	3	-	-	8	11
As at 31 December 2023	**2,130**	**147,110**	**11,541**	**6,486**	**10,849**	**11,829**	**189,944**
Long-term portion	683	137,179	9,883	5,487	10,849	10,869	174,950
Short-term portion	1,448	9,931	1,658	999	-	960	14,994
	2,130	**147,110**	**11,541**	**6,486**	**10,849**	**11,829**	**189,944**

The non-current component of the provisions (excluding the jubilee provision, etc.) is expected to be settled after one year, and will certainly be settled within five. The current component is expected to be settled within one year.

The jubilee provision and such like are based on an IAS 19 calculation, including discount. The likelihood of departure falls over a range from 25% for employees aged 20 years to 0% for employees aged 60 years and up. The other non-current provisions are small.

Provision for onerous contracts with customers
The provision for loss-making contracts with customers totals €147.1 million (2022: €155.0 million). This provision represents the amount of unrealized losses on contracts based on the progress of the project. This provision is mainly related to projects in the Civil Infrastructure segment (€68.0 million), the MEET Project (€16.9 million) and the Rail Infrastructure segment (€51.5 million). Please also refer to the paragraph 'Accounting considerations on key projects' which describes the largest projects with the highest uncertainty.

The releases of this provision mostly relate to projects in the Civil Infrastructure segment. The additions have been recorded in the line item 'Costs of raw materials, consumables, subcontracted work and other external costs' in the statement of income.

Provision for projects other
The provision concerns mainly guarantee commitments within Strukton Rail Italy. These commitments are calculated based on historical data in order to estimate the expenses to be made.

Jubilee provision
The provision is the amount of future benefit payments and claims for jubilee payments and leave entitlements. The obligations recognized in the balance sheet are measured as the present value of the estimated future cash outflows. Any actuarial gains or losses are recognized in the statement of income in the period in which they occur.

As part of service anniversary schemes at the Group, bonuses are paid out after a certain number of years of service. Given that there are various such schemes in place across the Group, the extent of this bonus and when it is paid depends on the entity at which an employee works. The primary risk the Group runs in relation to this facility is the interest rate risk, as a lower interest rate means a higher liability.

Tax provision
The tax provision addition consists of withholding tax related to Qatar. The Tax Authority in Qatar has issued additional tax assessment and penalties in 2024 related to the years 2019-2023. The addition to this provision has been recorded in the line item 'Income tax' in the statement of income.

Other
In the other provision an addition of €10 million relates to the investigation of the Dutch Fiscal Information and Investigation Service (FIOD). The details of the settlement with the Public Prosecution Service is further disclosed in paragraph 'Subsequent Events'. The other provisions include provisions for specific guarantees issued in selling participations, risks of legal proceedings against the group and/or its operating companies, severance schemes and other relatively minor risks.

14. Lease liabilities

	2023	2022
As at 1 January	**101,525**	**118,836**
Accrued interest	3,775	2,098
Lease payments	(51,826)	(44,742)
Foreign currency exchange differences	51	(1,101)
Reclassified to held for sale (Note 30)	(3,226)	-
Remeasurements due to contract modifications	8,050	5,381
New lease contracts	51,189	20,880
Disposals	(162)	-
Other movements	82	173
	109,458	**101,525**
Long-term component of lease liabilities	74,916	66,274
Short-term component of lease liabilities	34,542	35,251
	109,458	**101,525**

Remeasurements
These are revaluations of lease liabilities as part of IFRS 16. These revaluations are caused mainly by changes to the lease term and the recognition of indexations during the year.

Land
Leases for land generally have a short term (of 5 to 10 years). These leases include extension options to ensure operational flexibility. If both the lessor and the lessee want to renew or not terminate the leases, the leases are generally renewed automatically based on the same conditions. The majority of the leases is indexed annually based on the consumer price index (CPI). Although the leases do not impose any covenants, it is not allowed to use assets leased as collateral for loans.

Company buildings
Leases for buildings generally have a short term (of 5 to 10 years). These leases include extension options to ensure operational flexibility. If both the lessor and the lessee want to renew or not terminate the leases, the leases are generally renewed automatically based on the same conditions. The majority of the leases is indexed annually based on the consumer price index (CPI). Although the leases do not impose any covenants, it is not allowed to use assets leased as collateral for loans.

Machines and equipment
Although the leases do not impose any covenants, it is not allowed to use assets leased as collateral for loans.

Vehicles
Vehicle leases have a maximum term of 5 years. If the number of kilometers specified in the lease is exceeded, the lease term will be shortened to under 5 years. A change to the lease term automatically also leads to a change to the lease rate. These leases do not provide for indexations and variable payments. The lease term cannot be extended after termination of the maximum term of 5 years.

Amounts recognized in the income statement
Payments on short-term leases and leases for low-value assets are recognized as an expense in the income statement using the straight-line method. This also applies to variable interest costs that are not linked to an index. Short-term leases are leases with a term of 12 months or shorter and relate mainly to the leasing of equipment and vehicles. Low-value assets concern mainly printers and small mechanical tools.

In the income statement, the following amounts are recognized:

	2023	2022
Depreciation on right of use assets	43,068	44,017
Interest on lease contracts	3,775	2,098
Expenses relating to short-term lease contracts	18,839	14,936
Expenses relating to variable lease payments not recognised when determining lease liabilities	7,020	6,548

The expenses relating to short-term lease contracts and variable lease payments not recognized when determining the lease liabilities are recorded in the other operating expenses in the income statement.

Book value and contracted cash flows

	Carrying amount	Contractual cash flows	Up to 1 year	1 - 2 years	2 - 5 years	> 5 years
Lease commitments 2023	110,321	120,215	24,519	25,980	55,442	14,274
Lease commitments 2022	101,525	107,737	39,774	38,048	24,266	5,650

The total cash out for rental and lease contracts in 2023 was €51.6 million (2022: €44.7 million). A total amount of nil million (2022: €2.7 million) was prepaid on lease contracts for subsequent years.

15. Subordinated loans and non-current liabilities

Subordinated loans	**12-31-2023**	**12-31-2022**
Sanderink Investments B.V.	16,000	16,000
Other companies	-	8,686
	16,000	**24,686**

The movement in the subordinated loans is as follows:

	Balance at January 1	Additions	Repayments	Balance at December 31
2022	26,000	686	(2,000)	24,686
2023	24,686	-	(8,686)	16,000

The subordinated loan granted by related party Sanderink Investments B.V. has a term of 55 years. Early repayment is possible. Interest on this loan is payable at a rate of 5.0%. Subordination applies to all of the Group's obligations towards the lender (Sanderink Investments B.V.), ensuing from this subordinated loan in relation to all current and future receivables of the Rabobank under the Rabobank Loan Agreement, both in cases of bankruptcy or suspension of payments on the part of the borrower and otherwise.

The subordinated loans from Other companies concerned related party loans from Centric Holding B.V. (€7.1 million) and Sanderink Holding B.V. (€1.6 million) to Strukton Groep N.V. They have been repaid by Strukton Groep N.V. in 2023 as the activities in Riyadh have been terminated and the cash collaterals related to these activities have been released by the banks.

Loans and other financing obligations

	12-31-2023	12-31-2022
Total current and non-current liabilities	212,459	254,234
Current portion of non-current liabilities	(34,964)	(53,886)
	177,495	**200,348**

	12-31-2023	12-31-2022
Bank loans	43,679	47,595
Non-recourse ppp-financing	108,546	114,092
Other non-current liabilities	25,270	38,661
	177,495	**200,348**

The non-current liabilities related to non-recourse ppp-financing decreased due to the MEET Strukton Project. The decrease in Bankloans relates to Strukton Rail Italy.

The interest on bankloans varies between 0.92% and 1.90%, while the duration varies from 2024 to 2029. The non-current part of the non-recourse ppp-financing amounts to €108.5 million (2022: €114.1 million). The interest rate is between 3.67% and 3.72% and the duration varies from 2023 to 2043.

The Other non-current liabilities mainly relate to the Special postponement of payment of VAT and wage tax over the period February until June 2021 for an amount of €45.8 million. According to this facility, this amount will be paid in 60 months as from October 2022. An amount of €9.2 million is payable within one year.

The movements in the non-current liabilities can be specified as follows:

	Balance at 1-1-2022	Receipts	Repayments	Exchange differences	Other	Balance at 12-31-2022
Term loans	31.014	-	(10.000)	1.300	-	22.314
Bank loans	81.803	120	(17.803)	-	-	64.121
Groupe IRH	1.297	-	(25)	-	-	1.272
Non-recourse ppp-financing	125.852	-	(6.264)	-	391	119.979
Other non-current liabilities	648	-	-	103	45.796	46.548
	240.615	**120**	**(34.092)**	**1.404**	**46.187**	**254.234**

	Balance at 1-1-2023	Receipts	Repayments	Exchange differences	Other	Balance at 12-31-2023
Term loans	22.314	-	(22.314)	-	-	-
Bank loans	64.121	15.000	(16.268)	2	-	62.855
Groupe IRH	1.272	167	-	-	-	1.439
Non-recourse PPP-financing	119.979	-	(5.809)	-	-	114.169
Other non-current liabilities	46.548	65	(12.436)	-	(181)	33.995
	254.234	**15.232**	**(56.828)**	**2**	**(181)**	**212.459**

The ‘Other’ movement in 2023 relates to the reclassification to held for sale (refer to note 30).

The repayment plan for the non-current liabilities and the repayment liabilities entered under the current liabilities is as follows:

	< 1 year	1 - 5 years	> 5 years	Total
2022				
Term loans	22,315	-	-	22,315
Bank loans	16,527	47,595	-	64,122
Groupe IRH	-	1,272	-	1,272
Non-recourse ppp-financing	5,885	19,007	95,085	119,977
Other non-current liabilities	9,159	37,388	-	46,547
	53,886	**105,263**	**95,085**	**254,234**

2023				
Term loans	-	-	-	-
Bank loans	19,176	43,679	-	62,855
Groupe IRH	-	1,439	-	1,439
Non-recourse ppp-financing	5,623	17,784	90,762	114,169
Other non-current liabilities	10,164	23,831	-	33,995
	34,964	**86,733**	**90,762**	**212,459**

The other non-current liabilities that are payable within one year, relate to tax payables. For this reason this amount is accounted for as Taxes and social insurance contribution and is not part of the Short term portion of non-current liabilities.

For more information about interest and currency risks, see note 18 ‘Financial instruments’ and the ‘Financial risk management’ paragraph. Further reference is made to the Going concern paragraph in the accounting policies.

16. Trade and other payables

	31-12-2023 (*)	31-12-2022
Trade payables	243,673	273,395
Short term portion of non-current liabilities	25,066	44,683
Debts to related parties	4,121	4,463
Taxes and social insurance contribution	77,989	66,607
Pension obligations	2,811	1,928
Leave provision	36,007	33,413
Other personnel related liabilities	24,801	23,153
Invoices to receive	34,468	36,311
Other liabilities	111,037	102,710
Accrued liabilities	73,730	75,168
	633,704	**661,831**

(*) Please refer to note 30 for the amount that is classified as held for sale

The non-current part of the liabilities is included in note 15.

17. Off-balance sheet commitments and securities provided

Contingent liabilities
Contingent liabilities are liabilities resulting from events in the past whose existence is only confirmed by the occurrence of one or more uncertain future events, over which the entity does not have total control.

If it is not likely that an outflow of means that contain economic benefits will be required to settle a liability or if the amount of the liability cannot be valued in a sufficiently reliable manner, then the liabilities in question will also be designated as contingent liabilities. The contingent liabilities are guarantees issued and any liabilities from legal proceedings against Oranjewoud N.V. and/or its operating companies for which the scope of the risks and any resulting liabilities cannot be valued in a sufficiently reliable manner.
In addition to this, Oranjewoud N.V. is jointly and severally liable for all liabilities of general partnerships (contractor combinations) in which it is directly involved. This liability is limited to the Group companies participating in the general partnership. Liabilities of this kind have not been entered in the financial statements.

Bank guarantees
The bank guarantees for projects, leases and capital commitments amounted to €174.7 million (2022: €305.7 million). These guarantees mainly concern commitments pursuant to projects in progress, maintenance commitments relating to delivered work and investment commitments. The largest guarantee relates to the MEET RIVM project. The decrease mainly relate to the Riyadh metro project which has been closed in 2023.

