

Annual Report 2022-2023

Confidence & perspective



Gimv



“As a listed investment company with long-standing experience and a strong local presence combined with an international outlook, Gimv is excellently positioned to help shape tomorrow’s economy and society by building strong, leading growth companies that provide solutions to today’s key challenges. With confidence, we look ahead, deliver sustainable growth with our companies and together create perspective for future generations.”

**Content**

1. Message from Chairman and CEO	6
2. Building leading companies over the past year	8
3. Investment focus	11
4. Five forward-looking investment platforms	14
Consumer	15
Healthcare	19
Life Sciences	23
Smart Industries	27
Sustainable Cities	31
5. Results 2022-2023	35
6. Sustainability	42
7. Corporate Governance & Remuneration report	61
8. Financial statements	89

The official version of this annual report is the ESEF version in Dutch and is available on the Gimv website. The ESEF version in English will be available on the Gimv website on June 16, 2023.

Gimv at a glance

Overview at 31-03-2023

1.52

BILLION EUROS IN PORTFOLIO

59

PORTFOLIO COMPANIES

3.7

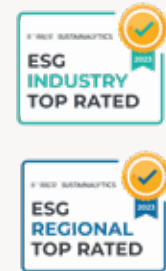
BILLION EUROS TURNOVER BY PORTFOLIO COMPANIES

20,000

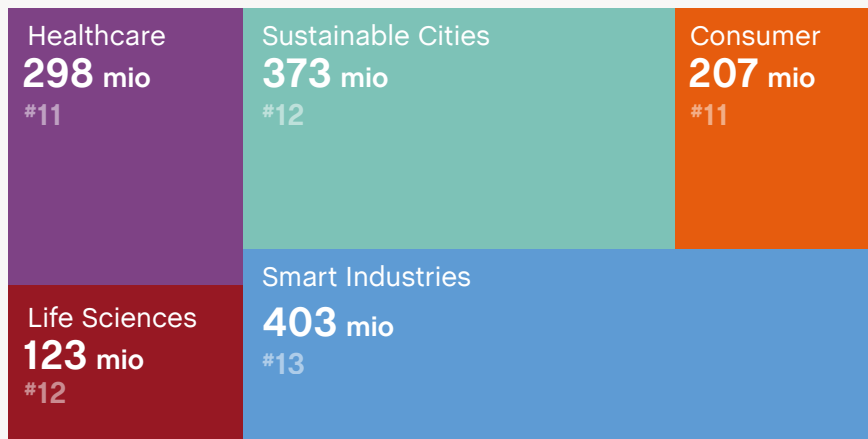
PROFESSIONALS WORKING IN PORTFOLIO COMPANIES

Sustainability

Gimv continues its sustainability journey with its portfolio companies under the motto 'Focused Forward'. For the second year running, Gimv has received a low ESG risk rating from Sustainalytics, earning both a Sustainalytics Industry and Region top-rated badge. Gimv's sustainability vision and ESG efforts have also been acknowledged through its inclusion in the Euronext BEL® ESG Index.

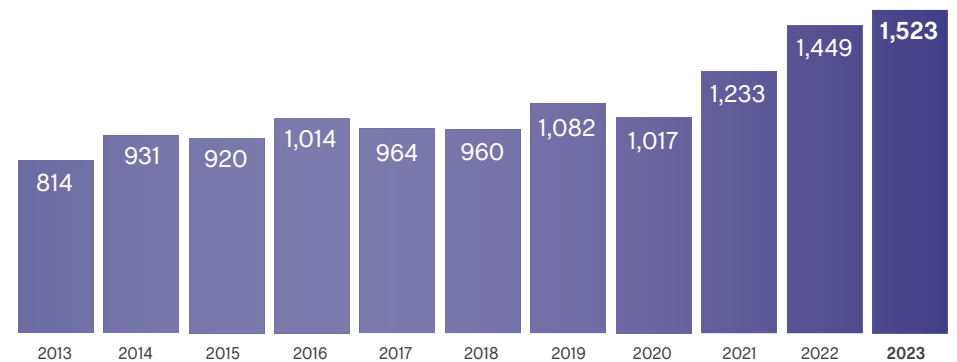


Value creation with a focus on five investment platforms



EUR millions per platform portfolio, # number of investments

Growing investment portfolio

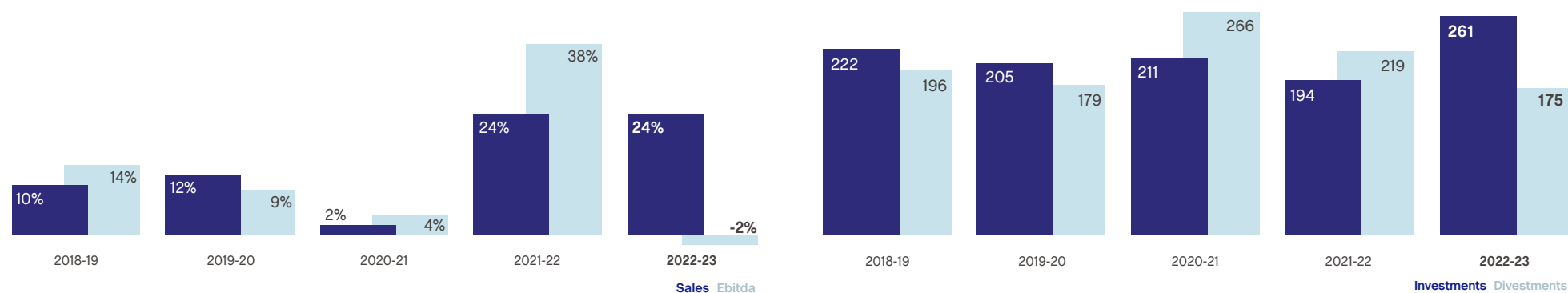


Portfolio evolution over > 10 years (2013-2023, in EUR millions)

Key figures

Consolidated financial statements (in EUR 000)	2022-2023	2021-2022	2020-2021	2019-2020	2018-2019
Equity	1,312,409	1,413,034	1,274,280	1,104,924	1,321,252
Portfolio	1,522,898	1,448,547	1,232,929	1,016,984	1,081,926
Cash and cash equivalents	194,416	377,828	517,480	368,041	276,699
Portfolio result	-1,187	251,348	274,815	-111,959	155,259
Portfolio return ¹	-0.1%	20.4%	27.0%	-10.3%	16.2%
Net profit	-59,467	174,285	205,724	-151,573	112,079
Total gross dividend	69,302	65,073	63,567	63,567	63,567
Investments (own balance sheet)	260,649	193,830	211,129	204,885	222,208
Divestments (own balance sheet)	175,037	218,920	265,510	179,404	196,205
Number of employees	93	90	89	91	91
Total number of shares	27,220,734	26,654,508	26,047,134	25,426,672	25,426,672
Key figures per share (in EUR)					
Equity	48.2	53.0	49.0	43.5	52.0
Net profit	-2.20	6.59	7.96	-5.96	4.41
Gross dividend	2.6	2.5	2.5	2.5	2.5

¹ Realised capital gains + unrealised capital gains on financial fixed assets + dividends + interests / portfolio at start of financial year



Turnover and Ebitda growth in the portfolio (in %)

Investments and divestments on annual basis (in EUR millions)

1. Message from Chairman and CEO

“It is clear that our companies are built on solid foundations, strong entrepreneurship and the perseverance of their management and employees.”

Dear shareholder,

Challenging times have now become the new normal. And the 2022–2023 financial year was no exception. In this new normal, companies need to be agile and flexible to cope with volatility in many areas. Despite these circumstances, our companies have managed to achieve strong revenue growth and maintain profitability. Clearly, our companies are built on solid foundations, strong entrepreneurship and the perseverance of their management and employees.

The 2022–2023 financial year was characterised, in particular, by high inflation, with businesses having to cope with soaring energy prices and rising salary costs. Meanwhile, in a supply chain under pressure, the cost of scarce commodities remained high. Gimv had some exceptional achievements over the past year. Over EUR 250 million was invested in new, promising companies and additional acquisitions by our companies. With a buy-and-build strategy in full gear, our companies made a record 30-plus acquisitions. We continued to invest at a strong pace, growing the portfolio to a record level of more than EUR 1.5 billion. Our solid portfolio is a promising source of sustainable value creation for years to come. This clearly confirms our strategy of investing through five thematic platforms in growth companies with the potential to become leaders in their sectors.

A year ago, in continental Europe, we witnessed the Russian invasion of Ukraine. Beyond the unbearable suffering of the Ukrainian people, the conflict caused a disruptive spiralling of costs that continues to affect our businesses. But there are positive signs. Things are starting to return to normal in several areas. We are seeing lowering energy costs and the onset of more manageable inflation. Hopefully, this will lead to a better and more stable financial and economic environment.

Even so, we should be wary of some worrying developments, such as Europe's position in a rapidly evolving global landscape. In the United States, the Inflation Reduction Act is a major initiative with potentially far-reaching implications for Europe's competitiveness. And we see Asia continuing to be assertive. The time has come for a strong response that puts Europe back at the centre, in the form of an inspiring, forward-looking and sustainable political-economic project. A project that offers hope and perspective for future generations.

“Our solid portfolio is a promising source of sustainable value creation for years to come.”

At Gimv, we turn this hope into an affirmation of our confidence in the vigour and positive energy of our companies, entrepreneurs and their employees. Naturally, they can continue to rely on our motivated, specialised and experienced investment teams.

We sincerely wish to thank our employees, our companies, their teams, and you, our shareholders, for your continued confidence and unwavering support. Keeping our finger on the social and economic pulse, we remain committed at Gimv to building leading mid-market growth companies that contribute to a sustainable future.

Hilde Laga, Chairman and Koen Dejonckheere, CEO



2. Building leading companies in the past financial year

New promising investments

BioConnection

April 2022

Gimv invests in **BioConnection**, a contract development and manufacturing organisation for injectable pharmaceuticals and biopharmaceuticals.



The Netherlands



Variass

May 2022

Gimv invests in **Variass**, a specialist developer and manufacturer of electronic and mechatronic products and systems.



The Netherlands

Variotech

May 2022

Gimv continues to invest in industrial automation and acquires a majority interest in **Variotech**, a supplier of customised workpiece carriers for automated production processes.



Germany

Picot

June 2022

Gimv acquires a significant interest in **Picot**, an industrial group that produces gate and fence systems and provides enclosure solutions. The company has since made three acquisitions: the Dutch company B&G Hekwerk and two French aluminium gate manufacturers.



France



Fronnt

July 2022

Gimv, Lenaerts/LVR and ABN Klimatisatie lay foundation stone to expand a leading group of installation companies.



Belgium

Rohrleitungsbau Münster

December 2022

Gimv commits to energy transition and critical infrastructure in Germany and announces a partnership with **Rohrleitungsbau Münster**.



Germany

Realisations on exit after successful value trajectory

Eurocept group

July 2022

Gimv transfers its interest in the **Eurocept group** – involved in ‘Hospital-at-home’ services, outpatient clinics and specialist medicines – to its founder.



The Netherlands

Biolam

December 2022

Gimv exits **Biolam** to its management backed by investors after a fast and successful growth trajectory into a leading French group of clinical testing labs.



France

Kind Technologies

January 2023

AgTech leader **Kind Technologies** attracts growth capital from Avedon to continue developing its innovative offering. Avedon also acquires Gimv’s majority interest in the group.



The Netherlands



Active portfolio value creation through buy- and-build

Köberl Group

April 2022 & February 2023

Köberl Group continues its growth by acquiring KRIOTEC in April 2022. In February 2023, the group continues its expansion with the acquisition of Rohrreinigungs - Service RRS and THG Abwassertechnik.



Germany

Groupe Claire

October 2022

With Gimv's support, **Groupe Claire** acquires E.I.E. from Sade, a subsidiary of Veolia.