Maturity of issued guarantees:

2022

(x EUR 1,000)	**Total**	**< 1 year**	**1 - 5 years**	**> 5 years**
	305,722	216,454	83,397	5,871

2023

(x EUR 1,000)	**Total**	**< 1 year**	**1 - 5 years**	**> 5 years**
	174,725	117,199	51,544	5,982

Credit facilities
The borrowers have undertaken not to encumber their assets with security without the lender's advance consent. For more details we refer to the paragraph Liquidity risk in note 18.

The total of guarantee facilities amounts to €174.7 million. No mandatory repayments apply during the contract period.

Strukton Groep has some separate facilities for Dutch companies. In addition to the committed facility for the Dutch companies, Strukton has facilities in Italy, Sweden, Belgium and Denmark. The key facilities in Italy, Sweden and Denmark are specified separately below:

The facilities in Italy can be specified as follows:

- Current account facility of €54.8 million (2022: €46.3 million). Nothing was withdrawn.
- Loan facility €61.8 million (2022: €62.1 million). This was fully withdrawn.
- Bank guarantee facility €158.5 million (2022: €105.9 million), €76.5 million is in use (2022: €87.8 million).
- Factoring contracts €69.9 million (2022: €71.9 million), €62.0 million (2022: €69.4 million) is in use.

In Sweden and Denmark, Strukton has the following facilities:

- Multi-purpose credit facility SEK 259.0 million (2022: SEK 259.0 million). An amount of SEK 131.3 million was withdrawn (2022: SEK 189.0 million).
- Bank guarantee facilities SEK 6.4 million (2022: SEK 11.3 million). An amount of SEK 6.4 million was withdrawn (2022: SEK 11.3 million).

Legal proceedings
The Group was involved in a number of legal proceedings at year-end 2023, most of which are minor.

Line 7 and Line E59
As per October 2022 and May 2023, Costruzioni Linee Ferroviarie S.p.A., subsidiary of Strukton Rail Italy, is involved in two legal proceedings regarding the Line 7 and Line E59 projects in Poland. As per date of the financial statements there remains a high degree of uncertainty regarding the ultimate outcome of these proceedings, as well of the potential effect on the amount and timing of the outflow of resources. Therefore, these proceedings are disclosed as a contingent liability and no provision is recorded in the financial statements.

Strukton Milieutechniek
Strukton Milieutechniek B.V. has been suspected of the storage / transshipment of hazardous waste without an issued environmental permit in the period from January 2022 to September 2022 inclusive. As of the date of preparing the financial statements for financial year 2023, there remains significant uncertainty regarding the ultimate outcome of these proceedings and the possible impact of the amount and timing of any outflow or resources.

Taxes
The Dutch Tax Authorities are performing an audit of the Riyadh metro project to check the transfer prices applied and the profit distribution between the Netherlands and Saudi Arabia. This audit focuses on old years, but the outcome will also apply to future years. Based on this audit, the Tax Authorities have taken the preliminary view that similar commercial parties operating under the same circumstances would have agreed a different distribution of profits. However, the Tax Authorities have expressed their wish to come to a solution acceptable to both parties, determining the transfer prices to be applied for the project. In order to arrive at an acceptable solution, the tax authorities and Strukton entered into further consultations, with Strukton seeking the support of an external tax consultant. We have not created a provision for this issue in our consolidated financial statements. Based on the double taxation treaty between the governments of the Kingdom of the Netherlands and the Kingdom of Saudi Arabia, which includes a provision regarding corresponding corrections and a provision regarding a mutual consultation procedure, we assume that the countries involved will come to an extrajudicial agreement without any detrimental effects for Strukton.

All Dutch wholly-owned associates, which are not a part of Strukton Groep, are part of the tax group for corporate income tax purposes of Oranjewoud N.V. Consequently, the aforesaid companies are jointly and severally liable for corporate income tax liabilities of Oranjewoud N.V. and the companies forming part of this tax group. Within this tax group, the corporate income tax will be settled with current accounts. The corporate income tax is calculated by applying the current rate (25.8%) to the profit before taxes. For the Dutch Value added tax, Oranjewoud N.V. is part of the tax group with seven Dutch entities. Please refer for a total overview of the applicable entities to note 31.

As of October 29, 2010 Strukton Groep N.V. is, together with the majority of its 100% domestic subsidiaries, part of a tax group for corporate income tax and VAT in The Netherlands . Refer to note 31 for all entities included in the Dutch fiscal unity of Strukton Groep N.V.

Tax audit
Strukton Groep is subject to a VAT audit carried out by the Dutch Tax Authorities over fiscal year 2023. This audit may result in additional VAT, interest and or fines to be paid of which the impact currently cannot be estimated reliably. The audit is estimated to be finalized early 2025.

Investment commitments
As per the end of 2023, there are no investment commitments (2022: nil).

18. Financial instruments

General
The main financial instruments of the Group comprises bank loans and credits and cash and cash equivalents. The main purpose of the financial instruments is to finance the operating activities of the Group. In addition there are various other non-current financial assets and liabilities, including trade receivables and debts to suppliers, which arise directly from the operating activities. No derivatives and financial instruments are held for trading purposes.

Interest rate risk
The interest rate risk in respect of interest-bearing loans and bank debts is discussed under the heading Non-current liabilities. The impact of a 1 percentage point interest increase on profit before taxes and equity is around €1.6 million negative (2022: €1.8 million negative). The impact of a decrease is similar in size but contrary. This interest rate risk is exclusive the effect of derivates.

Currency risk
The majority of the Group's activities are carried out in the eurozone. Most subsidiaries outside of the eurozone do business in their country's currency. For transactions in foreign currency the policy is to hedge the total net position by means of foreign currency contracts. In 2014 and 2016 forward exchange contracts are closed to the subway project in Riyadh, where the currency risk on future cash flows in USD is covered until early 2020 and an on balance sheet hedge terminated by the end of 2022. Furthermore, the natural hedge for the non-current investment in Antea USA by means of a loan for an amount of €23.8 million has been ended by the repayment of the loan in full in 2023.

The translation risk on equity and loans granted to subsidiaries is not hedged outside of the eurozone. The Group's currency risk is limited to its foreign subsidiaries in the United States, Poland, India, Brazil and Scandinavia. The total equity of these foreign subsidiaries amounts to €20.4 million negative at year-end 2023 (2022: €15.2 million negative).

	Average exchange rate		Spot rate at reporting date	
	2023	**2022**	**2023**	**2022**
USD	1.08	1.05	1.11	1.13
DKK	7.45	7.44	7.45	7.44
NOK	11.68	10.10	11.24	9.99
SEK	11.48	10.63	11.10	10.25
GBP	0.87	0.85	0.87	0.84
COP	4,682.32	4,483.14	4,284.00	4,623.00
INR	89.29	82.70	91.90	84.23
SAR	4.06	3.96	4.15	4.27
PLN	4.54	4.72	4.34	4.60
BRL	5.39	5.44	5.36	6.31

A 10% increase in the value of the euro against other currencies at year-end would have reduced equity by €3.6 million (2022: €3.4 million) and net result by €0.5 million (2022: €0.5 million). All other variables, interest rates in particular, are assumed to remain unchanged. A 10% fall in the euro against the other currencies would have had a similar, but contrary, effect, assuming that all other variables remain unchanged.

Interest rate risk

A 100 bps rise in the interest rate means a gain of €1.6 million (2022: €1.8 million) on the financial derivative, which will be, in case applicable, recognized in the income statement. This is subject to presuming that all other variables would have remained the same. A decrease in the interest rate by 100 base points would have had a similar reverse effect. This interest rate risk does not include the effect of derivatives.

Credit risk

The Group applies procedures and policies to limit the extent of the credit risk with any counterparty or in any market. These procedures and the spread across numerous customers limit the Group's exposure to the risk related to credit concentrations and market risks. In addition, projects are invoiced on a progress basis and to the extent possible under the contract advanced billing are used. Escrow arrangements have been drawn up for specific projects as security for payment.The available cash and cash equivalents is held with creditworthy banking institutions.

Liquidity risk

The Group monitors its risk of a cash deficit by means of a liquidity planning tool. This tool considers the maturity of both investments and operating cash flows. The liquidity planning tool is used where relevant for specific parts of the Group. The Group aims for a balance between continuity in financing and flexibility in the use of credit facilities, loans and equity.

The total credit facilities for Oranjewoud N.V. (including Strukton Groep) amounted to €96.0 million (2022: €91.0 million). Assets have been pledged as security for some of the debts. From these current account facilities €13.8 million (2022: €20.0 million) was used at December 31, 2023. To finance accounts receivables, factoring agreements have been concluded with financiers with a total facility of €69.9 million (2022: €71.9 million). Of this, an amount of €62.0 million (2022: €69.4 million) was used.

The non-recourse ppp-financing is secured by pledges on the shares in MEET Strukton B.V., all bank accounts of MEET Strukton B.V., all MEET Strukton B.V.'s present and future rights under or in connection with insurances, existing and moveable assets and all and any existing and future rights, interests, claims or receivables of MEET Strukton B.V. under the agreement entered into.

Strukton has some separate facilities for Dutch companies. In addition to the committed facility for the Dutch companies, Strukton has facilities in Italy, Sweden, Belgium and Denmark. The key facilities in Italy, Sweden and Denmark are specified in note 17.

The total of guarantee facilities amounts to €174.7 million. No mandatory repayments apply during the contract period.

The maturity profile of the financial obligations of the Group are as follows:

2022	Carrying amount	Contractual cash flows	< 6 months	6 - 12 months	1 - 5 years	> 5 years
Non-derivative financial liabilities						
Subordinated loans	24,686	24,686	-	-	-	24,686
Non-recourse ppp-financing (current and non-current)	119,977	166,444	2,938	2,939	20,686	139,881
Interest-bearing loans	87,710	89,669	7,738	30,975	50,956	-
Trade and other payables	690,163	690,163	490,145	163,382	36,637	-
Debts to financial institutions	820	820	820	-	-	-
	923,356	**971,782**	**501,641**	**197,296**	**108,278**	**164,567**

2023	Carrying amount	Contractual cash flows	< 6 months	6 - 12 months	1 - 5 years	> 5 years
Non-derivative financial liabilities						
Subordinated loans	16,000	16,000	-	-	-	16,000
Non-recourse ppp-financing (current and non-current)	114,169	148,284	2,826	2,795	23,786	118,876
Interest-bearing loans	64,294	66,554	7,130	8,660	50,764	-
Trade and other payables	656,925	656,925	475,232	158,411	23,283	-
Debts to financial institutions	539	820	820	-	-	-
	851,927	**888,583**	**486,008**	**169,866**	**97,833**	**134,876**

For the maturity of the Lease liabilities, reference is made to note 14.

	Currency	Nominal interest rate	Maturity date
Financial liabilities			
Subordinated loans	EUR	5.00%	2075
Non-recourse ppp-financing (non-current part)	EUR	3.30-3.72%	2024-2043
Interest-bearing loans	EUR and USD	1.90%	2025-2027
Trade and other payables	EUR		
Debts to financial institutions	EUR	Various	2024

A comparison of the carrying amounts and fair values of financial assets and liabilities of the Group are set out below:

Carrying amounts versus fair values € x1,000	Carrying amount		Fair value	
	12-31-2023	12-31-2022	12-31-2023	12-31-2022
Financial assets				
Trade receivables	298,576	335,531	298,576	335,531
Other receivables	429,483	380,679	429,483	380,679
Non-current receivables	9,100	8,424	9,100	8,424
Deferred tax assets	41,356	41,509	41,356	41,509
Ppp-receivables	26,176	685	59,549	56,554
Investments in equity instruments	2,194	2,127	2,194	2,127
Cash and cash equivalents	397,394	466,276	397,394	466,276
	1,204,278	**1,235,231**	**1,237,651**	**1,291,100**
Financial liabilities				
Subordinated loans	16,000	24,686	16,000	24,686
Non-recourse ppp-financing	114,169	119,977	158,307	167,198
Interest-bearing loans	64,294	87,710	64,294	87,710
Trade and other payables	656,925	690,163	656,925	690,163
Debts to financial institutions	539	820	539	820
	851,927	**923,356**	**896,065**	**970,577**

The difference between the fair value of the ppp-receivables and Non-recourse ppp-financing compared to their carrying amount can be explained by the long maturity of these assets and liabilities.

For the ppp-receivables an average discount factor of 1.51% was applied as a key assumption in order determine the fair value. If the discount factor would be increased or decreased by 1% this would have an impact on the fair value of €14.3 million.

For the ppp-payables an average discount factor of 1.12% was applied as a key assumption in order determine the fair value. If the discount factor would be increased or decreased by 1% this would have an impact on the fair value of €21.3 million.

Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing financial instruments, distinguishing between valuation methods.

Level 1: quoted (non-adjusted) prices in active markets for identical assets or liabilities.

Level 2: other methods with all variables having a significant impact on the recognized fair value and being directly or indirectly observable

Level 3: methods using variables that have a significant impact on the recognized fair value, but are not based on observable market data.

The fair values are based on a model in which the main variable is the market rate and in which indications of value from third parties have been processed.

2022 (x €1,000)

	Total	Level 1	Level 2	Level 3
Financial assets if these would be valued at fair value:				
Ppp-receivables	56,554	-	-	56,554
	56,554	**-**	**-**	**56,554**
Financial liabilities if these would be valued at fair value:				
Non-recourse ppp-financing	161,313	-	-	161,313
	161,313	**-**	**-**	**161,313**

2023 (x €1,000)

	Total	Level 1	Level 2	Level 3
Financial assets if these would be valued at fair value:				
Ppp-receivables	59,549	-	-	59,549
	59,549	**-**	**-**	**59,549**
Financial liabilities if these would be valued at fair value:				
Non-recourse ppp-financing	152,684	-	-	152,684
	152,684	**-**	**-**	**152,684**

Notes to the consolidated statement of income

19. Revenue

	2023	2022
Projects for third parties	1,687,546	1,579,319
Service maintenance and concessions	295,869	306,352
Revenue of sale of finished goods	17,054	19,654
Revenue from secondments	-	-
Other revenue	7,175	6,440
	2,007,644	**1,911,765**

Total revenue from customers based on geographical locations

2023	**Consulting and Engineering Services**	**Rail Infrastructure**	**Civil Infrastructure**	**Technology and Buildings**	**Other and Intercompany eliminations**	**Total**
The Netherlands	262,838	375,250	227,760	28,696	155,333	**1,049,878**
Italy	-	302,418	-	-	-	**302,418**
Sweden	-	248,411	-	-	-	**248,411**
Other within Europe	186,933	116,447	-	-	-	**303,379**
USA	88,885	-	-	-	-	**88,885**
Outside of Europe	4,588	1,861	2,040	-	6,183	**14,672**
	543,244	**1,044,387**	**229,800**	**28,696**	**161,516**	**2,007,644**

2022	**Consulting and Engineering Services**	**Rail Infrastructure**	**Civil Infrastructure**	**Technology and Buildings**	**Other and Intercompany eliminations**	**Total**
The Netherlands	222,405	311,736	193,538	44,658	213,806	**986,142**
Italy	-	290,151	-	-	-	**290,151**
Sweden	-	249,380	-	-	-	**249,380**
Other within Europe	171,477	102,111	(4)	-	-	**273,584**
USA	88,704	-	-	-	-	**88,704**
Outside of Europe	5,136	712	6,159	-	11,797	**23,804**
	487,722	**954,090**	**199,693**	**44,658**	**225,603**	**1,911,765**

Projects for third parties

Projects for third parties consist of the following activities:

- Full-service solutions in the areas of the environment, infrastructure, spatial planning, and water
- Renewal and new construction of rail systems
- Design, realisation and management of infrastructure projects
- Design, development and realisation of technical systems and buildings in the Netherlands

The performance obligation is fulfilled in proportion to project progress. Invoicing is based on installment schedules that are related to project progress. The use of installment schedules means that fulfilment of the performance obligation does not run in sync with the payments. If output is higher than the amount due on the invoice, a contract asset will be recognized. If the amount due on the invoice is higher than the output, a contract liability will be recognized. Work under a cost-plus contract will be invoiced after completion of the work. Invoices are generally paid between 30 and 60 days after the send date. For certain contracts, advance payments are contractually required.

Service maintenance and concessions
Service maintenance and concessions consists of the following activities:

- Maintenance and management of rail networks and rail systems
- Maintenance of infrastructure projects
- Maintenance and operation of technical systems and buildings in the Netherlands

The performance obligation is fulfilled in proportion to the progress of the output. Service maintenance and concessions are invoiced monthly based on contractual arrangements. Work under maintenance contracts is invoiced at the end of the month. Invoicing at the end of the month means that fulfilment of the performance obligation does not run in sync with the payments. Whenever invoicing is in arrears, a contract asset will be recognized. If the contract includes variable fees, these will be estimated periodically and included in the transaction price. For certain contracts, advance payments are contractually required before the maintenance service is provided.

The following provides additional information on revenue from contracts with customers recognized in the financial year.

	2023	2022
Revenue integrated in the credit balance of projects at the start of the period:		
Projects for third parties	80,757	68,476
Service maintenance and concessions	3,205	1,990
	83,962	**70,466**
Recognised revenue from performance obligations fulfilled fully or partly in previous periods:		
Service maintenance and concessions	4,500	-
	4,500	**-**

Projects may take longer than one year or may be carried over from one calendar year to the next. As at December 31, expected revenue from contracts with customers in relation to unfulfilled performance obligations (current projects or future projects that have already been acquired) is as follows:

	2023	2022
Within one year	1,469,670	1,309,451
After one year	2,348,675	1,846,110
	3,818,345	**3,155,561**

For further explanation on the revenue from contracts with customers see note 18 Financial instruments

Other revenue
The other revenue mainly relates to other revenue relating asphalt services, concrete solutions, environmental services, rail services and leasing of owned machinery to third parties.

20. Costs of raw materials, consumables, subcontracted work and other external costs

Costs of raw materials and consumables used, subcontracted work and other external costs relate to external expenses directly allocated to the production process.

21. Staff costs

	2023	2022
Wages and salaries	475,717	456,705
Social security contributions	90,448	91,837
Defined contribution plans	53,245	37,159
Temporary agency staff	59,683	47,955
Other staff costs	57,829	52,905
	736,922	**686,561**

Several group companies have defined benefit plans. Reference is made to note 12 Deferred employee benefits.

The temporary agency staff costs relate to costs for temporary workers. The other staff costs relate to other costs for employees, such as costs for mobility.

In 2023, the average number of employees in the Group, expressed in full-time equivalents, was 7544 (2022: 7486). The breakdown is as follows:

	2023	2022
The Netherlands	3686	3755
Other Europe	3207	3083
USA	404	389
South America	127	115
Asia	121	144
	7544	**7486**

At December 31, 2023, the number of employees in the Group (in fte), was 7636 (2022: 7476).

22. Related parties

Identification

Oranjewoud N.V. is per the date of the financial statements for 99.09% owned by Sanderink Investments B.V., however since June 1, 2023 all the shares minus one have been put in custody with a custodian (*beheerder)* due to a decision of the Enterprise Chamber of the Court in Amsterdam. All shares in the capital of Sanderink Investments B.V. are in the form of depositary receipts (*certificaten van aandelen*). Stichting Administratiekantoor Sanderink Investments ('Administratiekantoor') is sole shareholder of Sanderink Investments. Mr. G.P. Sanderink is sole board member of Administratiekantoor and (as far as we know) also holder of all depositary receipts issued by Administratiekantoor.

The related parties of the Group consist of key managers and members of the Board of Directors and Supervisory Board as well as subsidiaries, joint ventures and other related parties.

Key management personnel

- the Board of Directors of Oranjewoud N.V. consisted in 2023 of:
  - G.P. Sanderink (until his suspension on March 17, 2023);
  - R.P. van Wingerden (as from July 15, 2023) and
  - IJ.F. van Hijum (as from July 15, 2023).
- the Supervisory Board members of Oranjewoud N.V. consisted in 2023 of:
  - J.M. Kuling;

- A. Schoots (until his retirement on July 8, 2023);
- B.C. Fortuyn and
- J.J.A. van Leeuwen.

- the Executive Board of Sanderink Investments B.V. consisted in 2023 of G.P. Sanderink.

M.L. Bremer and P. Koselka were appointed as members of the Supervisory Board after the end of the reported period and therefore they are not considered a related party for the financial statements of 2023.

Subsidiaries & Joint ventures
For a list of all related subsidiaries and joint ventures of Oranjewoud N.V., we refer to note 31 of these financial statements.

(In)direct Parent companies
- Stichting Administratiekantoor Sanderink Investments and its subsidiaries and interests in other entities and
- Sanderink Investments B.V. and its subsidiaries and interests in other entities.

Transactions with executive board members and managers in key positions
Managers in key positions are those persons who are authorized and responsible for the planning, direction, and exercise of control over the entity's operations. The directors of Oranjewoud N.V., the directors of Antea Group, and the directors of Strukton Groep are the managers who have been identified as managers in key positions. Pay and employee benefits for managers in key positions are made up of the following components:

The remuneration of managers in key positions
(x €1.000)

	2023	**2022**
Short-term employee benefits	1,318	1,071
Other long-term employee benefits	48	24
	1,366	**1,095**

Oranjewoud N.V. paid for the sole director until March 17, 2023 (Mr. Sanderink) a management fee to Sanderink Investments B.V. This management fee is reflected in the table above. No loans, advances or related guarantees have been issued to the management.

Transactions with Supervisory Board members
The remuneration for the members of the Supervisory Board, consisting only of fixed short term employee benefits, is:

Transactions with Supervisory Board members
(x €1.000)

	2023	**2022**
H.G.B. Spenkelink	-	14
W.G.B. te Kamp	-	11
J.M. Kuling	182	41
A. Schoots	112	33
B.C. Fortuyn	152	33
J.J.A. van Leeuwen	113	33

Other transactions with related parties

Purchases from related parties were made at normal market prices and concern IT related purchases from Centric Holding B.V. and its subsidiaries in "the normal course of business" of both Oranjewoud and other companies belonging to the Group. The total amount of these purchases amounted to €6.7 million (2022: €7.3 million).

As of the year-end, we have the following outstanding receivables and liabilities due to transactions with related parties:

2022	**Centric Holding B.V.**	**Sanderink Holding B.V.**	**Sanderink Investments B.V.**	**Other related parties**	**Total**
Other financial fixed assets	-	850	-	-	**850**
Current receivables	101	-	-	-	**101**
Current payables	1,670	-	2,147	-	**3,817**
Subordinated loans	7,057	1,629	16,000	-	**24,686**

2023	**Centric Holding B.V.**	**Sanderink Holding B.V.**	**Sanderink Investments B.V.**	**Other related parties**	**Total**
Other financial fixed assets	-	1,150	-	-	**1,150**
Current receivables	12	-	-	3,145	**3,157**
Current payables	1,380	-	-	1,338	**2,718**
Subordinated loans	-	-	16,000	-	**16,000**

The interest of the subordinated loan of Sanderink Investment B.V. (€16 million) is 5.0% and only due when the earnings before taxes (EBT) for the reporting year of Oranjewoud N.V. are positive. In 2023, the subordinated loans from Centric Holding B.V. (€7.1 million) and Sanderink Holding B.V. (€1.6 million) have been fully repaid.

Balances outstanding at year-end are not covered by collateral security, carry no interest and are settled in cash. Current account balances with foreign related entities carry interest, with a limited divergence from the current variable market rate of interest. No guarantees have been issued nor received for the amounts payable to or receivable from related parties.

Furthermore, as all shares owned by Sanderink Investments B.V. minus one have been placed into custody with a custodian (*beheerder*), the custodian, Mr. M. Holtzer, can also be considered a related party. Although Mr. Holtzer has the voting and meeting rights regarding Oranjewoud N.V., he is not able to have direct influence on the management of Oranjewoud N.V. and its group entities. The only transactions with Mr. M. Holtzer are related to his remuneration for the services being provided.

23. Other operating expenses

	2023	2022
Facility expenses	16,402	13,061
Office expenses	10,108	9,551
Selling expenses	3,530	4,254
Other expenses	150,549	122,091
	180,589	**148,957**

24. Finance income and expense

	2023	2022
Finance income		
Interest income	14,596	6,302
Interest accruals on financial non-current assets	7,690	6,914
Result on investments in equity instruments	775	210
Other financial income	706	652
Foreign currency exchange gains	2,870	876
	26,637	**14,954**
Finance expense		
Third party interest expenses	(9,348)	(13,717)
Non-recourse ppp-financing interest expenses	(3,746)	(1,237)
Lease liabilities interest expenses	(3,775)	(2,098)
Hedging results	-	(2,300)
Foreign currency exchange losses	-	(1,875)
	(16,869)	**(21,228)**
Net finance result	**9,768**	**(6,273)**

The interest expenses of non-recourse ppp-financing mainly relate to the RIVM building project.