France

**Projective Group**

October 2022

Projective Group continues to grow by acquiring Dutch Charco & Dique



Belgium

E.GRUPPE

November 2022

E.GRUPPE expands its product range in measurement and control technology for industrial electrotechnical processes and in project planning and engineering of industrial process automation by acquiring Control Mechatronics.



Germany

Arseus Medical

November 2022

Arseus Medical and Pro-Motion Medical join forces and become the starting point for building a unique platform around orthopaedic aids in the Low Countries.



Belgium

Olyn

February 2023

Olyn acquires Mozoo and strengthens its expertise in brand content.

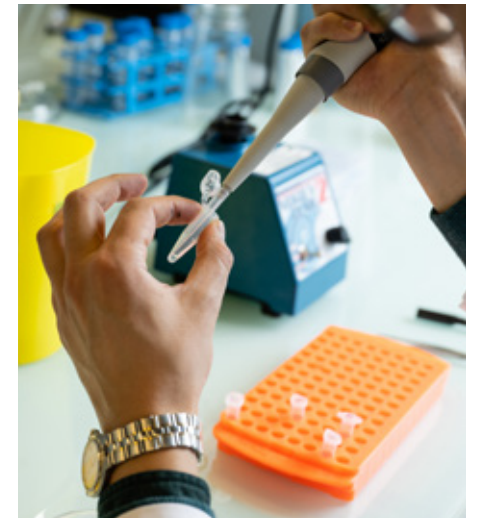


France

New platform**Life Sciences**

June 2022

Gimv Life Sciences launches as a separate fifth Gimv platform, welcoming ImmunOs Therapeutics, Paleo and Mediar Therapeutics to the portfolio in its first year.



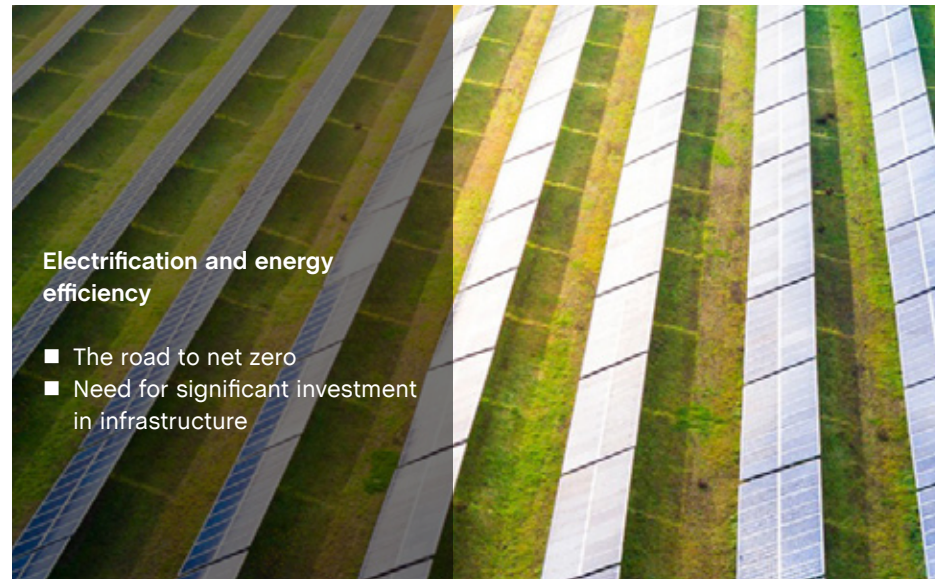
3.



Investment focus


“Gimv builds companies that create a better economy and a more sustainable society, supporting them in the moments that really matter.”

Companies that are mindful of social megatrends can count on Gimv



Electrification and energy efficiency

- The road to net zero
- Need for significant investment in infrastructure



Sustainable food and well-being

- Rapidly growing population with increasing need of safe, environmentally friendly food production
- Focus on welfare



Digitalisation and automation

- Rapid and persistent technological change
- Necessary transition to a digital essence



Health and demographics

- Ageing population, a growing awareness of health issues and increasing consumer behaviour
- Accelerated shift to less cost-intensive healthcare options (outpatient, virtual)

An active shareholder with engaged, specialised and experienced investment teams

We forge fruitful partnerships with companies and ambitious management teams through Gimv's five strategic investment platforms: Consumer, Healthcare, Life Sciences, Smart Industries and Sustainable Cities. By using various growth levers such as internationalisation, innovation, revenue growth, digitalisation, operational excellence or strategic buy-and-build pathways, we work together to build sector leaders through sustainable growth. Our portfolio companies have access to our dedicated and experienced multi-disciplinary teams with deep sector knowledge, all with a local presence close to the entrepreneurs combined with an international outlook.

A flexible partner with a solid balance sheet

Gimv invests directly in companies, mainly with the equity on its balance sheet. With its strong balance sheet and permanent access to long-term capital, Gimv can act flexibly as an evergreen partner. This flexibility also translates into a wide range of investment structures (buyout, growth or venture capital for the life sciences sector), through both majority and minority holdings. This allows us to address each portfolio company's specific needs.

With continuous attention to sustainability

Gimv has fully integrated sustainability – or ESG (Environmental, Social and Governance) – into how it operates and invests. The dialogue between Gimv's teams and the management of our portfolio companies on sustainability is data-driven, helping the companies to identify targeted priorities and set targets to be achieved together during Gimv's period as a shareholder. By keeping its finger on the pulse of regulatory and other sustainability developments, Gimv aims to be a guide for its portfolio companies, pointing them in the right direction when and where necessary or useful.

Investment criteria

Ambitious and innovative companies with a solid market position and strong growth potential.

Small to medium-sized companies with **capital requirements of EUR 5 to 75 million.**

Companies headquartered in the **Benelux region, France or DACH countries.**

Companies with strong management and a clear corporate vision of **social added value.**

In Life Sciences, Gimv focuses on European R&D-focused companies **developing breakthrough solutions that have a positive impact on human health**, from early preclinical proof of concept through to late-stage clinical trials.

4.



Five future-looking investment platforms

Based on societal issues such as digitalisation & automation, electrification & energy efficiency, sustainable food & wellbeing and healthcare, Gimv is active in five forward-looking and strategic investment platforms. From this specialized sector vision, we join forces with the management teams of innovative and promising companies and fully commit to sustainable growth and value creation to build leading companies together.

Consumer

Investment focus

FOOD & BEVERAGE

Healthy, sustainable and tasty food and beverages for the benefit of the conscious consumer, both locally and in international markets

HOME & FAMILY

High-quality products and services for home, garden and family, tailored to comfortable, pleasant living

B(2B)2C / DTC PRODUCTS AND SERVICES

Other forward-looking products and services in growth and sustainability segments



“Making value chains and business models more sustainable in times of rising interest rates and high inflation is an absolute priority in our consumer portfolio.”

Koen Bouckaert,
Managing Partner
– Head Consumer

Globalization, urbanization, digitalization, resource scarcity in a context of climate change and rising costs are at the top of the agenda of consumer-oriented companies. Consequently, today’s consumers expect a lot from companies and brands and are looking for trust based on values such as authenticity, honesty, transparency and sustainability.

The Consumer platform focuses on companies that respond to the needs and preferences of consumers who consciously choose an active, healthy and ecologically responsible lifestyle. Gimv is convinced of the future potential of consumer-focused companies committed to achieving organic top-line growth through scale and synergies, leading private label specialization, unique niche brand positioning or a data-driven direct-to-consumer approach.

Consumer has a diverse portfolio of consumer-oriented companies: young ‘digital natives’ and established values, B2B and B2C, manufacturing and distribution. Collaboration, knowledge, experience, drive, network and complementarity are essential for successful sustainable growth and value creation. The entrepreneurs behind and the management of our companies can count on the Consumer team as a loyal partner who wants to contribute fully to the further growth path of the company.

AGROBIOTHERS
LABORATOIRES

Blendwell
Food & Drink

BABYSHOP
.COM

Grandeco ©

IMPACT [Expertise included.]

JOOLZ POSITIVE
DESIGN

LA COMTOISE
créateur de fromage / cheese creator

LA CROISSANTERIE

olyn

sofatutor


**UNITED
DUTCH
BREWRIES**

207MILLION EUROS IN
PORTFOLIO**11**PORTFOLIO
COMPANIES

Overview at 31-03-2023

Portfolio activity 2022-2023

Last year the Consumer platform invested EUR 9.8 million. At the beginning of the financial year, Gimv accompanied the creation of Olyn, a new and promising consolidation platform focused on digital performance marketing that was reinforced later in the year with the acquisition of Mozoo. In addition, in the existing portfolio, Gimv provided further growth capital to Blendwell Food Group and Agrobioters' brand portfolio was complemented by the Swiss company Bogar. Also during the past fiscal year, Top Brands acquired Gimv's stake in Ellis Gourmet Burger. Gimv and Top Brands invested together in Ellis Gourmet Burger in 2018. During this fruitful cooperation, the path was set for maximum integration of Ellis into the Top Brands group. Top Brands' full acquisition of the Gimv stake in Ellis was therefore a logical conclusion. Finally, Jeeng (the former PowerInbox) was acquired by community engagement platform OpenWeb. As part of this sale, the shareholders of Jeeng, including Gimv, acquired a limited interest in OpenWeb.



JOOLZ POSITIVE
DESIGN

In 2016, Gimv invested in fast-growing Joolz, which designs and sells luxury strollers. Joolz wishes to inspire young families to create a sustainable and better world for their children. The company therefore focuses, among other things, on circularity in production and ergonomics in use. During the partnership with Gimv, Joolz has structurally expanded to become one of the leading brands in the 'juvenile' segment. New and 'award winning' product lines were successfully created and rolled out. Joolz's leading position in the Netherlands was strengthened, while a substantial international expansion was also achieved, including strong growth in Southern Europe, US as well as Asia. In addition, an omnichannel strategy was implemented that focuses on achieving the best consumer experience and quality service. Combined with a targeted presence both online and on social media, Joolz has built a strong brand experience and very loyal customer base. Finally, business processes and IT systems were further digitized and fine-tuned to make the company growth- and thus future-proof.

Patrick Franken
Partner





“Gimv gives us perspective, resources and intelligence in a constructive way.”

Gimv asked Christophe Bessac, Olyn Group’s CEO, and Guillaume Bardy, Partner at Gimv, how the Olyn-Gimv partnership has contributed to Olyn Group’s structure and fine growth.

What is Olyn and what do you do?

Christophe: Olyn is a company that helps brands improve how they interact with customers across multiple channels, online, in-store or over the phone. To achieve this, we offer services in data qualification, digital creation and tailored customer processes. Olyn works with brands, retailers and call centers to deliver the best omnichannel customer experience.

Why is Gimv investing in Olyn?

Guillaume: Gimv enjoys working on ambitious projects with equally ambitious entrepreneurs. The project with Olyn is a perfect fit with Gimv’s expertise and our motto of ‘Building Leading Companies’. We are confident that we can build a leading group with Olyn in the Consumer space.

How does Gimv support Olyn as a partner?

Guillaume: Gimv’s main role today is to be Olyn’s guide in developing a strategic vision. As well as providing strategic advice, we are committed to value creation. This is where we at Gimv can bring our expertise and vision to bear in building a successful growth company, both financially and organisationally.

Guillaume Bardy

Partner

How has the partnership helped Olyn grow?

Christophe: With Gimv's help, we were able to create Olyn in April 2022 by merging four complementary companies. Gimv is undoubtedly the perfect partner to structure ambitious projects and help us on our way to European leadership in omnichannel customer engagement. Gimv is also an important partner because we can use their network to accelerate our growth. But Gimv's genuine willingness to listen and guide us in a future growth project is what has meant the most to me personally and encouraged us to work together. This is how we work side by side with Guillaume and his team every day.

Guillaume: Since we started working together, we have continued to structure the group and our teams have grown significantly in a year. We cannot say that they have doubled, but we are getting close. Using Olyn as a reference, we have jointly defined our target market and presented our strong position in customer engagement to the market. Since its inception, Olyn has continued to expand and welcomed Mozoo into the group. Other companies will follow soon.