In comparison to 2022, the balance of financial income and expenses improved by €16.0 million. This is mainly due to decreased interest expenses relating to bank loans, increased interest income and realization of the translation differences of the repaid term loan in US dollars. In the financial results, no changes in the fair value of financial fixed assets are recognized.

25. Corporate income tax

	2023	2022
Current income tax expense	18,410	25,348
Deferred income tax	(3,447)	(163)
	14,964	**25,186**

The corporate income tax differs from the amount theoretically due when applying the weighted average tax rate (25.8%) that is applicable to the results of the consolidated group companies. The difference can be specified as follows:

	2023	2022
Taxable profit	60,485	64,349
Income tax using company's domestic tax rate	15,605	16,602
Correction previous periods	-	-
Effect adjustment deferred tax rate	(0)	(3)
Exemption of participation results	(1,728)	(4,154)
Effect of tax rates in foreign jurisdictions	827	(1,255)
Tax provision addition	2,229	-
Other movements in deferred tax positions	(4,713)	5,286
Goodwill impairment	-	-
Movement in tax losses carried forward not recognised	(2,251)	3,017
Impairment of deferred tax asset	-	-
Other including non-deductible costs	4,995	5,693
Effective tax	**14,964**	**25,186**
Effective tax rate (%)	24.7%	39.1%

26. Cash flow statement

In the cash flow statement the changes without a cash flow have been made visible separately as a part of the operational cash flow. Besides that the interest received, the interest paid and the income tax paid have been stated separately. The total net cash flow in 2023 is negative €65.9 million (2022: €155.4 million). The operational cash flow in 2023 is €67.5 million (2022: €11.9 million).

	2023	2022
Cash and cash equivalents	397,394	466,276
Debt to financial institutions	(539)	(820)
Total net cash position balance sheet	**396,855**	**465,456**
Cash and cash equivalents reclassified to held for sale	2,294	-
Total cash position cash flow statement	**399,149**	**465,456**

27. Subsequent events

Developments in projects

Given the filing of our financial statements 2023 in late 2024, a number of subsequent events occurred which gave or may give rise to an adjustment of the valuation of our projects in 2023. Please refer to the Key Projects section.

Changes in supervisory board

Ms. M.L. Bremer and Ms. P. Koselka were appointed as Supervisory Board members as per March 21, 2024 respectively July 25, 2024.

FIOD
On November 12, 2024, Strukton Groep (on behalf of Strukton International B.V. and Strukton Civiel Projecten B.V.) reached an agreement with the Public Prosecution Office (Openbaar Ministerie) on a settlement (schikking) regarding the allegations of bribery (omkoping) and forgery (valsheid in geschrifte) related to the Riyadh Metro Project in the Kingdom of Saudi Arabia. This agreement is conditional, as it is subject to the decision of the 'College van procureurs-generaal' after a positive recommendation of the 'Commissie hoge transacties' and conclusion on the content of the settlement agreement and accompanying press release. The agreement involves the payment by Strukton of an amount of €10.0 million, to be paid in four installments spread over the years 2026, 2027, 2028 and 2029. With this settlement Strukton acknowledges the respective facts and circumstances, but does not acknowledge liability (schuld). Strukton will not be prosecuted for the aforementioned allegations and will be able to put an end to this difficult chapter in its history. Given that an agreement has been reached (subject to the above conditions), a provision of €10.0 million has been recognised in the 2023 financial statements.

Fire Hoofdstation Groningen
On July 17, 2024, a fire broke out on the working site. Fortunately no personnel were harmed in the fire. It did resulted in fire, water, and smoke damage on the future bus driver's personnel facilities and technical installations included in the same building. The cause of the fire is currently being investigated. Furthermore, the impact of the fire on the expected project result is being estimated and is treated as a non-adjusting subsequent event. The expectation is that this impact will not be material.

Other events
The following subsequent events (expect to) have no (significant) impact on the financial position of 2023 as these are considered to be a non-adjusting event:

- As per March 27, 2024, A1 Electronics Netherlands B.V. (subsidiary of Strukton Power B.V.) has been acquired by Gimv B.V. The sale of the A1 Electronics is considered to be a non-adjusting event to the 2023 financial statements as this is valued as held for sale in these financial statements and the realized sales result can be considered immaterial. Please refer to note 30.
- With effect from April 1, 2024, Strukton Integrale Projecten B.V. has been sold to Aiber Services B.V.. The sale of the Strukton Integrale Projecten is considered to be a non-adjusting event to the 2023 financial statements as this is valued as held for sale in these financial statements and the realized sales result can be considered immaterial. Please refer to note 30.
- On May 30, 2024, Antea Group Holding B.V. has been established. All shares of all Antea Group subholdings, until that date held by Oranjewoud N.V., have been transferred to Antea Group Holding B.V.
- As per July 9, 2024, Strukton has sold its 25% stake in the asphalt production plants Asfalt Productie Amsterdam B.V. and Asfalt Productie Rotterdam Rijnmond B.V . The sale of these stakes in the asphalt plants is considered to be a non-adjusting event to the 2023 financial statements as this is valued as held for sale in these financial statements and the realized sales result can be considered immaterial. Please refer to note 30.
- As per July 12, 2024, Strukton Prefab Beton B.V. has been acquired by Roevla Groep B.V. The sale of the Strukton Prefab Beton is considered to be a non-adjusting event to the 2023 financial statements as this is valued as held for sale in these financial statements and the realized sales result can be considered immaterial. Please refer to note 30.
- As per October 23, 2024, Van Rens B.V. has been acquired by Groupe LT. The sale of Van Rens is considered to be a non-adjusting event to the 2023 financial statements as this is valued as held for sale in these financial statements and the realized sales result can be considered immaterial. Please refer to note 30.
- As per December 5, 2024, Ooms Producten B.V.has been acquired by Pankas AS. The sale of Ooms Producten is considered to be a non-adjusting event to the 2023 financial statements as this is valued as held for sale in these financial statements and the realized sales result can be considered immaterial. Please refer to note 30.
- On December 17, 2024, the Group committed itself to a financing agreement with an external financier for an amount of €50 million for a period of seven years.

28. Services rendered for concessions and public private partnership (ppp)

Oranjewoud group companies participated in special purpose companies for ppp concession projects during 2023. These companies have entered into a concession agreement for providing services. All agreements are based on a public-private partnership (ppp). These are referred to as DBFM(O) contracts - Design, Build, Finance, Maintain and Operate contracts.

Companies over which the Group can jointly exercise control are recognized as joint ventures or joint operations. If the Group cannot exercise joint control, the company is recognized as an associate or an investment in equity instruments.

The following applies for all concession agreements:

- The concession payments depend on the availability of infrastructure or accommodation.
- Insofar as the fees concern the provision of support and other services, they are recognized in proportion to the delivery of the services.
- The concession agreements contain provisions for indexation, and certain elements of the agreements can be amended with reference to a benchmark.
- The Group itself does not own the infrastructure or accommodation.
- The volatility of revenues is limited.
- The concession agreements do not allow for renewal.

Schoolbuildings
The Group holds a 20% stake (2022: 20%) in Talentgroep Montaigne B.V. The concession agreement is a DBFM contract for construction, maintenance and management of a school building for the Montaigne Lyceum high school in The Hague. The concession started in 2004 and runs until 2034.

Public buildings
The Group holds a 6% (2022: 6%) stake in DUO2 B.V. The concession agreement is a DBFMO contract for construction, maintenance and management of the shared accommodations of the Education Executive Agency (Dienst Uitvoering Onderwijs) and the Tax Administration (Belastingdienst) in Groningen. The concession started in 2008 and runs until 2031.

During 2018, the Group has acquired the remaining 50% share in MEET Strukton Holding B.V. (formerly Strukton Hurks Heijmans Holding B.V.) from Hurks and Heijmans. This means that the Group is the full owner of MEET Strukton Holding B.V. since June 8, 2018. The concession agreement concerns a DBFMO contract for the construction, maintenance and operation of the new housing of RIVM (National Institute for Public Health and the Environment) at Utrecht Science Park. The concession commenced in 2014 and runs until 2049.

The respective special purpose companies were financed with non-recourse loans. Repayment and interest guarantees were not issued by the Group.

29. Joint operations

Some of Oranjewoud’s activities are carried out in either temporary or permanent joint operations. Joint operations are joint arrangements whereby Strukton and other parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities, relating to the joint operation. Oranjewoud recognizes its share in the joint operations’ individual revenues and expenses, assets and liabilities and includes it on a line-by-line basis with corresponding items in Oranjewoud’s financial statements.

	31-12-2023	31-12-2022
Assets		
Non-current assets	90	36
Current assets	32,807	35,771
	32,897	**35,807**
Liabilities		
Non-current liabilities	(172)	(7,040)
Current liabilities	(46,938)	(39,133)
	(47,110)	**(46,173)**
Balance assets and liabilities	**(14,213)**	**(10,366)**

	2023	2023
Revenues	84,151	52,297
Costs	(81,187)	(47,958)
	2,964	**4,339**

30. Assets and liabilities held for sale and gain on sale of divestments

During 2023 the Group sold its shares in the Grid Solution business, Grondontwikkeling Beilen B.V. and Strukton Immersion Projects B.V. The gain recognized on the sale of these businesses. amounts to €16.2 million.

Impact on the statement of financial position

Assets and liabilities held for sale

(x € 1.000)

	2023	2022
Property, plant and equipment	6,238	-
Right-of-use assets	3,615	-
Intangible assets	1,278	-
Other non-current assets	8,185	-
Deferred tax assets	-	-
Inventories	4,531	-
Contract assets	5,219	-
Other receivables	13,286	-
Cash and cash equivalents	2,294	-
Assets held for sale	**44,645**	**-**
Non-current liabilities	2,359	-
Current liabilities	13,071	-
Liabilities held for sale	**15,430**	**-**

Impact on the statement of income

The impact of the business that has been reclassified to discontinued operations on the statement of income is presented in the following table:

Discontinued operations

(x € 1.000)

	2023	2022
Revenue	-	30,019
Expenses	-	(29,815)
Result before tax	**-**	**204**
Income tax	-	-
Result for the year after tax	**-**	**204**
Gain on the sale of the Worksphere business	-	218,192
Gain on the sale of other subsidiaries	-	3,120
Total result for the year from discontinued operations	**-**	**221,312**
Attributable to:		
Shareholders of the Company	-	221,516
Non-controlling interest	-	-
Total result for the year from discontinued operations	**-**	**221,516**

Impact on the statement of cash flows

The impact of the business that has been reclassified to discontinued operations on the statement of cash flows is presented in the following table:

Cash flows from discontinued operations

(x € 1.000)	2023	2022*
Net cash (used in)/generated by operating activities	-	(15,571)
Net cash (used in)/generated by investing activities	-	239,846
Net cash (used in)/generated by financing activities	-	23,192
Cash flows from discontinued operations	**-**	**247,467**

* Net cash (used in)/generated by investing activities is including the cash inflow from the sale of the Worksphere business of €221.8 million.