What is the added value of the partnership?

Christophe: Gimv gives us perspective, resources and intelligence constructively. When it comes to building a consolidation platform, it is clear that we need collective intelligence to adapt the model. Gimv's real value proposition is that we can grow faster and further, with the benefit of their track record on a European scale for this type of platform.

What is the societal added value of the partnership?

Christophe: We do our part to have a positive impact on society in several ways. One of these is to maximise investment in developing young talent. Almost 60% of our workforce is under the age of 30. We are also committed to gender equality in the group. And we are a major donor to a number of non-profit organisations each year.

Guillaume: Given the importance we attach to our companies' human capital, promoting employee well-being is a key aspect for Olyn Group to which we will always remain committed.

Healthcare

Investment focus

HEALTHCARE

- Healthcare providers & patient services
- Medical products
- B2B services & software



“Keeping its finger on the pulse, the Healthcare team continues to respond to concrete opportunities across the Healthcare value chain to make a sustainable contribution to continuous healthcare improvement as a private investor.”

Bart Diels, Managing Partner – Head Healthcare

Gimv invests in quality healthcare providers and leading healthcare service providers through the Healthcare platform.

Encouraged by the lessons learnt from the COVID-19 pandemic and the current crisis, Gimv is convinced of the importance of a dynamic healthcare sector, fully focused on quality, accessible and affordable care. Moreover,

good patient care, whether preventative or curative, is impossible without also considering the people who provide it, by freeing them from non-care tasks as much as possible, and by continuing to embrace digitalisation and automation. As a socially responsible investor with decades of experience, Gimv firmly believes that private equity can help solve the many problems currently being faced in healthcare. Gimv has successfully applied

innovation, out-of-the-box thinking and constructive dialogue with all stakeholders in several Healthcare growth stories. The Gimv Healthcare team has the expertise, experience and network to help. In short, all the ingredients to build leading Healthcare companies, whether mature healthcare providers, product or service providers.



298

MILLION EUROS IN
PORTFOLIO

11

PORTFOLIO
COMPANIES

Overview at 31-03-2023

Portfolio activity 2022-2023

The Healthcare platform invested EUR 63.6 million during the 2022–23 financial year. Germany's Rehaneo and Belgium's Arseus Medical continued to grow strongly through targeted acquisitions. Healthcare also invested in BioConnection, a niche contract development and manufacturing organisation (CDMO) specialising in filling, finishing and freeze-drying of injectable pharmaceuticals and biopharmaceuticals. Gimv intends to invest in increasing production capacity and expanding customer services to continue to grow the business.

Healthcare achieved two successful exits in the 2022–23 financial year. After a successful journey that saw the company grow into a scalable business with the potential to continue growing and provide better quality, more affordable and more effective care to more patients, the stake in the Eurocept Group was transferred to its founder and CEO Mike van Woensel. And the stake in the French laboratory group Biolam was the subject of a management buy-out supported by private equity investors after a period of rapid and successful growth. In 2019, Healthcare joined forces with Daniel Attias to create a leading laboratory group in the Hauts-de-France region, both in terms of size and clinical performance and service levels. Since then, Biolam has completed seven add-on acquisitions and continued to build a leading, high-quality diagnostics organisation.




ARSEUS MEDICAL
Part of Arseus Medical Group

In 2017, Gimv invested in Arseus Medical, a distributor of medical equipment, implants and consumables to the medical sector and supplier of related services. The company continued to grow into a Benelux-region player, with revenue more than doubling to around EUR 70 million in 2022.

Arseus Medical plays a leading role in consolidating the fragmented Benelux medical distribution market. Six acquisitions since Gimv's entry have further strengthened its product portfolio, particularly in surgical solutions across various therapeutic areas, complemented by innovative distribution entrusted by OEMs such as CardiacSense, a wearable technology for continuous arrhythmia detection and vital signs monitoring. By doing so, Arseus Medical is actively contributing to continued innovation in the medical field.

In 2022, Arseus Medical acquired Pro-Motion, a Dutch distributor of solutions for patients with musculoskeletal disorders. Coupled with eXmedical's knowledge and experience, Arseus Medical can build a unique know-how and product platform in the Benelux region in orthopaedics and traumatology. Because of the complexity and importance of scale in the Benelux medical distribution market, there is growing interest from smaller niche distributors to join a strong independent distributor such as Arseus Medical. The company sees that targeted acquisitions in relevant therapeutic areas therefore continue to offer significant growth potential.

Pieter Alliet
Associate





Markus Reichel
CEO Medi-Markt

“We ensure people can continue to participate in everyday social life.”

Gimv Healthcare acquired a majority stake in Medi-Markt Homecare-Service and Medi-Markt Service Nord Ost in 2018, transforming them into a single entity under the name Medi-Markt, headquartered in Mannheim, Germany. Gimv spoke to Markus Reichel, CEO of Medi-Markt, and Philipp von Hammerstein, Partner at Gimv, about the road they have travelled together since then.

What is Medi-Markt and what do you do?

Markus: Medi-Markt specialises in home care. We provide people with a range of products they need to care for themselves at home, such as absorbent or padded incontinence products, ostomy supplies, care kits, emergency call systems, diabetes products and enteral nutrition. That is our core business.

Why is Gimv investing in Medi-Markt?

Philipp: As a healthcare-focused investment team, we got to know Medi-Markt about five years ago. The company specialises in incontinence products and focuses on home care. We were impressed by Medi-Markt's market presence and the number of people they reach. What makes Medi-Markt unique is its business model. Their mail order model, which allows customers to easily order the products they require for their home care needs rather than going to a physical store, sets them apart from the competition. Medi-Markt thus uniquely combines high-level efficiency, quality and patient satisfaction. We were convinced that this is the future direction of the market.



Philipp von Hammerstein

Partner

How does Gimv support Medi-Markt as a partner?

Markus: Gimv is a partner that knows and understands the market. As CEO, I don't have to first explain what's happening in the market when we talk about our vision and ideas for the company. For larger projects, I look for a good sparring partner to help me and I find that in Gimv. As the CEO of a medium-sized company, you need a certain amount of freedom. Gimv understands that, and the fact that I get to keep that freedom is something I really appreciate.

How has the partnership helped Medi-Markt grow?

Markus: We have made great progress in continuing to digitally transform the business. Besides investing heavily in this area, we have also completed the acquisition of a smaller competitor.

Philipp: Medi-Markt's broader growth story of recent years is certainly worth noticing. It is not only about revenue and financial KPIs, but also how the team has grown and developed in terms of digitalisation and other areas.

What is the added value of the partnership?

Philipp: It is the people in the company, the management and the team who do the hard work. But I believe the partnership with Gimv has allowed the management to realise opportunities that were not possible under the previous owner.

Markus: I have a lot more options now than I did before. Ensuring an annual dividend flow to the family was important for the former family shareholders. Gimv consciously chooses to keep the money in the company so that Medi-Markt can grow and develop.

What is the societal added value of the partnership?

Philipp: The societal added value of a healthcare company is, of course, providing the necessary care to patients. The average patient who uses Medi-Markt's services tends to be older and suffering from a chronic illness. We thus consider it an important social responsibility to provide this patient with reliable services and quality products.

Markus: We do much more than sell incontinence products. We ensure people can continue to participate in everyday social life. We see it as our mission to enable people to grow old in the familiar surroundings of their own homes. It would be hard to imagine a nicer and more meaningful contribution to society.

Life Sciences

Investment focus

- Companies involved in drug development, from early preclinical to late clinical stages
- Opportunities in other life science areas such as medtech, digital health, industrial and agrobiotech



“Gimv’s Life Sciences platform’s mission is to invest in companies developing products that significantly benefit society.”

Bram Vanparys,
Managing Partner –
Head Life Sciences

The venture capital oriented Gimv Life Sciences platform focuses on innovative, R&D-driven companies that aim to positively impact human health by developing new medicines or treatments.

Driven by the search for solutions to healthcare’s many unmet needs, Life Sciences focuses on companies developing first-in-class or best-in-class treatments

with potential for commercial differentiation. Gimv Life Sciences also operates in other life science areas such as medtech, digital health, industrial and agrobiotech. The team draws on Gimv’s 40-year track record as a pioneering life sciences investor with numerous success stories including Plant Genetic Systems, Ablynx, Breath Therapeutics, Covagen, Devgen, Prosensa and Prosonix. Several of these success stories gradually also

found their way to the stock exchange. With strong complementary scientific and business backgrounds, we actively support life science companies from early preclinical proof-of-concept to clinical success. Along with like-minded entrepreneurs and scientists, we are committed to addressing unmet clinical needs.



FIRE1



ONWARD



PRECIRIX

Topas  Therapeutics

123MILLION EUROS IN
PORTFOLIO**12**PORTFOLIO
COMPANIES[Overview at 31-03-2023](#)

Portfolio activity 2022-2023

Following solid growth within the existing Healthcare platform, Life Sciences was launched as a fully-fledged fifth Gimv investment platform in the 2022–23 financial year. Last year, EUR 34.1 million was invested in promising new biotech companies and existing portfolio companies, mostly after successfully reaching certain milestones. The Life Sciences portfolio was further strengthened with initial investments in Swiss Immunus Therapeutics (a promising immunotherapeutic approach to cancer), Belgian Paleo (a precision fermentation technology to improve meat and fish substitutes) and US-based Medial Therapeutics (best-in-class fibrosis treatments).

Other follow-on investments included Anjarium Biosciences, FIRE1, Imcheck Therapeutics, Kinaset Therapeutics and Topas Therapeutics. iSTAR Medical and AbbVie also announced a major strategic alliance to advance glaucoma treatments. During the 2022–23 financial year, Gimv sold its interest in Jenavalve and Synox Therapeutics. Shortly after the financial year end, Gimv Life Sciences announced that it had led a EUR 72 million Series A funding round in Complement Therapeutics to advance its innovative therapies for the treatment of complement-related diseases, with a particular focus on ophthalmology.




Kinaset Therapeutics was founded in 2020 through a Series A funding round by Gimv, 5 AM Ventures and Atlas Ventures. The company is developing a new, innovative and best-in-class treatment for respiratory patients, focusing on severe asthma. Asthma affects more than 300 million patients worldwide, with about 10% of cases being severe asthma. These patients face several problems, including frequent exacerbations, reduced lung function and a lower quality of life. At the time of the Series A round, Kinaset was in a pre-clinical stage and its team consisted of three employees. The company has since doubled in size and started clinical trials. The medication has been shown to be safe in a first-in-human study and provided initial proof-of-concept data in people with asthma.

Rishabh Chawla
Associate





Michel Vanbrabant
CEO iSTAR Medical

“The combination of investor and entrepreneur is essential to permanently improve social value-added products.”

In 2019, Gimv led a Series C funding round at Belgian company iSTAR Medical. Gimv visited the company and spoke to Michel Vanbrabant, CEO of iSTAR Medical, and Bram Vanparys, Managing Partner of Gimv, about how the iSTAR Medical–Gimv partnership has innovated the effective treatment of glaucoma.

What is iSTAR Medical and what do you do?

Michel: iSTAR Medical develops and markets innovative implants for the treatment of glaucoma. Glaucoma is an eye disease that damages the optic nerve and can cause progressive vision loss. Our product belongs to a segment we call MIGC: microinvasive glaucoma surgery. Glaucoma patients are being offered this new form of surgery. Placing a small implant in the eye restores fluid circulation and can effectively reduce the eye pressure characteristic of glaucoma.

Why is Gimv investing in iSTAR Medical?

Bram: Gimv has been investing in life science companies for almost 40 years. When evaluating investment opportunities, we always look at the urgency of the need, and in the case of the iSTAR product, this was abundantly clear. As the second leading cause of blindness worldwide, glaucoma is a very debilitating disease. When



Bram Vanparys

Managing Partner -
Head Life Sciences

we compared iSTAR's research data with competitors, the choice was obvious: not only because of the urgency of the treatment, but also because of the strong fit with the management team and excellent operational performance in recent years. For us, this was a logical investment.

How does Gimv support iSTAR Medical as a partner?

Michel: Gimv is a highly qualified and significant investor for us. At management board level, Gimv, represented by Bram, helps us solve challenging situations. Gimv also has an extensive network through which it can put us in touch with the right stakeholders to support our future growth.

How has the partnership helped iSTAR Medical grow?

Bram: Since we entered the company in 2019, iSTAR has made progress on several fronts. First, we obtained CE marking for the mixed-implant product in 2021, which was then brought into the market the following year. iSTAR is also conducting a large clinical trial in the United States, with the aim of launching the product in that market in a few years' time. The company has also made significant operational progress, as evidenced by the various awards it has received, including the BVA award in 2020 and the LSX award in 2022.

What is the added value of the partnership?

Michel: As a management team, we expect to be challenged on our proposed actions and strategies for developing the business. But we also value the support of directors who understand our business. And that is clearly the case with Bram. Having such 'smart money' at the table is priceless. As the CEO and management team, we wholeheartedly appreciate the support of investors like Gimv.

What is the societal added value of the partnership?

Michel: Glaucoma is a disease that is currently difficult to control. Within the wider healthcare system, people are constantly looking for innovative solutions that can improve the lives of these patients. To develop and constantly improve products with social added value, it is essential to combine an investor like Gimv with an organisation like iSTAR, made up of entrepreneurs and smart people with innovative ideas.

Smart Industries

Investment focus

DIGITAL/TECH

Companies developing software or offering value-added ICT services

DIGITAL INDUSTRIALS

Companies that combine hardware and software technologies to develop and market digitalisation and automation solutions

INDUSTRIALS

Companies that stand out for their remarkable process expertise, advanced manufacturing and market positioning



“As an active partner working with the dedicated management of our companies, we have been able to deliver excellent growth, strengthen market positions and enter new markets in what remain challenging times. Digital & Industrial are the keywords that will make the difference tomorrow and what we are doubling down on with Smart Industries.”

Tom Van de Voorde,
Managing Partner –
Head Smart Industries

The Smart Industries ecosystem includes companies whose business models are either digital/technological or industrial and often hybrid. The Smart Industries team believes in and invests in a winning formula based on entrepreneurs and management teams that combine deep technical and technological knowledge with sound business acumen.

The ICT landscape is only going to become increasingly complex and evolve at a rapid pace. Companies are increasingly looking for targeted solutions or expert partners to support them. Manual or analogue business processes are being fully automated or digitised. Companies are rethinking how they produce and where best to locate their operations at a time when the industrial and logistics supply chain is under pressure

from scarcity or rising energy and labour costs, and when companies are increasingly accountable for their emissions and carbon footprints. Those that can ensure efficient, secure and sustainable supply, or partners who can help, have an advantage. Smart Industries is fully committed to leading growth companies positioned at the intersection of digital and industrial, fusing both areas of expertise to offer total solutions.



403

MILLION EUROS IN
PORTFOLIO

13

PORTFOLIO
COMPANIES[Overzicht op 31-03-2022](#)

Portfolio activity 2022-2023

Smart Industries has invested EUR 95.6 million in the past year. Variass (NL), Variotech (DE) and Picot (FR) joined the Smart Industries portfolio. Other follow-on investments included ALT Technologies, Mega International and Smart Battery Solutions.

Variotech manufactures innovative, durable and customised workpiece carriers used in fully automated production processes to transport and handle mostly critical components of varying shapes and sizes, manufactured almost exclusively from recycled materials. The Picot Group, which emerged from the Dirickx company, designs, manufactures and installs fences, gates and enclosure solutions. Distribution is through various channels to both individuals and businesses. Picot aims to continue its international expansion to achieve market leadership in countries other than France. As a result, the group now has a presence in Sweden, Poland, the Netherlands and Italy.

Smart Industries completed the successful exit of Kind Technologies in early 2023. Since Gimv's entry in 2018, strategic decisions and targeted acquisitions have positioned the company exclusively as an automation expert in agriculture. Brainport and Greenport come together at Kind Technologies. The successful partnership with Gimv now allows the company to fulfil its ambition of automating the entire process from harvesting to packaged product.



In 2017, Gimv acquired a minority stake in the ICT service provider Cegeka. Together with the Knaepen family as majority shareholder and the management, Gimv's aimed to continue growing the company internationally and to focus even more on the latest IT trends and technologies. Growth has been mainly organic, but also through targeted buy-and-build activity. Since then, Cegeka has made several acquisitions in various European countries and its revenue has grown to more than EUR 850 million.

In 2020, Cegeka acquired a strategic interest in Citymesh, a wireless connectivity expert, in response to the market's need for more mobile connectivity solutions in industry and tailored to businesses. In 2022, Citymesh and Romanian-based DIGI Communications secured a license to operate a 5G network in Belgium. With this additional spectrum and the new national mobile network, Citymesh can offer a hybrid mobile strategy, moving from a private to public network and vice versa, maintaining the same security and quality across the board. After Telenet and Mobistar, Gimv is delighted to be co-founding another national Belgian telecoms player.

Nick Medaer
Partner





Henk Smid
CEO Variass Group

“The strength of Gimv, Variass and AME working together is that we’ve got everything we need to become best in class.”

Gimv invested in the Dutch Variass Group at the start of the 2022–2023 financial year. Boris Wirtz, Partner at Gimv, and Henk Smid, CEO of Variass, reflect on the first year of working together and the fruitful cross-fertilisation between AME and Variass. Their shared ambition is to become best in class.

What is Variass Group and what do you do?

Henk: Variass specialises in developing electronics and mechatronics. We are an EMS Systems Supplier, meaning that we manufacture semi-finished and finished electronic and mechatronic products. We do this for clients in the defense and security, medical and industrial sectors.

Why is Gimv investing in Variass Group?

Boris: Gimv invested in Variass for several reasons. First, the electronics market is a thriving industry because of the electrification of society as a whole. Second, Gimv already has an existing interest in Applied Microelectronics (AME), a similar company, but with a slightly different focus. At Smart Industries, we quickly realised that there was a close complementarity between the two companies’ histories. While AME started with technology, Variass’ starting point was in production and financial logistics.



Boris Wirtz

Partner

How does Gimv support Variass Group as a partner?

Henk: Gimv supports Variass with their knowledge of the global market and it holds an interest in AME. AME is a very valuable partner for Variass because of their complementary expertise. AME's strength lies in research and development, while Variass' strength lies in its production facilities.

What is the added value of the partnership?

Boris: The added value of Gimv and Variass lies in the cooperation with AME. By bringing the two companies together, we really want to get 'the best of both worlds'. In this way, they are able to continuously improve each other and increase the added value for their customers.

Henk: The strength of Gimv, Variass and AME working together is that we've got everything we need to become best in class.

What is the societal added value of the partnership?

Boris: The societal added value of cooperation is mainly that we contribute to the electrification of society. We also want to ease the burden on our customers by delivering tangible added value. Our aim is to offer customers a total package, including design, manufacture and assembly of complete semi-finished and finished products, rather than just a 'build to print' solution.

Sustainable Cities

Investment focus

CONSTRUCTION & INFRASTRUCTURE

Modernising infrastructure

ENERGY & ENVIRONMENT

Contributing to the energy transition and reducing the use of natural resources

NICHE CHEMICALS (SPECIALTY CHEMICALS) AND RECYCLING

Sustainable use of materials

LOGISTICS, TRANSPORT & MOBILITY

Decarbonising, multimodalising and making the logistics chain intelligent

PROFESSIONAL B2B SERVICES

Making business operations sustainable and professional



“Entrepreneurs seeking to respond to the challenges posed by sustainability can count on Sustainable Cities as a trusted partner to work together to make this happen.”

Erik Mampaey,
Managing Partner –
Head Sustainable Cities

Our broader core infrastructure, such as roads, utility networks or digital infrastructure, is severely outdated and ill-prepared for the energy transition. The need for rapid modernisation is pressing.

Meanwhile, the entire supply chain needs to fully commit to reducing its carbon emissions. The demand for innovative products, technologies and services that can help meet these challenges is therefore significant and ongoing. Entrepreneurs and ambitious management teams can rely on Sustainable Cities to work with them to build leading companies that provide solutions to a range

of sustainability issues. Through activities such as quality control and certification, network infrastructure upgrades, mobile cooling and heating systems, installation techniques, water waste reduction, or companies that can help with continued professionalisation and the changes this all entails, our companies are contributing significantly to social and economic sustainability.



373MILLION EUROS IN
PORTFOLIO**12**PORTFOLIO
COMPANIES[Overview at 31-03-2023](#)

Portfolio activity 2022-2023

The platform invested EUR 43 million during the 2022–23 financial year. Two new companies, driven by the theme of energy transition, joined the portfolio. Gimv created Fronnt, a group of B2B installation companies, in response to the increasing technological complexity brought about by the energy revolution. It also invested in Rohrleitungsbau Münster (RBM), a provider of engineering, construction, maintenance and services for pipeline and cable networks and already a reliable partner for utility companies, municipalities and industry. Together with the management team, Gimv intends to develop RBM into a full service provider, to focus on regional expansion and to continue investing in human resources and technology.

The acquisitions of Rohrreinigungs–Service RRS, THG Abwassertechnik and Kriotec have further strengthened the Köberl Group. Since starting to work with Gimv in 2021, ProjectiveGroup has made several acquisitions, aiming to become the one-stop shop of financial service providers in Europe. In 2002, the Group strengthened its position in the Dutch market by acquiring Charco & Dique, which specialises in financial law and regulation. Groupe Claire, a water networks specialist, acquired Equipement Industriel Européen from Sade, part of the Veolia Group. This enables the company to offer a complete range of intervention solutions without having to interrupt the network, while benefiting from strong technical, industrial and commercial synergies with the other group entities.




In 2021, Gimv and Klotter Elektrotechnik, a leading and fast-growing German electrical engineering company, entered into a partnership under the name E.GRUPPE to jointly pursue an ambitious growth path, including an active buy-and-build strategy. Driven by technological advances and increasing electrification and digitalisation, the highly fragmented electrical engineering sector and its adjacent segments is expected to grow strongly. E.GRUPPE acquired Control Mechatronics in the 2022–2023 financial year. This acquisition strengthens the group's position in industrial process automation solutions. This is a major milestone in the group's development as a leading full-service provider in all areas of electrical engineering, able to offer customers a comprehensive and forward-looking range of total solutions.

Maja Markovic
Partner





Geert Fostier
CEO Fronnt



Scan for
video

“In Gimv, we have found a partner able to combine the financial perspective with the human aspect.”

Gimv sat down with Geert Fostier and Ruben Monballieu, CEO of Fronnt and Partner at Gimv respectively, to talk about how the Fronnt-Gimv partnership has contributed to the rapid growth of Fronnt and how the partnership focuses on both financial and social added value.

What is Fronnt and what do you do?

Geert: Fronnt is a group of installation companies. Today, we mainly work in electrical engineering and everything related to ventilation, heating and air conditioning. We are currently merging several companies operating in one of these segments to help consolidate the market. The end goal is to make it easier for our customers, providing them with comprehensive technical solutions that will help them to switch to renewable energy.

Why did Gimv invest in Fronnt?

Ruben: We view climate transition as both a great opportunity and a huge challenge. Achieving this transition requires much installing and engineering. We believe there is room in the market for a company that combines the economies of scale of a large company with the personal touch of an SME close to customers and employees. For us, that is the DNA of Fronnt.

How has Fronnt evolved through the partnership?

Geert: Last July, the first two companies, Lenaerts from Houthalen-Helchteren and ABN Klimatisatie from Munsterbilzen, boarded the Fronnt train. Climawest from Zwevegem, a company with a strong



Ruben Monballieu

Partner

focus on air conditioning and HVAC, also joined in September last year. At the end of last year, Sanitel from Waasmunster came on board, joined very recently by Electro Verbeke from Deinze. In April we were also able to welcome Van Vooren and TAC!, having joined forces with investor Tillegem. So there is a great deal of momentum in the market place for our project. I think part of the success of this rapid growth is the DNA Fronnt exudes.