Gain on sale of subsidiaries

	2023	2022
Gain on Sale of the Worksphere business	-	218,192
Gain on the sale of other subsidiaries	16,249	3,120
	16,249	**221,312**

31. Overview of Group companies and interests in other entities

	Capital interest (%) 2023	2022
Oranjewoud N.V., Gouda [12)]	100	100
Antea Nederland B.V., Heerenveen [12)]	100	100
CB5 B.V. (Croonen B.V.), Rosmalen [12)]	100	100
BodemBasics B.V., Oosterhout	100	100
Antea Group Ventures B.V., Heerenveen [1)]	100	100
Oranjewoud Beheer B.V., Heerenveen [12)]	100	100
Ingenieursbureau Oranjewoud III B.V., Heerenveen [12)]	100	100
Oranjewoud International B.V., Heerenveen [12)]	100	100
Antea Inspection B.V., Heerenveen [1)]	100	100
Hannover Milieu- en Veiligheidstechniek B.V., Rotterdam [12)]	100	100
WeGroSan/HMVT B.V.B.A., Antwerpen (Belgium)	100	100
Antea Belgium N.V., Antwerpen (Belgium)	100	100
Antea Group N.V., Gouda [12)]	100	100
Inogen Global Holding Inc., Delaware (U.S.)	100	100
Antea USA Inc., St. Paul (U.S.)	100	100
AG Participations SNC, Olivet (France)	100	100
Antea France SAS, Orléans (France)	100	100
Antea Burkina Faso, Ouagadougou (Burkina Faso)	100	100
Antea Mali SASU, Bamako (Mali)	100	100
Antea Benin SASU, Cotonou (Benin)	100	100
Groupe IRH Environnement SAS, Gennevilliers (France)	100	100
ICF Environnement SAS, Gennevilliers (France)	100	100
IRH Ingenieur Conseil SAS, Gennevilliers (France)	100	100
TLG Pro SAS, Orléans (France)	100	100
Antea Iberolatam SLU., A Coruña (Spain)	100	100
Iceacsa Colombia SAS, Bogotá (Colombia)	100	100
Antea Mexico Consultores SA de CV, México (Mexico)	100	100
ICOL Consultores S.A.S, Bogotá (Colombia)	100	100
Antea Polska S.A., Katowice (Poland)	100	100
Antea Group UK Ltd., Norfolk (UK)	100	-
Antea Group UK Holding Ltd., Norfolk (UK)	100	-
Oranjewoud Realisatie Holding B.V., Gouda [1)]	100	100
Antea Realisatie B.V., Oosterhout [1)]	100	100
Van der Heide Beheer B.V., Kollum [1)]	100	100
Van der Heide Bliksembeveiliging B.V., Kollum [1)]	100	100
Van der Heide Bliksembeveiliging Inspecties B.V., Kollum [1)]	100	100
Van der Heide Opleidingen & Inspecties B.V., Kollum [1)]	100	100
Van der Heide Cathodic Protection & Corrosion Engineering B.V., Kollum [1)]	100	100
Instituut voor Technische Vakexamens B.V., Kollum [1)]	100	100

	Capital interest (%) 2023	2022
ASK Bliksembeveiliging B.V., Brecht (Belgium)	100	100
Gebrüder Becker G.M.B.H., Taunusstein-Hahn (Germany)	100	100
Oranjewoud Detachering Holding B.V., Gouda 1)	100	100
TecQ B.V., Capelle aan den IJssel 1)	100	100
InterStep Projects B.V., Utrecht 1)	100	100
InterStep Professionals B.V., Utrecht 1)	100	100
Oranjewoud Holding B.V., Gouda 12)	100	100
Antea India Pvt. Ltd, New Delhi (India)	100	100
Delphi Data B.V., Gouda	100	100
Multihouse Technical Scientific and Industrial B.V., Gouda	100	100
Strukton Groep N.V., Utrecht *34)	100	100
Strukton Rail B.V., Utrecht *34)	100	100
Strukton Rail Nederland B.V., Utrecht *34)	100	100
Strukton Rail Short Line B.V., Utrecht *34)	100	100
IWORKX B.V., Utrecht 4)	100	100
Strukton Rolling Stock B.V., Utrecht *34)	100	100
Strukton M&E B.V., Maarssen 34)	100	100
Strukton Embedded Solutions, Utrecht 34)	-	100
Strukton Systems B.V., Utrecht *34)	100	100
Strukton Rail Equipment B.V., Utrecht *34)	100	100
Strukton Rail Asset Management B.V., Utrecht 34)	100	100
Strukton Railinfra Projecten B.V., Utrecht *34)	100	100
Strukton Rail Italy S.r.l., Bologna (Italy)	100	100
Uniferr S.r.l., Reggio Emilia (Italy)	100	100
Promofer S.r.l., Rome (Italy)	100	100
FER RENT S.r.l., Milano (Italy)	100	100
Costruzioni Linee Ferroviarie S.p.A., Bologna (Italy)	100	100
Construzioni Linee Ferroviarie CLF C.A., Caracas (Venezuela)	100	100
S.I.F.EL S.p.A., Spigno Monferrato (Italy)	100	100
Société d'Installations Ferroviaires et Electriques Maroc, Rabat (Marocco)	100	100
AR.FER S.r.l., Alessandria (Italy)	100	100
Strukton Construction Trading WLL, Doha (Qatar)	49	49
Strukton Rail Australia PTY Ltd., Perth (Australia)	100	100
Strukton Rail International B.V., Utrecht *34)	100	100
Strukton Rail N.V., Merelbeke (Belgium)	100	100
Siebens Spoorbouw B.V.B.A., Wilrijk (Belgium)	100	100
Certus Rail Solutions N.V., Merelbeke (Belgium)	100	100
Strukton Railinfra AB, Stockholm (Sweden)	100	100
Strukton Rail AB, Stockholm (Sweden)	100	100
Strukton Rail A/S, Kopenhagen (Denmark)	100	100
Strukton Rail Västerås AB, Stockholm (Sweden)	100	100
SR Kraft AS, Oslo (Norway)	100	100
Strukton Rail Holding A/S, Taastrup (Denmark)	100	100

	Capital interest (%) 2023	2022
Strukton Rail S-Bane A/S, Taastrup (Denmark)	100	100
JPL Rail A/S, Ørje (Norway)	100	100
Strukton Power Inc., Wilmington, Delaware (U.S.)	-	100
Strukton Civiel B.V., Utrecht [34)]	100	100
Strukton Civiel Projecten B.V., Utrecht [34)]	100	100
Strukton Roads & Concrete B.V., Utrecht [34)]	100	100
Strukton Infrastructure Specialties B.V., Utrecht [34)]	100	100
Portfolio Investments Holding B.V., Utrecht [34)]	100	100
GBN Holding B.V., Utrecht [34)]	100	100
GBN Groep B.V., Utrecht [34)]	100	100
GBN Immobilisatie, Utrecht [4)]	100	100
Grondbank Stadskanaal B.V., Utrecht [34)]	100	100
Grind & Ballast Recycling Nederland B.V., Utrecht [34)]	100	100
A-Lanes Asset Management B.V., Utrecht [34)]	100	100
A1 Electronics Netherlands B.V., Almelo [345)]	100	100
Buca Electronics B.V., Almelo [3)]	100	100
Terracon Beheer B.V., Werkendam [*34)]	100	100
Terracon Funderingstechniek B.V., Nieuwendijk [*34)]	100	100
Terracon International B.V., Nieuwendijk [34)]	100	100
Terracon Spezialtiefbau G.M.B.H., Berlin (Germany)	100	100
Terracompact B.V., Utrecht	100	100
Molhoek Aannemingsbedrijf B.V., Nieuwendijk [34)]	100	100
Strukton Engineering B.V., Utrecht [34)]	100	100
Strukton Prefab Beton B.V., Utrecht [345)]	100	100
Strukton Civiel Equipment B.V., Scharwoude [34)]	100	100
Ooms Producten B.V., Scharwoude [*34)]	100	100
Unihorn B.V., Avenhorn [34)]	100	100
Unihorn Astana Ltd. i.l., Astana (Kazakhstan) [**]	100	100
Strukton Milieutechniek B.V., Utrecht [*34)]	100	100
Strukton Betonrenovaties & Voegovergangen B.V., Nieuwendijk [34)]	100	100
Reanco B.V., Breda	100	100
Recycling & Overslag Breda B.V., Breda [4)]	100	100
Van Rens B.V., Horst [34)]	100	100
Strukton Civiel Startup & Innovation Centre B.V., Utrecht [3)]	100	100
Strukton Immersion Projects B.V., Utrecht [3)]	-	100
Strukton Immersion Projects Inc., Vancouver (Canada)	-	100
Onderwatertechniek Nederland B.V., Utrecht [34)]	-	100
Ooms PMB B.V., Scharwoude [34)]	100	100
Ooms PMB HK Ltd., Hong Kong (China)	100	100
Avenue2 Infra V.O.F., Nieuwegein	100	100
La Mondiale N.V., Etterbeek (Belgium)	100	100
MEET RIVM CBG B.V., Utrecht [*3)]	100	100
Strukton Integrale Projecten B.V., Utrecht [*345)]	100	100
SPC Management Services B.V., Utrecht [34)]	100	100
Strukton Finance ESCo's Holding B.V., Utrecht [34)]	100	100

	Capital interest (%) 2023	2022
RGG cluster zwembaden ESCo Invest B.V., Utrecht 34)	100	100
RGG KPP ESCo Invest B.V., Utrecht 34)	100	100
Strukton Assets B.V., Utrecht 34)	100	100
MEET Strukton Holding B.V., Utrecht	100	100
MEET Strukton B.V., Utrecht	100	100
Strukton Management B.V., Utrecht *34)	100	100
Strukton Vastgoedbeheer en Facility Management B.V., Utrecht 34)	100	100
Servica B.V., Utrecht 34)	100	100
BAG B.V., Maastricht **	100	100
Strukton Power B.V., De Meern 34)	100	100
Strukton Materieel B.V., Utrecht *	100	100
Strukton Vuka B.V., Utrecht 34)	100	100
Strukton Elschot B.V., Utrecht 34)	100	100
Molhoek-CCT B.V., Utrecht 34)	100	100
Strukton Infratechnieken B.V., Utrecht 34)	100	100
Strukton Microtunneling B.V., Maarssen 34)	100	100
Canor Benelux B.V., Utrecht 34)	100	100
Reanco Benelux B.V., Utrecht 34)	100	100
Strukton combinatie Rijswijk Delft-Zuid V.O.F., Utrecht 34)	100	100
Strukton International B.V., Utrecht 34)	100	100
Strukton International Denmark A/S, Kopenhagen (Denmark)	100	100
Strukton Specialistische Technieken B.V., Utrecht 34)	100	100
Strukton International Rail B.V., Utrecht 34)	100	100
Strukton International Belgium N.V., Merelbeke (Belgium)	-	100
Strukton International Deutschland G.M.B.H., Kleve (Germany)	100	100
Strukton PHS Rail-Civiel B.V., Utrecht	100	-

Consolidated participations with third party share:

J&E Sports B.V., Oss	85	85
Modulas Beheer B.V., Gouda	52.5	52.5
Antea Brazil, Sao Paulo (Brazil)	50.94	50.94
TRI Stockholm AB, Hägersten (Sweden)	60	60

Participations partially included in the consolidation:

Tribase Datasystems & Network Services V.O.F., Utrecht	-	33.30
Combinatie Hollandia – Strukton Systems V.O.F., Utrecht	-	50
Strukton-Aarsleff JV I/S, Aarhus (Denmark)	50	50
SITEC Consorzio Stabile ferr., Bologna (Italy)	47.5	47.5
A-Lanes Civil V.O.F., Nieuwegein	50	50
Avenue 2 V.O.F., Nieuwegein	25	25
Combinatie Versterken Bruggen V.O.F., Capelle a/d IJssel	50	50
BPL Wegen V.O.F., Rotterdam	50	50
Combinatie Buitenring V.O.F., Rotterdam	33.33	33.33

	Capital interest (%) 2023	2022
A-Lanes A15 Mobility V.O.F., Nieuwegein	45	45
A-Lanes Roads V.O.F., Nieuwegein	50	50
DUOS V.O.F., Oldenzaal	50	50
A9V1 V.O.F., Utrecht	50	50
Combinatie Natuuronwikkeling Maasplassen V.O.F., Vinkel	50	50
Rions – Strukton Roads & Concrete V.O.F., Sittard (2022: Combinatie Rions – Strukton Civiel Zuid V.O.F.)	50	50
Hydraphalt V.O.F., Scharwoude	50	50
CE-Asfaltonderzoek V.O.F., Scharwoude	-	50
Zandexploitatie Westfriesland V.O.F., Scharwoude	50	50
Combinatie Dinteloord V.O.F., Middelharnis	50	50
Combinatie Zijkanaal D V.O.F., Sliedrecht	50	50
Combinatie Colijn/Rasenberg/van den Herik V.O.F., Sliedrecht	50	50
Combinatie Gladheidsbestrijding Ballast Nedam – Strukton V.O.F., Leerdam	50	50
Grondstoffen Recycling Burgum V.O.F., Utrecht	50	50
Grondstoffen Recycling Sappemeer V.O.F., Utrecht	50	50
Combinatie Tussen de Westfriezen V.O.F., Alkmaar	16.67	16.67
Combinatie BNOC V.O.F., Leerdam	50	50
Combinatie Strukton Civiel / Oosterhof Holman V.O.F., Oldenzaal	50	50
Combinatie OP Beneden-LEK V.O.F., Scharwoude	50	50
A-team V.O.F., Utrecht	-	50
Combinatie Strukton Arcadis Delft Interlocking V.O.F., Utrecht	75	75
Combinatie Strukton-Den Ouden V.O.F., Breda	50	50
Combinatie Strukton Civiel Zuid / Van den Herik V.O.F., Breda	50	50
Combinatie Sluis 0 Den Bosch V.O.F., Sliedrecht	50	50
Combinatie Van den Herik – Strukton Civiel West V.O.F., Scharwoude	50	50
Grondbank West Brabant V.O.F., Utrecht	50	50
Combinatie K. Dekker – Ooms Construction Muiden V.O.F., Warmenhuizen	50	50
GBB Grondbank Budel V.O.F., Zeeland	50	50
Switch - Realisatie NW-2 V.O.F., Utrecht	50	50
Switch V.O.F., Utrecht	50	50
Arge Instandsetzung Reinbrucke Maxau, Karlsruhe (Germany)	50	50
Arge A9 Guntersdorf Instands BW 68, Langen (Germany)	50	50
Grondontwikkeling Beilen B.V., Amsterdam	-	50
Bouwcombinatie SVS V.O.F., Vianen	50	50
Strukton & Van den Herik V.O.F., Breda	50	50
Combinatie Strukton Civiel West – Jaro V.O.F., Scharwoude	50	50
Brücke A43 Rhein-Herne-Kanal Instands	50	50
Combinatie Piet-Heinplein V.O.F.	50	50
Combinatie BRM 380kV Station Tennet Tilburg, Utrecht	50	-
Hoka Noord-West V.O.F., ‘s-Hertogenbosch	50	50