What is the added value of the partnership?

Ruben: One of the things Gimv brings to the table is the experience to enable our planned merger and acquisition strategy. This allows acquisitions at a pace and scale that would be much more difficult for individual group companies. The economies of scale also allow us to create certain structures at holding company level and to draw on expertise from our network or that of the holding company management to make the group more professional.

Geert: Gimv combines a financial perspective with the human aspect. After all, we are an installation company that revolves around people. As people are our most important asset, we and Gimv are committed to their well-being. I also find Gimv to be a solution-oriented party.

What is the societal added value of the partnership?

Geert: Tomorrow's world is becoming increasingly complex, and items like heat pumps, solar panels, charging stations and batteries are no exception. As these elements need to interact with each other, we want to offer our customers this option. Because of the fragmented nature of the market, too much of this interaction is presently left to the customer. We want to remove this complexity and offer our customers a single package.

Ruben: Another social added value I see is the human aspect. Our ambition is not only to facilitate the climate transition, but also to grow as a business. As we continue to grow, we are also creating new opportunities for people to work for our group and contributing to employment. This is an important aspect for us as we are committed to producing quality work and to training and developing our employees.

5.



Annual results
2022-2023

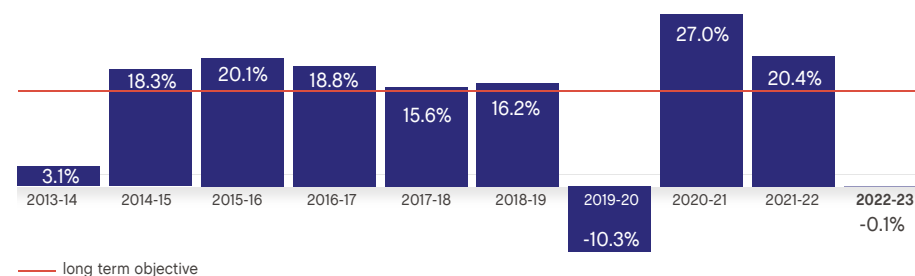
Our companies are coping well in challenging conditions

As announced at the start of the past financial year, 2022 featured a highly inflationary environment, with rising energy prices, high commodity costs, increasing pressure on salaries and a faltering international logistics chain. In this context, our businesses held up well. They managed to stay on their strong growth path, as evidenced by a 24% increase in total sales figures (equal to the previous year's growth and again significantly above average economic growth). Double-digit revenue growth was achieved across all platforms, with more than 10% of this growth being organic. Despite rising costs putting pressure on margins, our companies could maintain their profitability (with Ebitda at -1.7% over the past year). Margins were most affected in the Consumer portfolio, while companies in the other platforms were still able to increase their profitability on average.

After a difficult first half of 2022, in which both pressure on margins and an increasing operating capital requirement depressed the portfolio's valuation, effective cost management and pricing delivered the first hopeful signs of recovery in the second half of the year. During this period, the good performance of our businesses supported a positive portfolio result of EUR 50 million.

The stronger performance of our companies in the second half of the year and capital gains made on several exits resulted in a modestly positive return on the platform portfolio for the full year of EUR 4.7 million (+0.4%). For the total portfolio, the full-year return was EUR -1.2 million after two years of exceptionally strong portfolio returns of over 20%. Over the past decade, marked by several global crises, Gimv has averaged a 13% return on its portfolio.

Portfolio return



Over the past year, the average Ebitda multiple used to measure the fair value of our businesses under IFRS moved from 8.1x to 8.8x as at the end of March 2023 (after a calibration impact of -21%). This development compares with the positive development of the Eurostoxx50 (+10.6%) over the same period and is also attributable to a change in portfolio composition.

Aside from the robustness of our portfolio, capital gains made on several exits also contributed to portfolio returns. The total result (net capital gains on divestments, interests and dividends) earned for the 2022–23 financial year is EUR 68.4 million. Net capital gains made on exits amounted to EUR 31.7 million. A further EUR 36.7 million of dividends and interests were received on the portfolio (EUR 35.7 million in the 2021–2022 financial year). Because of the challenging inflationary environment and the increase in operating capital at several companies, the unrealised valuation result for the 2022–23 financial year is EUR -69.6 million.

Gimv's net result for the 2022-23 financial year is EUR -59.5 million or EUR -2.20 per share. The impact on the evolution of equity compared with the end of March 2022 was thus limited to -4.4%.

First signs of a return to normality fuel hopes for the start of a positive recovery

While economic conditions remain volatile and the possibility of a recession in the European economy cannot be ruled out, we see that some parameters are beginning to rebound. Energy prices, for instance, have decreased dramatically since peaking in the late summer of 2022, also driving down inflation rates (although rising food prices are keeping core inflation high). We also note that the international logistics chain is beginning to function more smoothly, the availability of technological components has improved, and the cost of most commodities is trending downward.

Yet, the knock-on effects of inflation (such as rising salary costs) have not yet been fully factored in, and it remains uncertain how well consumer confidence and the associated spending will recover. Meanwhile, we also live in a world where interest rates are substantially higher than they have been for years. Not only could this potentially impact our companies' cash flows, but higher financing costs could also mean that overall private equity activity levels remain lower compared to recent years.

As we aim for a strong sustainable growth strategy in our businesses, while seeking to keep financing power for growth intact, Gimv's portfolio is relatively less dependent on debt leverage. At the end of March 2023, our portfolio companies' average net debt was 1.8 times Ebitda. As a result, the direct impact of interest-rate hikes on our businesses is, on average, fairly limited.

To conclude, while there are some macroeconomic elements that are beginning to support our companies' performance and results, this recovery remains fragile and there are still many challenges and uncertainties that are destabilising and could impact their growth and results.

Our confidence in the vitality and flexibility with which our companies, their management and their employees will continue to meet these challenges, both in terms of continued growth and maintaining their margins, is unwavering.

A record investment amount of EUR 261 million

Gimv achieved a record amount of investments over the past financial year. A total of EUR 260.6 million¹ was invested in the portfolio (compared to EUR 193.8 million in the previous financial year), confirming Gimv's growth ambitions.

First, Gimv invested EUR 168.5 million in nine new portfolio companies: Picot (SI; FR), BioConnection (HC; NL), Variass (SI; NL), Rohrleitungsbau Münster (SC; DE), Variotech (SI; DE), Fronnt (SC; BE), ImmunOs Therapeutics (LS; CH), Mediar (LS; US) and Paleo (LS; BE).

Gimv also invested around EUR 70 million in the existing portfolio to finance strategic add-on investments. With no fewer than 36 investments in the portfolio (never before have our companies made so many acquisitions), this once again demonstrates that growth and strategic value creation through buy-and-build has become a core part of Gimv's investment strategy. For instance, Cegeka, Televic, Picot, Olyn, rehaneo, Acceo, Fronnt, Groupe Claire, E.GRUPPE and Köberl made additional acquisitions. Other follow-on investments (EUR 22.7 million) consisted mainly of capital rounds at the Life Sciences portfolio companies iStar, Anjarium, Kinaset Therapeutics, Imcheck Therapeutics, Jenavalve and Synox Therapeutics.

Against the new investments, there have also been several exits (including distributions from third party funds). Total proceeds amounted to EUR 175 million. In the 2022–23 financial year, Gimv sold its stakes in Eurocept (HC, NL; investment year 2014), Biolam (HC, FR 2019), Kind Technologies (SI, NL, 2018) and Jenavalve (LS; CH, 2010). As at 31 March 2022, the exited participations had a total carrying amount of EUR 119.4 million. Over the full term, the proceeds on these exited participations almost doubled the original investment amount (actual money multiple of 1.8x).

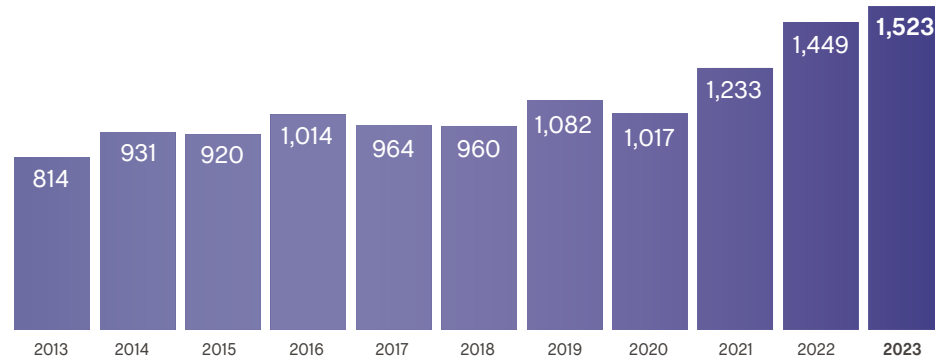
Besides these exits, Gimv transferred its stake in the company Ellis to its strategic joint venture partner, Top Brands, to help maximise commercial management and optimise operational synergies. Lastly, our stakes in Synox Therapeutics and Jeeng were sold with a negligible impact on earnings and equity.

¹ The amounts of investments and exit proceeds differ from the reported figures by EUR 7.6 million because a bridge financing to Variotech, which was repaid within a very short term, is not included in these amounts.

Sustained growth of the portfolio to a new record level of EUR 1.52 billion

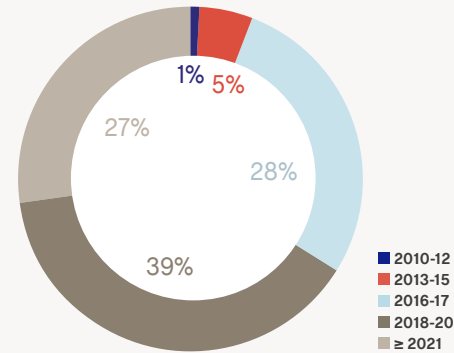
Driven by continued high levels of investment activity and value creation through ongoing accelerated buy-and-build activity in our portfolio companies, Gimv's total investment portfolio grew further by 5.1% to a new record level of EUR 1,522.9 million (compared to EUR 1,448.5 million at the end of the 2021–22 financial year). Gimv has almost doubled its portfolio over a decade.

Portfolio evolution (in EUR millions)

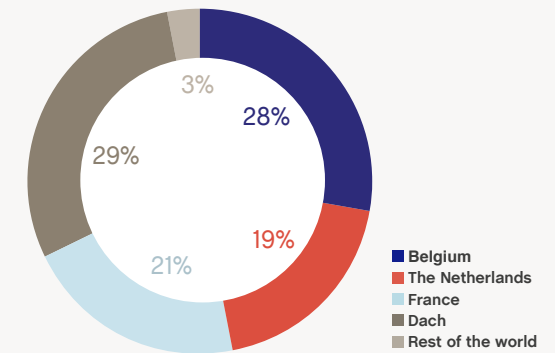


As at the end of March 2023, the investment portfolio consists of 59 companies (the same as last year), spread evenly across five platforms and four countries. Roughly half of the platform portfolio was invested in the last four years, representing promising growth potential.

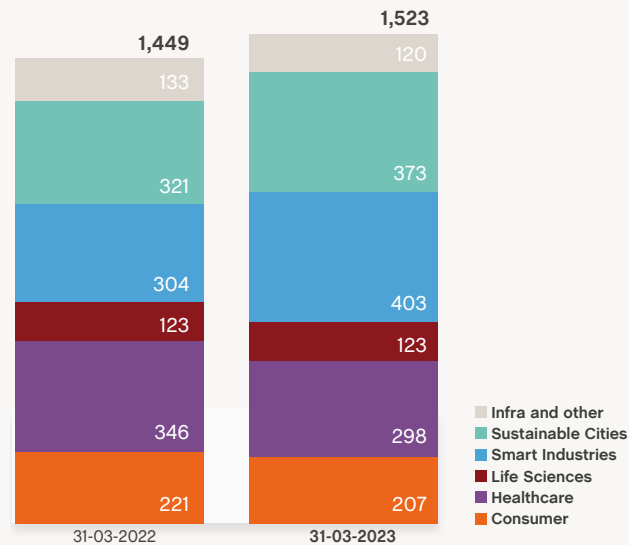
Portfolio by vintage



Portfolio by region



Portfolio composition (in EUR millions)



Focused forward on sustainability

Gimv received important recognitions for its ongoing sustainability efforts in the 2022–23 financial year. It again achieved a ‘low risk’ rating from the ESG rating agency Sustainalytics, meriting both a sector and region ‘top rated’ label for the second consecutive year. And in March 2023, Gimv was included in Euronext’s BEL ESG index, which groups the 20 Belgian companies with the best environmental, social and governance (ESG) practices.

Gimv affirms its ambition to guide its portfolio companies to continue improving their ESG maturity. In the 2021–22 financial year, Gimv launched an annual ESG reporting cycle that surveys all portfolio companies on their level of ESG maturity. Over the past year, Gimv has made a conscious decision to focus on continuing to improve the quality and consistency of relevant ESG data in our companies. We are also proud to report that the number of companies calculating their carbon footprint – an essential starting point for a sound decarbonisation strategy – more than doubled from 20% to 48% of our portfolio companies in the 2022–23 financial year.

Looking to the near future, our companies, focused on achieving sustainable growth, will continue to face complex challenges, such as a turbulent energy landscape and finding the skilled talent needed to achieve their growth ambitions. At the same time, we are seeing increased regulation around transparency and due diligence. The organisational impact of this on all companies (from small to large) cannot be underestimated. These diverse evolutions require finding the right balance between what is required and what is desired. Our companies can continue to count on Gimv to guide them in this.

Available cash of nearly EUR 200 million on the balance sheet

Due to the record level of investments (both in new companies and through an intensive buy-and-build strategy) and the resultant continued growth of the portfolio,

Gimv’s total available cash position decreased during the past financial year from EUR 377.8 million to EUR 194.4 million at the end of the 2022–23 financial year (an increase compared to EUR 160.3 million as at the end of September 2022). The available liquidity is partly financed by long-term bonds (EUR 350 million). Gimv also has EUR 200 million of undrawn credit lines at banks. Gimv will use the available funds to continue investing in its position as a sector-oriented builder of leading mid-market growth companies and in realising its companies’ growth strategy.

Equity amounts to EUR 48.20 per share

After paying the dividend (EUR 2.60 per share) for the previous 2021–22 financial year and after the result for the past 2022–23 financial year (EUR -2.20 per share), the net asset value is EUR 48.20 per share as at the end of March 2023. Gimv’s total net equity value amounts to EUR 1,312 million as at the end of March 2023.

Confirmation of dividend of EUR 2.60 per share

On 16 May 2023, the board of directors decided to propose paying a gross dividend of EUR 2.60 per share (unchanged compared to the previous year) at the ordinary general meeting on 28 June 2023. This dividend is consistent with Gimv’s dividend policy of not reducing the dividend – other than in exceptional circumstances – and increasing it sustainably, whenever possible.

The board of directors has also decided to offer the company’s shareholders again in principle a choice this year between receiving the dividend in the form of new ordinary shares, cash or a combination of both. This allows us to secure additional funding for investment opportunities that arise and our existing portfolio. After the general meeting of 28 June 2023, the board of directors will adopt the final resolution on the option to also pay the dividend in the form of new ordinary shares, the timing of payment of the dividend and, if applicable, the terms and conditions of the optional dividend.

Other significant events during the 2022–23 financial year

- Gimv's board of directors has been informed of the intention of the reference shareholder (Vlaamse Participatiemaatschappij NV, wholly owned by the Flemish Region) to explore possible strategic options for its holding in Gimv, including the possibility of a full or partial sale. Rothschild & Co have been instructed by the Flemish Government to identify these strategic options. The course and timing of any further procedure are currently unknown.

Main events after 31 March 2023

- The valuation of our portfolio is based on market multiples as at the end of March 2023. Since then, we have closely followed the evolutions of the stock markets. To date, we have not noticed any evolution in market multiples that suggests to us that our valuation should be adjusted.
- In mid-April 2023, Complement Therapeutics announced the closing of a Series A financing round of EUR 72 million, led by Gimv, alongside several other renowned investors in the life sciences sector. Complement Therapeutics will use the proceeds of this round to continue developing its innovative therapies to treat complement-related diseases, focusing on ophthalmology.
- On 25 April 2023, Gimv announced its investment in Dutch company Witec, a fast-growing developer and manufacturer of high-quality precision and high-tech components and systems for mechatronic, inductive and hydraulic applications, among others.
- Fronnt announced at the end of April the welcoming of another three leading installation companies. Besides the acquisition of Electro Verbeke from Deinze, Van Vooren/Setec from Bruges and TAC! (The Airconditioning Company) from Wilrijk joined the group thanks to a joining of forces with investment company Tillegghem. Together, they want to accelerate the energy transition in Flanders.
- Following Karel Plasman's voluntary resignation on 21 March 2023, the board of directors resolved to co-opt Jan Desmeth as a director on 18 April 2023. It will be proposed to the general meeting on 28 June 2023 to ratify Jan Desmeth's co-option and appoint him as VPM's nominated director for a four-year term.

Statement regarding risk

- The future performance of our companies and the value development of our portfolio depend on several external factors, such as: (i) the impact of the current inflationary environment on the growth and margins of our companies and how they are able to cope with its impact, (ii) further developments in the war in Ukraine and its impact on the stability of the international economic fabric, (iii) the way in which current inflation may weigh on economic growth prospects and potentially lead to a recession or stagflation, (iv) the extent to which consumer confidence is affected by rising prices, (v) the evolution in the labour market and mainly the availability of sufficiently qualified personnel for our companies, (vi) the liquidity in the banking system to support the companies, including in case of possible further financing needs, (vii) the geopolitical climate in various regions of the world, (viii) the stability of the regulatory and fiscal environment in the markets in which both Gimv and our companies operate, (ix) the extent to which the market for investments and acquisitions remains active, accompanied by a sufficient level of liquidity and feasible financing conditions, and (x) the extent to which the financial markets can maintain their stability. Estimating the impact of all these factors for the coming period is extremely difficult.
- You can find more information on the risks that Gimv faces and on our risk management, in Chapter 8 of this annual report (8.2. note 26).

Research and development

Gimv and its consolidated subsidiaries did not undertake any research and development activities during the past year.

Gimv's 20 largest investments

Based on NAV at 31-03-2023

5 largest investments

Cegeka	European ICT service provider	B	Smart Industries
Groupe Claire	Equipment and solutions for drinking water networks	FR	Sustainable Cities
Coolworld Rentals	Full-service rental of cooling and heating equipment	NL	Sustainable Cities
Medi-Markt	Home delivery of incontinence products	D	Healthcare
Spineart	Medtech company, develops implants for spine surgery	CH	Healthcare
Subtotal			EUR 396 million

15 largest investments

Baas-Verkley	Cable and pipeline networks for energy and water	NL	Sustainable Cities
Köberl	Facility management and technical installation services	D	Sustainable Cities
Acceo	Inspection and certification services for building owners	FR	Sustainable Cities
Rehaneo	Ambulatory rehabilitation provider	D	Healthcare
Alro Group	Industrial coating of car and truck parts	B	Smart Industries
Subtotal			EUR 790 million

10 largest investments

Picot	Production of gates & fencing and provider of fencing solutions	FR	Smart Industries
Sofatutor	Online learning platform	D	Consumer
Televic	High-tech and high-quality communication systems	B	Smart Industries
United Dutch Breweries	Beer group	NL	Consumer
Bio-Connection	A CDMO for injectable (bio) pharmaceutical products	NL	Healthcare
Subtotal			EUR 616 million

20 largest investments

Olyn	Digital marketing solutions	FR	Consumer
E.GRUPPE	end-to-end electrical engineering solutions	D	Sustainable Cities
Joolz	Premium baby strollers	NL	Consumer
La Comtoise	Develops and supplies cheese specialties for the food industry	FR	Consumer
Wemas	Road safety equipment	D	Sustainable Cities
Total			EUR 921 million

6.



Sustainability

Sustainability means meeting our needs today without compromising the ability of future generations to meet their own needs. As a responsible company and investor, Gimv's contribution is to integrate the future into what we do today.

Focused forward on sustainability

Gimv received important recognition for its ongoing sustainability efforts in the 2022–23 financial year. Gimv received a ‘low risk’ rating from ESG rating agency Sustainalytics, earning both a Sustainalytics Industry and Region top-rated badge for the second year running. In March 2023, Gimv was also included in Euronext’s BEL ESG index, which includes the 20 Belgian companies with the best environmental, social and governance (ESG) practices.

Gimv reaffirms its ambition to support the portfolio companies in continuing to improve their ESG maturity. In the 2021–22 financial year, Gimv launched an annual ESG reporting exercise that surveys all portfolio companies on their ESG maturity level. Last year, Gimv consciously chose to focus on continuing to improve the quality and consistency of the relevant ESG data. For those companies that will have to report under the new European regulations (in particular the Corporate Sustainability Reporting Directive) in the future, the starting point of the preparations has been to perform an initial calculation of their carbon footprint – not only an essential basis for a sound decarbonisation strategy, but also a suitable learning opportunity in terms of non-financial processes. As a result, by the end of the 2022–23 financial year, the number of companies calculating or starting to calculate their carbon footprint more than doubled from 20% to 48% of the portfolio companies.

As a responsible employer, Gimv built on the groundwork laid in previous years by conducting both a general and a DEI-specific employee engagement survey. During the 2022–2023 financial year, Gimv turned the main findings of both surveys into a medium-term HR strategy. This strategy provides the framework for several further concrete actions relating to forward-thinking human capital management at Gimv.

“Gimv’s role is to help our companies improve their ESG maturity as an essential part of their futureproofness.”

**Vincent Van Bueren,
Corporate Communications & Sustainability Manager**

Looking ahead, our sustainable growth companies will continue to face complex challenges, from a turbulent energy landscape to finding the skilled people they need to achieve their growth ambitions. Meanwhile, we are seeing increased regulation around transparency and due diligence. The organisational implications for all companies (small and large) cannot be underestimated. Finding the right balance between what is required and what is desired is key for these different developments. Our companies can continue to count on Gimv to guide them in this.

Sustainability, a process of change for people, by people

The teams in our companies are the day-to-day contributors to a more sustainable economy and society. Gimv asked the sustainability managers of Biotalys, Projective, SGH Medical Pharma, Smart Battery Solutions and UDB how sustainability is a part of their day-to-day professional life and to what extent they can also count on Gimv’s support in this respect. Their testimonies are included throughout this chapter.