	Capital interest (%) 2023	2022
Participations not included in the consolidation:		
Thermal Remediation Services Europe B.V., Ede	50	50
Reym-HMVT B.V., Ede	50	50
Aanlegkunstgrasvelden.nl B.V., Oss	18.7	18.7
J&E Sports Baltic UAB, Panevezys, (Lithuania)	43.35	43.35
HomeGrass Group B.V., Oss	46.75	46.75
Mhouse B.V., Gouda	23.9	23.9
Antea Group Ventures Beheer B.V., Oosterhout	50	50
CAG Ventures C.V., Oosterhout	50	50
4DR Studios B.V., Eindhoven	8.75	8.75
Inogen Environmental Alliance Inc., Delaware (U.S.)	56.2	56.2
Antea Colombia SAS, Bogotá (Colombia)	100	100
Exploitatie Maatschappij A-Lanes A15 B.V., Nieuwegein	50	50
Eurailscout Inspection & Analysis B.V., Utrecht	50	50
New Sorema Ferroviaria S.p.A., Brescia (Italy)	50	50
C2CA Technology B.V., Utrecht	27.37	27.37
WeCity B.V., Harderwijk	50	50
GBN Artificial Grass Recycling B.V., Utrecht	70	70
Grondstoffen Recycling Weert B.V., Weert	50	50
Combinatie Verkeersmaatregelen A-Lanes V.O.F., Rotterdam	50	50
Nederlands Wegen Markeerbedrijf B.V., Oosterwolde	25	25
Aduco Holding B.V., Ede	25	25
Asfalt Productie Amsterdam B.V. (APA), Amsterdam [5)]	25	25
Asfalt Productie Rotterdam Rijnmond B.V. (APRR), Rotterdam [5)]	25	25
BituNed B.V., Reeuwijk	50	50
SolaRoad B.V., Delft	20	20
DMI Nederland B.V., Weert	50	50
Strukton LLC, Riyadh (Saudi Arabia)	49	49
Petroserv Ltd./Strukton Construction and Trading WLL, Doha (Qatar)	50	50
A-Lanes Management Services B.V., Nieuwegein [5)]	25	25
Aendless Energy B.V., Den Ham	50	50
Rebru V.O.F., Utrecht	50	50
Pavement Information Modelling V.O.F., Nieuwegein	12.5	12.5
Groene Liggers V.O.F., Hoofddorp	50	-
Companies accounted for as investments in equity instruments:		
Voestalpine Railpro B.V., Hilversum	10	10
Strukton Finance Holding B.V., Utrecht ***	7.89	7.89

* For these entities, disclaimers have been issued by Strukton Groep N.V. in accordance with Article 403 of Title 9 of Book 2 Civil Code.
** in liquidation
*** Strukton Finance Holding B.V.’s share capital is made up of different kinds of shares that are linked to various investments in ppp-projects. The company’s participations are generally 80/20 splits (DIF/Strukton),

with the only exceptions being ISE Holding B.V., for which the share split is 90/10 (DIF/Strukton), and Strukton Finance B.V. (Delfluent) and Komfort Holding B.V., where all tracker shares are held by DIF.

[1)] These entities are part of the fiscal unity of Oranjewoud N.V. for corporate income tax.
[2)] These entities are part of the fiscal unity of Oranjewoud N.V. for value added tax.
[3)] These entities are part of the fiscal unity of Strukton Groep N.V. for corporate income tax.
[4)] These entities are part of the fiscal unity of Strukton Groep N.V. for value added tax.
[5)] These entities have been classified as held for sale per year-end 2023 or 2022.

With the Chamber of Commerce a list has been filed of all associates, joint ventures and joint operations (mainly construction consortiums) which are involved in the consolidation.

A list of participations as referred to in Article 379 and 414 of Book 2 Civil Code has been filed with the trade register in Rotterdam.

Company financial statements

Company statement of financial position before result appropriation

(x € 1.000)

		12-31-2023		31-12-2022	
	Non-current assets				
32.	Intangible assets	15,185		15,185	
33.	Subsidiaries	263,503		162,136	
34.	Receivables from group companies	39,997		89,629	
35.	Other financial fixed assets	1,150		27,850	
	Total non-current assets		**319,835**		**294,799**
	Current assets				
36.	Trade and other receivables	334		1,860	
	Cash and cash equivalents	92		687	
	Total current assets		**426**		**2,547**
	Total assets		**320,261**		**297,346**
	Equity				
	Issued capital	6,287		6,287	
	Share premium reserve	201,896		201,896	
	Translation differences reserve	3,532		2,773	
	Hedging reserve	-		-	
	Actuarial reserves	(14,423)		(9,915)	
	Legal reserves	14,206		11,341	
	Retained earnings	(33,790)		(81,442)	
	Undistributed result for the year	45,397		50,517	
37.	**Total equity**		**223,106**		**181,457**
33.	**Provisions**		**413**		**413**
	Non-current liabilities				
38.	Payables to group companies	12,426		22,448	
15.	Subordinated loans	16,000		16,000	
15.	Non-current liabilities	-		-	
	Total non-current liabilities		**28,426**		**38,448**
39.	**Current liabilities**		**68,316**		**77,028**
	Total equity and liabilities		**320,261**		**297,346**

Company statement of income

(x € 1.000)		2023			2022
	Revenue		1,082		853
	Staff cost	(0)		(161)	
41.	Other operating expenses	(1,062)		(561)	
	Total operating expenses		**(1,062)**		**(722)**
	Operational result (EBITDA)		**20**		**130**
32.	**Depreciation and amortisation charges**	(49)		(1,549)	
			(49)		**(1,549)**
	Operating result (EBITA)		**(29)**		**(1,418)**
	Financial income	5,450		3,946	
	Financial expenses	(3,371)		(4,715)	
	Net financial income		**2,079**		**(768)**
	Share in result after taxes from subsidiaries		**43,876**		**52,914**
	Result before taxes		**45,926**		**50,727**
	Income tax		(529)		(210)
	Net result		**45,397**		**50,517**

Notes to the company financial statements

Oranjewoud N.V. is registered in the Dutch Trade Register under number 29030061.

Accounting policies
The Company financial statements have been prepared in accordance with Part 9 of Book 2 of the Dutch Civil Code. In accordance with Section 362 (8) of Book 2 of the Code, the accounting policies applied are consistent with the accounting policies applied by Oranjewoud N.V. in the consolidated financial statements, with the exception of the accounting policy concerning subsidiaries. For the accounting policies see the notes to the consolidated financial statements.

Subsidiaries
Subsidiaries with a negative net asset value are valued at zero. Other long-term interests in these subsidiaries that are in substance part of the net investment (such as long-term receivables) are taken into account in this valuation. If the company fully or partly guarantees the debts of the subsidiary concerned, a provision is formed primarily against the receivables from this subsidiary and then in the other provisions for the share in the losses incurred by the subsidiary, or the expected obligations at the company on behalf of these subsidiaries.

For a list of all direct and indirect related subsidiaries and joint ventures of Oranjewoud N.V., we refer to note 31 of the consolidated financial statements.

32. Intangible assets

	Goodwill
Carrying amount as at 1 January 2022	**16,685**
Accumulated cost	16,685
Divestments	(1,500)
Carrying amount as at 31 December 2022	**15,185**
Carrying amount as at 1 January 2023	**15,185**
Accumulated cost	15,185
Divestments	-
Carrying amount as at 31 December 2023	**15,185**

The goodwill is applicable for directly and 100% owned subsidiaries of CGU's and specified in the next table:

	12-31-2023	**31-12-2022**
Antea Nederland B.V.	3,353	3,353
Strukton Rail Infrastructure	11,832	11,832
Strukton Technology and Buildings	-	-
	15,185	**15,185**

Please refer to note 1 of the consolidated financial statements for other disclosure requirements regarding goodwill.

33. Subsidiaries and provisions

	Subsidiaries	Provisions	Total
Position at January 1, 2022	**138,426**	**(425)**	**138,001**
Change in actuarial reserve	14,194	-	14,194
Acquisition of subsidiaries	2,996	-	2,996
Dividend payment	(20,000)	-	(20,000)
Translation differences	243	-	243
Other movements	374	-	374
Reported result	25,902	11	25,914
Position at December 31, 2022	**162,136**	**(413)**	**161,723**
Position at January 1, 2023	**162,136**	**(413)**	**161,723**
Capital funding	69,803	-	69,803
Change in actuarial reserve	(4,509)	-	(4,509)
Dividend payment	(12,000)	-	(12,000)
Translation differences	4,524	-	4,524
Other movements	(327)	-	(327)
Reported result	43,876	1	43,876
Position at December 31, 2023	**263,503**	**(413)**	**263,090**

Subsidiaries with a negative net asset value are valued at nil as no liability statements have been issued for these subsidiaries.

The net asset value of the subsidiary ‘Strukton Groep N.V.’ is based on the consolidated equity of Strukton Groep N.V., which is in accordance with the valuation method applied (combination 3). The financial statements of Strukton Groep N.V. contains a difference between the consolidated equity and the company only equity. This is a consequence of the negative value of some subsidiaries of Strukton Groep N.V., since no declaration of liability in accordance with article 403 Book 2 of the Dutch Civil Code has been issued for these entities. Therefore, these entities are recorded for nihil in the company only financial statements of Strukton Groep N.V.. The difference between the company only equity and the equity in the consolidated financial statements of Strukton Groep NV consists of the following, whereby the company only amount is higher :

	2023	2022
Provision for receivables from group companies	(260,920)	(108,985)
Adjustment negative equity subsidiaries	336,744	340,140
Total differences	**75,824**	**231,155**

Subsequently, the difference between the company unappropriated result of Strukton Groep N.V. and the unappropriated result in the consolidated financial statements consists of the following:

	2023	2022
Provision for receivables from group companies	(151,934)	(42,542)
Adjustment negative equity subsidiaries	(3,395)	70,086
Total differences	**(155,329)**	**27,544**

34. Receivables from group companies

	Strukton Groep	Oranjewoud Realisatie Holding *	Oranjewoud Holding	Oranjewoud Beheer *	Oranjewoud Detachering Holding *	Antea Group	Other group entities	Total
Balance at January 1, 2022	**-**	**34,226**	**445**	**12,134**	**-**	**43,664**	**300**	**90,769**
Repayments loans	-	(3,500)	-	-	-	-	-	(3,500)
Other movements	206	859	230	24	39	1,002	-	2,360
Balance at December 31, 2022	**206**	**31,585**	**675**	**12,159**	**39**	**44,666**	**300**	**89,629**
Balance at 1 January 2023	**206**	**31,585**	**675**	**12,159**	**39**	**44,666**	**300**	**89,629**
Repayments loans	-	(2,300)	-	(8,850)	-	(22,957)	-	(34,107)
Other movements	(206)	(13,145)	(165)	(3,304)	(34)	1,330	(1)	(15,526)
Balance at December 31, 2023	**-**	**16,140**	**510**	**4**	**5**	**23,039**	**299**	**39,997**

* The positions reported include positions with subsidiaries of the respective entity.

The receivables from subsidiaries were influenced in particular by the distribution of dividend, the offset in the current account of the corporate income tax within the tax group and by the issue of loans by Oranjewoud N.V. For the loans to subsidiaries an interest of 5.0% is charged.

35. Other financial fixed assets

The subordinated loans to Strukton Groep N.V. amounting last year to respectively €16.0 million and €11.0 million, (in total €27.0 million) have been converted, together with the accrued interest, into share premium. Next to that there was granted, in the year, an additional loan of €40.0 million that was also converted into share premium in December 2023.

Carrying amount as at January 1, 2023	**27,850**
Loans granted	40,300
Accrued interest	5,003
Repayments	-2,200
Conversion to share premium	-69,803
Carrying amount as at December 31, 2023	**1,150**

The other financial fixed assets consist of a loan to Sanderink Holding B.V. of €1.15 million (2022: €0.85 million). The interest rate is 3.0% per year.

36. Trade and other receivables

	12-31-2023	12-31-2022
Receivables from group companies	-	-
Other receivables	334	1,860
Total	**334**	**1,860**

37. Equity

	Issued share capital	Share premium	Translation diffrences reserve	Hedging reserve	Actuarial reserve	Legal reserves	Retained earnings	Net result for the year	Total
Balance at January 1, 2022	6,287	201,896	3,322	(1,662)	(24,012)	-	(94,591)	21,494	112,735
Appropriation of result 2021	-	-	-	-	-	-	21,494	(21,494)	-
Acquisition of subsidiaries	-	-	-	-	-	-	2,996	-	2,996
Cash flow hedges	-	-	-	1,662	-	-	-	-	1,662
Unrealized results	-	-	(549)	-	14,097	-	-	-	13,548
Change in legal reserve	-	-	-	-	-	11,341	(11,341)	-	-
Net result for the year	-	-	-	-	-	-	-	50,517	50,517
Balance at January 1, 2023	6,287	201,896	2,773	-	(9,915)	11,341	(81,442)	50,517	181,457
Appropriation of result 2022	-	-	-	-	-	-	50,517	(50,517)	-
Unrealized results	-	-	759	-	-4,508	-	-	-	(3,748)
Change in legal reserve	-	-	-	-	-	2,865	(2,865)	-	-
Net result for the year	-	-	-	-	-	-	-	45,397	45,397
Balance at December 31, 2023	**6,287**	**201,896**	**3,532**	-	**(14,423)**	**14,206**	**(33,790)**	**45,397**	**223,106**

Reference is made to note 11 for more details of the shareholders and Group equity.

38. Payables to group companies

	31-12-2023	31-12-2022
Non-current payables to subsidiaries	12,426	22,448
Total	**12,426**	**22,448**

	Oranjewoud Realisatie Holding *	Oranjewoud Beheer *	Antea Nederland *	Oranjewoud Detachering Holding *	Other group entities	Total
Balance at January 1, 2022	**11,201**	**4,174**	**7,304**	**-**	**610**	**23,289**
Other movements	(1,335)	202	292	-	-	-841
Balance at December 31, 2022	**9,866**	**4,376**	**7,596**	**-**	**610**	**22,448**
Balance at 1 January 2023	**9,866**	**4,376**	**7,596**	**-**	**610**	**22,448**
Additions	-	-	-	2,200	-	2,200
Repayments loans	-	-	-7,000	-	-	-7,000
Other movements	(3,077)	(1,631)	(596)	5	77	-5,222
Balance at December 31, 2023	**6,789**	**2,745**	**-**	**2,205**	**687**	**12,426**

* The positions reported include positions with subsidiaries of the respective entity.

All Dutch wholly-owned associates, which are not a part of Strukton Groep, are part of the tax group for corporate income tax purposes of Oranjewoud N.V.. Consequently, the aforesaid companies are jointly and severally liable for corporate income tax liabilities of Oranjewoud N.V. and the companies forming part of this tax group. Within this tax group, the corporate income tax will be settled with current accounts. The corporate income tax is calculated by applying the current rate (25.8%) to the profit before taxes. Please refer for a total overview of the applicable entities to note 31. Furthermore, Oranjewoud N.V. and its Group companies established in the Netherlands with the exception of all Strukton Groep entities are jointly and severally liable for the credit facility. For more details reference is made to note 17 in the consolidated financial statements.

39. Current liabilities

	31-12-2023	31-12-2022
Payables to subsidiaries	62,064	49,135
Short term portion of non-current liabilities	-	22,315
Trade payables	284	0
Other liabilities	5,967	5,578
Total	**68,316**	**77,028**

Payables to subsidiaries	31-12-2023	31-12-2022
Antea Nederland B.V. *	62,064	49,135
Total	**62,064**	**49,135**

* The positions reported include positions with subsidiaries of the respective entity.

40. Off-balance sheet commitments and securities provided

In December 2023, Oranjewoud N.V. has issued a support letter to Strukton Groep N.V. guaranteeing support until December 31, 2025, for an amount up to a maximum of €140 million, minus the total cash from ongoing and identified mitigating measures. Only if the ongoing and identified mitigating measures and attracting additional financing arrangements prove insufficient, Oranjewoud may ultimately fund this support guarantee by selling (parts of) Strukton Groep or (parts of) Antea Group to supplement the remaining part of the funding gap. Such decision, to be taken at that time, will be weighed taking into account the other options available at that moment.

41. Other operating expenses

	2023	2022
Office expenses	(87)	68
Other expenses	1,148	492
Total	**1,062**	**561**

Remuneration
For details of the remuneration of the Board of Directors, the managers on key positions and the Supervisory Board as referred to in Section 383 b-e of Book 2 of the Dutch Civil Code, please refer to note 22 of the consolidated statement of income.

Audit fees
The fees stated below for the audit of the financial statements are based on the total fees for the audit of the financial statements, regardless of whether the procedures were already performed in the financial year.
The audit firm's fees can be broken down as follows:

	2023 Forvis Mazars Accountants N.V	2023 Total	2022 Forvis Mazars Accountants N.\	2022 Total
Audit of the financial statements	2,251	2,251	2,280	2,280
Total Assurance	**2,251**	**2,251**	**2,280**	**2,280**

The audit firm's fees have been disclosed in accordance with Section 382a of Part 9 of Book 2 of the Dutch Civil Code.

42. Proposal concerning the 2023 result appropriation

The Board of Directors, with the approval of the Supervisory Board, proposes to pass dividend payment for the financial year 2023 and to add the full result to the general reserves.

43. Subsequent events

For events after balance sheet date, please refer to explanatory note 27.

Utrecht, December 20, 2024

Supervisory Board:
Mr. J.M. Kuling (Chairman)
Ms. M.L. Bremer
Ms. P. Koselka
Mr. B.C. Fortuyn
Mr. J.J.A. van Leeuwen

Board of Directors:
Mr. IJ.F. van Hijum
Mr. R.P. van Wingerden

Other information

Provisions on result appropriation in the Articles of Association
Article 35 of the Articles of Association of the company provides that the profit is at the disposal of the General Meeting of Shareholders.

Provisions for amendment of the Articles of Association
The general meeting may adopt a decision to amend these articles of association, but only on a proposal from the board of directors. Such a proposal must always be stated in the notice convening the general meeting.

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Independent auditor’s report for the period ended 31 December 2023

To the Board of Directors and Supervisory Board of

Oranjewoud N.V.

Report on the audit of the financial statements for the year ended 31 December 2023 included in the annual report

Our opinion

We have audited the financial statements 2023 (hereafter “financial statements”) of Oranjewoud N.V. (hereafter the “Company” refers to the legal entity, and “Group” refers to the consolidated level), based in Gouda, the Netherlands. The Company is at the head of a group of entities (“components”). The financial information of this Group is included in the 2023 Consolidated Financial Statements of the Group. The financial statements include the 2023 Consolidated Financial Statements and the 2023 Company Financial Statements.

In our opinion:

- the accompanying Consolidated Financial Statements give a true and fair view of the financial position of the Group as at 31 December 2023 and of its result and its cash flows for the year ended 31 December 2023 in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code.
- the accompanying 2023 Company Financial Statements give a true and fair view of the financial position of the Company as at 31 December 2023 and of its results and its cash flows for the year ended 31 December 2023 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The Consolidated Financial Statements comprise:

- the consolidated statement of financial position as at 31 December 2023.
- the following statements for the year ended 31 December 2023: the consolidated statement of income, the consolidated statement of comprehensive income, the consolidated statement of movements in equity and the consolidated statement of cash flows; and
- the notes comprising a summary of the key accounting policies and other explanatory information.

The Company Financial Statements comprise:

- the Company statement of financial position as at 31 December 2023.
- the Company statement of income for the year ended 31 December 2023; and
- the notes comprising a summary of the key accounting policies and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the 'Our responsibilities for the audit of the financial statements' section of our report.

We are independent of the Group and the Company in accordance with the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics for Professional Accountants).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information in support of our opinion

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The following information in support of our opinion was addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

Audit response to the risks of fraud and non-compliance with laws and regulations

We refer to the Management report of Oranjewoud N.V. for the risks and risk management procedures.

In our audit we have obtained an understanding of the entity and its environment, the components of the internal control system, including the process for identifying risks and how the Board of Directors responds to the risks of fraud and monitors the internal control system, as well as the outcomes hereof. As part of our process to identify risks of risks of material misstatement in the financial statements due to fraud, we identified fraud risk factors with respect to financial reporting fraud, misappropriation of assets and corruption. We evaluated if those factors may indicate a risk of material misstatement due to fraud.

As a result of our fraud risk assessment we identified the following fraud risks and performed the following specific procedures:

<table>
<tr><th>Fraud risk: management override of controls</th><th>Our specific audit response</th></tr>
<tr><td>Management is ordinarily in an unique position to perpetrate fraud because of management’s ability to manipulate accounting records and prepare fraudulent financial statements by overriding controls that otherwise appear to be operating effectively.

In this context, we paid attention to:
the appropriateness of journal entries and other adjustments made in the preparation of the financial statements including manual journal entries related to operational cycles;
potential biases in accounting areas with high level of estimation that are based on management judgments and assumptions, such as the valuation of the contract assets and the recognition of revenue; and
significant transactions, if any, outside the normal course of business.</td><td>Amongst others we have performed the following audit procedures:
with regard to the Board of Directors’ key accounting estimates, we have evaluated judgements and decisions for bias by the Board of Directors for key accounting estimates with respect to the cost-to-complete, the progress and loss provisions on the significant projects of the Group, see also the fraud risk Cut-off of Revenue and valuation of contract assets.
We have performed the following specific audit procedures:
we evaluated the design and implementation of relevant internal controls in the financial statement and consolidation process, such as segregation of duties and systems of authorisations;
we reviewed a selection of journal entries and other adjustments made in the preparation of the financial statements, such as manual journal entries, consolidating adjustments and reclassifications; and other adjustments during the course of preparing the financial statements.;
we tested the appropriateness for these journal entries and other adjustments with the underlying audit documentation.
we made inquiries with individuals involved in the financial reporting process about inappropriate or unusual activity relating to the processing of journal entries and other adjustments;
we performed analyses of high risk journal entries within the consolidation with a pre assessed risk of material misstatements, as part of our audit approach to address fraud risks which could have a risk of material misstatement on the financial statements;
we performed audit procedures on journal entries in the various processes, amongst other the closing and consolidation, based on fraud selection criteria in which at least the following criteria have been applied:
material adjustments made during the course of preparing the financial statements;
manual journal entries on the operational related revenue ledgers and relating to the contract assets and contract liabilities;
adjustments made on group level which relate to regular activities on component level.
Our procedures did not result in material findings with respect to the risk of management override.</td></tr>
</table>

Fraud risk: Cut-off of Revenue and valuation of contract assets	Our specific audit response
We refer to the accounting principles for revenue recognition as included in “Summary of significant accounting policies” under “Revenue” in the Notes to the consolidated financial statements. The valuation and revenue recognition of the contract assets is largely influenced by subjective elements, such as the estimate of costs yet to be incurred, expected increases and decreases in revenue, technical progress, (potential) claims and penalties, as well as project-related liabilities and provisions. This is partly driven by the nature of the activities, which may involve large and complex projects.	We evaluated the design and implementation of internal controls. Based on pre-defined risk criteria, we have selected and tested the costs incurred, invoiced instalments, trade debtors and revenue of completed projects by means of total reconciliations and samples. For the valuation and revenue recognition of the contract assets, we selected and tested different contracts on the following risk criteria: size, complexity, fluxes against prior years and the overall risk profile. We paid specific attention to the key-projects as identified by the Board of Directors. These projects concern MEET RIVM project, Hoofdstation Groningen, A-Pier and A15 Mava and M CO, Maintenance contracts Sweden and Avenue2, as further disclosed in the “Accounting consideration on key projects” paragraph. For the key projects and the selected contract assets based on the risk criteria, we performed, amongst others, the following procedures: • enquiries with the Board of Directors and project controllers on the judgements and assumptions underlying the estimation of the completion of projects; • an assessment and reconciliation of the key-data of the projects with underlying documentation, such as contracts, change orders, calculations, quotations in order to test the assumptions made in determining the forecasted project result; • a verification of the cost-to-complete and revenue recognition; • detailed testing on recognized project expenses; • an analysis of the forecasted project results, identifying the different performance obligations of the projects, to confirm consistency of valuations; • a retrospective review of project results estimated in the previous year.