1. Gimv's stakeholder perspective

Nature of the relationship with stakeholders	Stakeholder	Description of the relationship with stakeholders	Interaction during the 2022-23 financial year
Financing of Gimv	Shareholders	Gimv maintains an ongoing dialogue with institutional and private shareholders and bondholders. It is their trust and funding that ensures Gimv's continued ability to make investments aimed at creating sustainable, long-term value.	Gimv is an active participant in various platforms that bring together investors (both institutional and retail) and listed companies, such as road shows and investor conferences. Gimv also received another ESG rating from Sustainalytics representing low ESG risk. Its ESG efforts also earned it a place in the Euronext BEL ESG index in March 2023.
	Bondholders		
	Sustainability rating agencies		
Gimv's investment activity	Portfolio companies	Gimv's investment teams are in daily contact with portfolio company management and their networks of co-investors and banks that finance the portfolio companies. As an active investor, Gimv also has a hand in all decisions about the growth and strategy of its portfolio companies. An extensive network of entrepreneurs, consultants and experts ensures that Gimv has access to suitable investment and exit opportunities, both for itself and for portfolio companies seeking acquisitions.	Gimv's regular ESG survey, conducted for the second year running in the 2022-2023 financial year, was again refined with a view to improving data consistency and quality. Based on the applicability criteria of the forthcoming sustainability reporting regulations, Gimv has also started working with several companies to start preparing them for that.
	Entrepreneurs		
	Consultants and Gimv network		
	Financial institutions		
Gimv's organisation	Management board	Logically, there is constant interaction between these internal Gimv stakeholders. As both the management board and executive committee members are actively involved in investment and exit decisions, the dialogue about Gimv's investment activities is ongoing at all levels of the organisation.	In recent years, Gimv has conducted employee engagement surveys, both generally and with a focus on DEI. During the past financial year, Gimv developed a medium-term HR plan based on the results of these surveys. Various initiatives have been developed or launched as part of this plan to help Gimv remain a forward-looking employer.
	Executive Committee		
	Gimv employees		
Gimv and society & the planet	Government & regulators	Gimv is committed to maintaining a good working relationship with the FSMA as a regulator. Gimv is also actively involved in national and European initiatives that bring together the private equity sector (BVA in Belgium, BVK in Germany, France Invest in France, NVP in the Netherlands, as well as multinational initiatives such as Invest Europe). Lastly, Gimv has a positive historical relationship with various knowledge institutions closely linked to its investment focus, such as the Flemish Institute for Biotechnology (VIB) or Imec. Gimv employees also share their knowledge and experience with young, up-and-coming talent through guest lectures and participating on expert panels and juries.	Last year, Gimv played an active role in various industry-level initiatives. For example, a Belgian chapter of Level20 has been set up and is chaired by Charlotte Vanden Daele, Legal Counsel at Gimv and a DEI advocate. An ESG committee has also been established in the Belgian private equity and venture capital sector association BVA, with Vincent Van Bueren, Gimv's Corporate Communications & Sustainability Manager, as deputy chair. Representatives of the Gimv Healthcare team actively contribute to sector and media initiatives demonstrating the positive added value of private equity in making healthcare future-proof. Lastly, partly spurred by Gimv, the association of listed private capital investors (LPeC) was integrated into Invest Europe in the form of a Listed Private Capital round table.
	Knowledge institutions		
	Sector and targeted associations		

2. Gimv's climate journey

In the 2021–22 financial year, Gimv created a climate plan to serve as a framework for continued decarbonisation initiatives at Gimv. The plan focuses on three pillars: sustainable mobility, sustainable infrastructure and sustainable daily operations. For example, as early as the 2021–22 financial year, Gimv reoriented its car policy for Belgian employees towards a more sustainable and forward-looking broad mobility approach with a range of flexible mobility solutions. When it comes to choosing a company car, the 'electric first' principle applies. This ensures the accelerated electrification of Gimv's Belgian fleet, which is already 35% electric and 24% plug-in hybrid vehicles. Gimv is developing a similar approach in other countries, depending on the relevant legislative frameworks and the availability of all practical facilities needed for electric driving, including an adequate network of charging stations. As part of increasing energy awareness, Gimv has also implemented measures in all offices to improve their energy efficiency.

Over the past year, Gimv has continued to refine its processes and methods for calculating its carbon footprint. Scope 3 emissions are still being calculated. This has resulted in a recalculation of figures for the 2021–22 financial year as included in the previous annual report. Both the restated figures for the 2021–22 financial year and the 2022–23 financial year are explained in more detail on the next page.

Excluding the figures for 2020–21 because of the impact of COVID-19, there is a sustained decrease in Gimv's combined Scope 1 and Scope 2 emissions of 22% compared to the previous financial year and just under 40% compared to the first measurement in 2020. As far as business travel is concerned, the COVID-19 pandemic is a thing of the past, translating into a significant increase in the Scope 3 emissions associated with business travel. Besides making the most use out of meeting alternatives to business travel, Gimv is also looking at all options in the context of the climate plan to offset the emissions caused by business travel as part of its vital commercial interests in a responsible and relevant way.

Carbon footprint

in tons CO ₂	2022-2023	2021-2022	2020-2021	2019-2020
Scope 1 emissions	261.1	346.3	238.0	397.6
Scope 2 emissions	8.6	0.9	87.0	41.7
Scope 3 emissions	241.2	131.8	N/A	N/A
Total emissions (scope 1, 2 & 3)	510.9	479.1	325.0	439.3
<i>Total scope 1 & 2</i>	269.6	347.2	325.0	439.3
Number of employees	93	90	89	91
<i>Scope 1 & 2 per employee</i>	2.9	3.9		
Total emissions per employee	5.5	5.3	3.7	4.8

Explanation of Gimv's carbon footprint

Regarding the figures of the 2022–23 financial year:

Scope 1

- Natural gas consumption fell by 41%, leading to a reduction in Scope 1 emissions of 68 tonnes CO₂eq.
- Fuel consumption of cars (diesel and petrol) fell by 6%, leading to a decrease in Scope 1 emissions by 17 tonnes CO₂eq.

Scope 2

- The increase in Scope 2 emissions is mainly due to electricity consumption for cars outside the offices in Belgium and the Netherlands. This accounts for a rounded increase of 5 tonnes CO₂eq and 4 tonnes CO₂eq respectively in Scope 2 emissions (market-based).

Scope 3

- The increase in Scope 3 emissions is mainly due to an increase in business travel, as the number of flights and train journeys rose, leading to an additional 125 tonnes of CO₂eq.
- Upstream Scope 3 emissions were also reduced by 10 tonnes CO₂eq due to a 41% reduction in natural gas consumption.
- Fuel consumption of cars (diesel and petrol) fell by 6%, also leading to a decrease in upstream Scope 3 emissions by 5 tonnes CO₂eq.

As for the restated figures of the 2021–22 financial year:

Scope 1

(decrease of 37.8 tonnes CO₂eq versus the figures reported in the previous annual report)

- The natural gas emission factor for Scope 1 has been changed for the 2021–22 financial year. The upstream part (i.e. the part related to mining) was reallocated to Scope 3 for about 30 tonnes CO₂eq.
- The emission factors for car fuel consumed (diesel and petrol) have been adjusted for the 2021–22 financial year to the emission factors for the 2022–23 financial year for consistency, resulting in a decrease of about 5 tonnes CO₂eq.

Scope 2

(decrease of 8.6 tonnes CO₂eq versus the figures reported in the previous annual report)

- The electricity purchased for The Hague office was renewable but included as non-renewable in the published data. This leads to a decrease of 9.4 tonnes CO₂eq (market-based).

Scope 3

(increase of 70.5 tonnes CO₂eq versus the figures reported in the previous annual report)

- Upstream greenhouse gas emissions from consumed energy for the 2021–22 financial year have been calculated and/or reallocated to Scope 3, resulting in an increase in Scope 3 (market-based) of 76 tonnes CO₂eq.
- The methodology for greenhouse gas emissions related to business travel for the 2021–22 financial year has been changed to align with the calculation for the 2022–23 financial year and is now based solely on greenhouse gas emissions calculated by the suppliers. This led to a decrease of about 5 tonnes of CO₂eq.



Friederike Renz,
HR Business Partner
 Smart Battery Solutions

As part of the management team, I am responsible, together with our Head of Quality, for driving forward our wider sustainability activities. I'm also a mother of two daughters, wanting to give my children more confidence in a world of unpredictable change.

We are aligning our sustainability strategy with our technology and innovation roadmap. With Smart Battery Solutions, we are actively contributing to the United Nations Sustainable Development Goals with our sustainable products, in particular SDG 7 ('affordable and clean energy') and SDG 13 ('climate action').

"I'm also a mother of two daughters, wanting to give my children more confidence in a world of unpredictable change."

Gimv is a very valuable partner in this regard and supports us with their expertise. The network in the Smart Industries platform also provides an internal benchmark for our activities. Working together is extremely rewarding and inspiring.

3. Gimv's smart capital

In the 2020–2021 financial year, Gimv continued to invest in dialogue with employees through an employee engagement survey. The 93% participation rate provided an appropriate starting point for further reflection and action, maximising the involvement of the whole Gimv organisation. A similar approach was taken with a Diversity, Equity & Inclusion (DEI) survey conducted in the 2021–2022 financial year. This all led to a detailed medium-term HR plan being developed during the past financial year. It interprets Gimv's ambition as a progressive employer to maximise trust, fairness and pride in working for Gimv. Gimv believes that this will help attract and retain the best talent and create a professional environment in which everyone can grow and become the best version of themselves. Based on the above plan, several concrete actions have been proposed, which management is working on in cooperation with the entire organisation to maximise support. Gimv also explicitly intends to integrate as much attention to DEI as possible into these actions. Its short-term incentive targets also include developing this plan and the actions resulting from it.

A key action involves mapping Gimv's identity. This should act as a compass, demonstrating what Gimv stands for as an employer and a group of talented professionals. Several workshops were organised in the past financial year, based on an inclusive approach, which invited teams to reflect on Gimv's identity. The workshops took place in several iterations, both by country and across countries. The outcome of this exercise was still being finalised at the end of the 2022–2023 financial year. This will be appropriately communicated to all employees during the 2023–2024 financial year.

Gimv also developed a Flex Leave Policy under the slogan 'Because we care' during the past financial year. With this policy, Gimv wishes to create a flexible working environment for all employees, focusing on a good work-life balance. Regarding parental leave, employees who are the primary carer of a child (both in cases of birth and adoption) are entitled to 21 weeks of parental leave (including statutory leave). The secondary carer is entitled to six weeks.

A framework has also been put in place to provide the necessary space if a need for care arises in an employee's immediate environment. Lastly, employees with more than ten years of service are also offered long-term leave of up to six weeks, giving them space to recharge their batteries and return with renewed energy. Gimv offers each of these systems with no loss of pay.

During the past financial year, Gimv also reviewed its wider job classification, focusing initially on investment process roles and then on business services and support roles. The graphs on the next page of the organisation's distribution by activity and the gender distribution in the teams involved in the investment process (including historical data) reflect this new classification.

“Gimv has taken important steps over the past year to ensure that we remain a forward-looking employer with growth opportunities for all.”

Edmond Bastijns
CLO – Secretary General

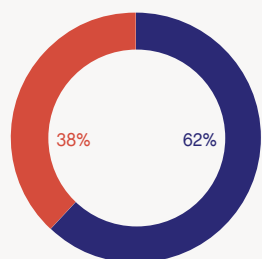
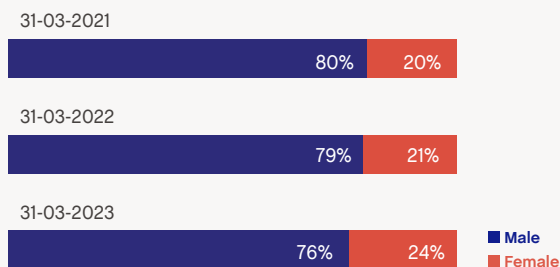


Gimv is also actively working to raise DEI awareness at sector level. In the 2021–2022 financial year, Gimv became a sponsor of Level20, an organisation that undertakes various DEI initiatives such as mentoring and development, networking and events, outreach, advocacy and research. During the past financial year, the Belgian chapter of Level20 has been set up and is chaired by Charlotte Vanden Daele, legal counsel at Gimv.