<table>
<tr><th>Fraud risk: Laws and regulations (Corruption, bribery and non-compliance with laws and regulations)</th><th>Our specific audit response</th></tr>
<tr><td>Due to the nature of the business activities (construction company for a major part of the business – concerns Strukton Groep N.V. and its subsidiaries) and the characteristics of the related transactions, we identified an increased risk of non-compliance with legal and regulatory requirements regarding project acquisition.

This was mainly identified due to the risk of bribes to potential clients (government and non-government).

Failure to comply with legal tendering procedures and/or corruption may harm the Company, for example through fines and/or exclusion from tender procedures. Such bribery could take place or be concealed in various ways, e.g., through subcontractors, (consultancy) services or sponsorship without sufficient identifiable quid pro quo.</td><td>We obtained insights in the applicable laws and regulations with regard to the tender procedures and have performed an analysis of contracts, based on risk factors such as size, margin and the type of tender. We have assessed whether there are any transactions in relation to these tender procedures and performed the following audit procedures:
evaluation of the design and implementation of internal controls surrounding the corruption, bribery and non-compliance with laws and regulation risks.
evaluation of the internal control measures to ensure compliance.
investigation of the manner in which supplier selection took place and whether any applicable (legal or internal) procurement regulations and/or quotation procedures were adhered to.
analysis of a selection (based on risk factors such as size, margin, type of tender, and client) of tenders won or initiated in the fiscal year. As part of this analysis, we assessed, for example, whether a business rationale was identified for the award, the business nature of (tender) costs, the performance and background of consultants or subcontractors used (if any), or a deviating forecasted margin compared to regular margins.
detailed testing on specific types of costs following risk identification, including travel and accommodation expenses, representation expenses, and sponsorship.
data analysis to flag journal entries with an increased risk based on specific search terms related to fraud risk, thereby identifying and investigating unusual transactions.</td></tr>
</table>

In addition, we also performed the following more general procedures in relation to the fraud risk.

- We have incorporated an element of unpredictability in the selection of the nature, timing and extent of our audit procedures by extensively testing balances that were below our performance materiality and also by interviewing multiple individuals within the Company not directly associated with the financial closing processes.
- We have obtained written and oral confirmations of the Board of Directors, Supervisory Board and legal counsel within the Company on the fraud risks and any potential fraud cases that have occurred during and after the financial year.
- We evaluated whether transactions, both usual and unusual, with related parties have been identified and appropriately disclosed.

- We have reviewed the minutes of the Board of Directors and Supervisory Board with specific attention to fraud.
- We evaluated whether the selection and application of accounting principles could potentially indicate fraudulent financial reporting. If such indications were present, we re-evaluated our assessment of the risk of fraud and its implications for our audit procedures. We also assessed the outcomes of other audit procedures, considering whether there are findings that could suggest fraud or non-compliance with laws and regulations.

Our audit procedures did not reveal any specific indications of fraud or suspicions of fraud in respect to management override and the cut-off of revenue (or valuation of contract assets/liabilities), potentially resulting in material misstatements.

Non-compliance with laws and regulations

In section Operational risks and compliance risks and section Compliance in the Management Report, the Board of Directors describes the procedures regarding the risks of non-compliance with laws and regulations.

We have obtained an understanding of the relevant laws and regulations. We have identified that the regulatory framework with regard to tenders may have an indirect effect on the financial statements. We held enquiries with, amongst others, the Board of Directors and the Supervisory Board if the entity is compliant with laws and regulations which directly or indirectly have a material impact on the financial statements. Our work also included assessing the Company's code of conduct, whistle blower procedure, general compliance guidelines and procedures.

We also inspected lawyers' letters and remained alert to indications of (suspected) non-compliance throughout the audit, held enquiries with legal counsel, and obtained a written representation from the Board of Directors that all known instances of (suspected) non-compliance with laws and regulations were disclosed to us.

Our observations

The aforementioned audit procedures have been performed in the context of the audit of the financial statements. Consequently, they are not planned and performed as a specific investigation regarding fraud and non-compliance with laws and regulations. Our audit procedures have not led to any findings.

Our audit response related to going concern

The Board of Directors has prepared the financial statements on a going concern basis. When preparing the financial statements, the Board of Directors made an assessment of the Company's ability to continue as a going concern and to continue its operations for the foreseeable future.

Our audit of the financial statements requires us to determine that the going concern assumption used by the Board of Directors is acceptable. In doing so, based on the audit evidence obtained, we must determine whether there are any events or circumstances that might cast reasonable doubt on whether the Company can continue as a going concern. We discussed and evaluated the specific assessment with the Board of Directors exercising professional judgment and maintaining professional scepticism. We considered whether the going concern assessment made by the Board of Directors, based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, contains all events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

As part of our audit procedures, we analysed the current financial position and assessed the reasonableness of the assumptions in respect of projected future cashflow forecasts including expected future cash flows from operating, financing and investing activities as prepared by the Board of Directors and the Company's ability to safeguard the financing of the Company's operational activities.

A liquidity forecast was prepared by the Board of Directors which no longer indicated a funding requirement. As such the main focus of our further audit procedures related to obtaining sufficient audit information on the fact whether the assumptions in the cashflow forecast were accurate and complete in terms of both timing and quantum. Our procedures, amongst others, compromised the following procedures:

- analysing and discussing the cash flow, profit and other relevant forecasts with the Board of Directors;
- analysing whether the measures as identified by the Board of Directors are accurate and complete in terms of quantum and timing;
- performing audit procedures regarding subsequent events to identify those that either mitigate or otherwise affect the entity's ability to continue as a going concern;

Our observations

The Board of Directors, in its judgement, has concluded that given the outcome of the going concern assessment, there are no material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern. Therefore, it is appropriate to prepare the financial statements based on the going concern assumption. The aforementioned procedures have been performed in the context of the audit of the financial statements. Consequently they are not planned and performed as a specific investigation regarding going concern. Our audit procedures did not lead to any findings. This observation is based on the audit evidence obtained up to the date of our independent auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern.

Report on the other information included in the Annual Report 2023

In addition to the financial statements and our auditor's report thereon, the Annual Report 2023 contains other information that consists of:

- the Management report including:
  - Foreword;
  - Corporate profile;
  - Key Figures, Board of Directors Member Profiles and Supervisory Board Member Profiles;
  - Board of Directors' report;
  - Supervisory Board report;
- the Other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Based on the following procedures performed, we conclude that the other information:

- is consistent with the financial statements and does not contain material misstatements; and
- contains all the information regarding the Management report and the other information as required by Part 9 Book 2 of the Dutch Civil Code.

We were engaged to read the other information and, based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, to consider whether the other information contains material misstatements.

By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

The Board of Directors is responsible for the preparation of other information, including the Report of the Board of Directors Board in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Description of responsibilities regarding the financial statements

Responsibilities of the Board of Directors and the Supervisory Board for the financial statements

The Board of Directors is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS-EU and Part 9 of Book 2 of the Dutch Civil Code. Furthermore, the Board of Directors is responsible for such internal controls as the Board of Directors determines are necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, the Board of Directors is responsible for assessing the Group's and the Company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, the Board of Directors should prepare the financial statements 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. The Board of Directors should disclose events and circumstances that may impact the Group's and the Company's ability to continue as a going concern in the financial statements.

The Supervisory Board is responsible for overseeing the Company's financial reporting process.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

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. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgement and have maintained professional scepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included e.g.:

- identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining 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;
- obtaining 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;
- evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors;

- concluding on the appropriateness of the Board of Directors' use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern;
- evaluating the overall presentation, structure and content of the financial statements, including the disclosures; and
- evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Because we are ultimately responsible for the opinion, we are also responsible for directing, supervising and performing the group audit. In this respect we have determined the nature and extent of the audit procedures to be carried out for group entities. Decisive were the size and/or the risk profile of the group entities or operations. On this basis, we selected group entities for which an audit or review had to be carried out on the complete set of financial information or specific items.

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

Rotterdam, 20 December 2024

Forvis Mazars Accountants N.V.

Original has been signed by: O. Opzitter RA

SHAREHOLDER INFORMATION

Provisions in the Articles of Association on result appropriation
The Articles of Association (Article 35) provide as follows on profit appropriation:

1. The board of directors may, with the approval of the supervisory board, allocate part of the profit achieved in a financial year for the strengthening of/or the formation of a reserve.
2. The profit remaining after application of Article 35.1 is at the disposal of the general meeting. The board of directors, subject to the approval of the supervisory board, makes a proposal to this end. The proposal for dividend payment is a separate agenda item at the general meeting.
3. The general meeting may, but only on the proposal of the board of directors and with the approval of the supervisory board, decide to make (interim) distributions from the distributable reserves of the company.
4. The board of directors may, with the approval of the supervisory board, decide to pay an interim dividend to the shareholders.
5. A decision to make interim distributions from the distributable reserves of the company and/or a decision to pay an interim dividend can only be taken if an interim statement of assets signed by the board of directors shows that the items referred to in Article 35.7 regarding the capital status has been met.
6. The board of directors, with the approval of the supervisory board, is authorized to determine that a distribution on shares will not be made in cash but in the form of shares or to determine that holders of shares will be given the choice to take a distribution in cash and/or in the form of shares, all this from the profit and/or from a reserve and all this insofar as the board of directors has been approved by the general meeting in accordance with the provisions of Articles 7.2 and 7.3. designated. The board of directors, with the approval of the supervisory board, determines the conditions under which such a choice can be made. If the board of directors does not have the powers included in this article 35.6, these powers belong to the general meeting, which will only make use of them on the proposal of the board of directors and with the approval of the supervisory board.
7. Distributions can only be made to the extent that the equity exceeds the amount of the paid-up and called-up part of the capital plus the reserves that must be maintained under the law or these articles of association.

Proposal concerning the 2023 result appropriation
The Board of Directors, with the approval of the Supervisory Board, proposes that the net result of €45.5 million, as shown in the financial statements for the financial year 2023, shall be added to the general reserves.

Statement of changes in issued share capital

	2023	2022
Balance at January 1st	62,872,869	62,872,869
Balance at December 31st	62,872,869	62,872,869

Selected financial information per share

	2023	2022
Net earnings (net result after taxes / average number of issued shares)	0.72	4.15
Equity	3.55	2.89

Five-year summary

	2023	2022	2021	2020*	2019**
Results (amounts x € 1 million)					
Revenue	2,007.6	1,911.8	1,939.8	1,835.1	2,386.6
Operational result (EBITDA)	122.0	140.9	(75.6)	(69.7)	107.6
Operating result (EBIT)	50.7	70.6	(147.4)	(177.4)	(3.9)
Net result	45.5	260.7	(169.1)	(218.5)	10.4
Net cash flow	(65.9)	155.4	34.5	13.4	13.4
Equity (amounts x € 1 million)					
Total equity (E)	223.1	181.5	(97.4)	67.8	285.9
Total assets (TA)	1,591.7	1,588.9	1,560.1	1,513.9	1,656.5
E/TA	14.0%	11.4%	-6.2%	4.5%	17.3%
Employees (FTE)					
Number at end of financial year	7636	7476	9427	9801	9851
Backlog (amounts x € 1 million)					
Consulting and Engineering Services	386.6	370.7	292.0	271.7	272.3
Rail Infrastructure	2,343.7	2,172.2	1,709.7	1,444.3	1,499.5
Civil Infrastructure	870.8	383.3	412.4	497.6	585.9
Technology and Buildings	-	85.6	281.8	839.4	767.2
Other ***	217.6	143.7	9.0	14.7	17.7
Total	3,818.6	3,155.5	2,705.0	3,067.8	3,142.6

* The business that has been reclassified to discontinued operations has been reclassified for reporting purposes.

** After adjustment in the principles for financial reporting concerning lease accounting (IFRS 16). 2019 Restated for reporting purposes.

*** As per 2022, the backlog of the segment Other contains, next to those of Sport and Temporary Staff, also the backlog of the portfolio entities of Strukton Groep, which are separated from Civiel Instrastructure. As per 2023, Temporary Staff is part of the segment Consulting and Engineering Services.

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