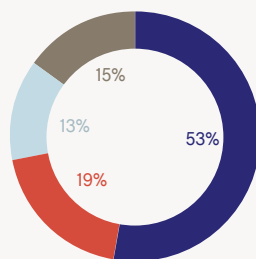


Gimv human capital indicators	31-03-2023	31-03-2022	31-03-2021
Number of employees (headcount)	93	90	89
Hires	13	13	8
Departures	10	12	10
Average age (years)	40.3	42.0	42.0
Average seniority (years)	8.6	9.0	8.8
Average training spent per employee (in EUR)	1,438	1,354	222

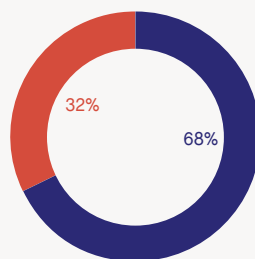
Distribution by gender in teams involved in the investment proces



Distribution by gender
 ■ Male
 ■ Female



Distribution by country
 ■ Belgium ■ France
 ■ Germany ■ the Netherlands



Distribution by activity
 ■ Investment & process teams
 ■ Business service & support



**Catharina Soenen,
Principal**

As part of Gimv’s sponsorship of Level20, female Gimv employees can apply for a Level20 mentoring programme to increase their chances of growth and success in private equity. Catharina Soenen, Principal Sustainable Cities, started such a mentoring programme during the past financial year and describes her experience:

“It is interesting that Level20 is creating a programme that combines one-on-one coaching and broader coaching sessions with other female private equity professionals. Last year, for example, I benefited greatly from the ‘Work on your terms’ workshop, which teaches you how to clearly articulate your ambitions and then work towards them in a consistent way to improve your chances in private equity. It was one of the most meaningful coaching sessions I’ve ever attended.”



Joyce Hoogers
HR & QESH Manager
United Dutch Breweries

From my existing involvement in the people pillar, my responsibilities have expanded to include the whole area of sustainability. Since last year, I have been responsible for QESH (quality, environment, safety & health), a key part of our sustainability focus.

As ESG lead, I try to actively involve the whole team in our ESG policy. We have workshops, regular presentations and have appointed several colleagues as sustainability ambassadors. Together with the team, we turn this into a brochure that shares our achievements and ambitions with everyone.

“The annual survey is an example of the practical support. It helps us to gain a good understanding of our performance and the areas in which we can improve.”

I experience increasing cooperation with Gimv, which helps us maintain focus. The annual survey is an example of the practical support we provide. It helps us to gain a good understanding of our performance and the areas in which we can improve. This is an inspiring collaboration that extends beyond the boardroom.

4. Gimv’s focus on sustainability at portfolio level

In the 2021–2022 financial year, Gimv conducted a portfolio-wide survey for the first time to gauge the ESG maturity of the companies. This integrates sustainability into the dialogue with portfolio companies and substantiates it with relevant data. The results of this survey were also included in the previous annual report. In the past financial year, Gimv expanded the topics of this annual ESG survey to include cybersecurity, compliance and energy consumption. A total of 54 companies, accounting for 97% of the total portfolio value as at 31 March 2023, received the survey during the 2022–2023 financial year. All companies responded to Gimv’s invitation to complete the survey again this year.

“Sustainalytics’ consecutive positive ratings and Gimv’s inclusion in the BEL ESG Index are important recognitions of our ongoing ESG efforts.”

Koen Dejonckheere
CEO

ESG rating 11.0 Sustainalytics

Gimv obtained another ESG rating from Sustainalytics in the 2022–23 financial year. Gimv’s continued ESG progression meant that its ESG rating fell again from 11.1 in 2021 to 11.0 in 2022. This was against a backdrop of higher exposure to ESG risks for the multi-sector holdings sub-sector according to the Sustainalytics methodology (i.e. an exposure of 23.9 for the year 2022 instead of 21.8 in 2021). The lower the rating, the lower the unmanaged ESG risk. This earned Gimv a Region and Industry top-rated badge for the second year running.





Eva Van Hende,
Head of Regulatory & Sustainability
Biotalys

At its core, Biotalys focuses on sustainability. It develops products that prevent food waste and leave no chemical residues. We are developing Biotalys' ESG strategy with a multidisciplinary ESG team and voluntary sustainability working groups. For example, we have introduced a sustainable business travel policy and changed the temperature of our laboratory freezers from -80°C to -70°C.

“We are developing Biotalys' ESG strategy with a multidisciplinary ESG team and voluntary sustainability working groups.”

I'm tasked with understanding Biotalys' ESG needs and ensuring we're taking relevant initiatives in a streamlined way. This includes change management, which can affect many aspects of our business and for which it is important to lead by example.

The annual questionnaire we receive from Gimv inspires us and shows us what we can work on and how far we've come. Working with Vincent also helps us ensure that we're doing everything right when it comes to ESG.

“A solid carbon footprint calculation not only marks the start of a decarbonisation journey but is also an essential learning point for non-financial processes.”

Kristof Vande Capelle
CFO

This allows Gimv to measure the evolution of ESG maturity for companies that completed the survey last year. For the new companies added to the Gimv portfolio in the past financial year, the survey provides a baseline measure of ESG maturity, which is the starting point for further targeted ESG actions.

Gimv also looked at the forthcoming Corporate Sustainability Reporting Directive (CSRD), which requires both listed companies and companies of a certain size to publish comprehensive sustainability reporting based on the European Sustainability Reporting Standards (ESRS) as from 2025–2026. Based on the applicability criteria of these regulations, Gimv has put them on the agenda of companies that must publish a sustainability report by 2025–2026. Calculating the company's carbon footprint is an important starting point for this purpose. Not only does this allow a benchmark for further decarbonisation to be set, but it also helps the company to gain relevant experience of non-financial processes. Gimv has made its network available to help companies with an initial carbon footprint calculation. Gimv is proud that this has contributed to 48% of all portfolio companies surveyed in the 2022–2023 financial year having completed or started their carbon footprint calculation. As at 31 March 2023, they represent almost 60% of the total value of the platform portfolio.



Virginie Delay
CSR Group Manager
 SGH Medical Pharma

I'm responsible for defining and coordinating the sustainability strategy. In other words, I define the actions needed to implement our climate strategy, set up the tools, coordinate the actions and monitor their progress against our targets.

“The thought that we are all facing the same sustainability challenge is reassuring.”

I encourage our three production sites to adopt best sustainability practices and make progress in their weakest areas, and we also have this externally verified. I actively participate in various sector working groups on corporate social responsibility to anticipate new regulations, share experiences and work collaboratively to find the best solutions.

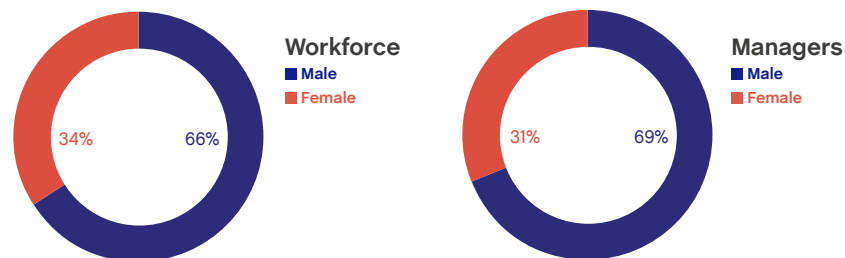
The involvement of our stakeholders, such as Gimv, drives us forward. I particularly appreciate the opportunity to discuss new issues with colleagues and to see if we can apply the solutions they have found. The thought that we are all facing the same sustainability challenge is reassuring.

A like-for-like comparison is also included in the reported information on governance composition and ESG maturity indicators. This compares the answers given by companies that responded in both consecutive years. Based on this, there is a positive trend in ESG maturity across a significant number of indicators. The most significant progress has been made in the number of companies that have completed or started their carbon footprint calculation. While this stands at 48% for all companies surveyed in the 2022–23 financial year, it rises as high as 52% on a like-for-like basis. Significant progress has also been noted in corporate compliance maturity on a like-for-like basis.

Portfolio human capital indicators	31-12-2022	31-12-2021
Number of employees	19,912	18,829
of which permanent employment	83%	92%
Net job creation	3.2%	3.7%
Average training budget per employee (in EUR)	607	530

Explanation of the social capital indicators relating to the portfolio

Net job creation is calculated by plotting the difference between the number of people recruited and the number of people leaving the company against the total corresponding workforce (in number of people) for those companies for which data on the evolution of the workforce are available.



Explanation of the governance composition indicators relating to the portfolio

- The table contains information relating to how the governance of Gimv's portfolio companies is organised. First, companies are asked to what extent there are independent directors on the board. Second, they are asked about diversity at the highest level of the companies, specifically whether there are any female directors or senior management members. Lastly, the companies are asked about the extent to which committees were organised in the board of directors.

In each case, the average percentage of independent directors, female directors or female senior management members shown is the average quotient of the number of independent directors, female directors or female senior management members divided by the corresponding total number.

Gimv has always been at the forefront of good corporate governance. Chair Hilde Laga and CEO Koen Dejonckheere, for instance, are members of the Belgian Corporate Governance Commission, which is responsible for the Belgian Corporate Governance Codes. In 2022, Gimv also supported the joint initiative of Guberna, the Institute for Directors, and the magazine De Bestuurder to launch a fortnightly news concept for directors on all aspects and current events relating to good governance. In this context, Gimv worked with Board Radar on three episodes that discussed a governance issue using a Gimv portfolio company as a case study. Board Radar showed how Cegeka is dealing with ESG, how Biotlys prepared properly for its IPO and how Itineris is conquering the United States from Flanders with its software solutions for digitising water bills.

Portfolio governance compensation indicators	Total portefeuille		Like-for-like evolutie	
	2022-23 survey		2022-23 survey	2021-22 survey
	% of # of companies	% of portfolio value	% of # of companies	
Companies with independent board members	66.7%	61.3%	68.2%	65.9%
<i>of which average % of independent board members</i>	29.6%		27.3%	27.5%
Companies with female board members	44.4%	36.4%	43.2%	40.9%
<i>of which average % of female board members</i>	22.4%		21.4%	21.8%
Companies with female members of top level management	55.6%	54.5%	54.5%	47.7%
<i>of which average % of female members of top level management</i>	33.4%		36.0%	37.0%
Companies with board committees	33.3%	33.9%	40.9%	34.1%

Portfolio ESG maturity indicators	Total portefeuille		Like-for-like evolutie	
	2022-23 survey		2022-23 survey	2021-22 survey
	% of # of companies	% of portfolio value	% of # of companies	
Environmental indicators				
Has conducted a carbon footprint assessment (GHG emissions scope 1, 2 and/or 3)	48.1%	59.0%	52.3%	22.7%
Has initiatives in place to reduce GHG emissions	55.6%	69.7%	61.4%	59.1%
Has implemented environmental management measures	70.4%	78.1%	79.5%	70.5%
Has systems and procedures in place to manage waste	77.8%	80.3%	84.8%	84.8%
Has initiatives in place to reduce waste related to products and/or services	74.1%	75.1%	75.8%	72.7%
Has implemented green IT initiatives	72.2%	76.4%	79.5%	77.3%
Societal indicators				
Has initiatives in place to promote diversity & inclusion among the workforce	75.9%	74.7%	79.5%	72.7%
Conducts periodic employee satisfaction surveys	59.3%	63.9%	63.6%	65.9%
Has strategies and initiatives in place on employer branding	83.3%	88.2%	84.1%	84.1%
Has an employee health & safety programme	72.2%	79.0%	75.0%	65.9%
Reports statistics on health & safety to the board of directors on a periodic basis	63.0%	72.9%	63.6%	61.4%
Has quality control systems in place	93.1%	97.5%	95.8%	95.0%
Measures client/patient satisfaction	76.7%	85.6%	77.8%	68.0%
Has community outreach or philanthropic programmes	50.0%	60.2%	54.5%	52.3%
Governance indicators				
Has implemented a code of conduct	63.0%	65.0%	68.2%	54.5%
Conducts compliance training on a regular basis	38.9%	42.4%	43.2%	31.8%
Has a whistleblowing system in place	37.0%	40.6%	43.2%	27.3%
Has a risk management system or approach in place	61.1%	74.2%	68.2%	65.9%
Has implemented data protection measures	88.9%	93.0%	97.7%	90.9%
Has performed cybersecurity tests in the past year	61.1%	70.5%	65.9%	61.4%

Explanation of the ESG maturity indicators

- Environmental management measures refer to the existence of a formal environmental policy, such as i) a formal public/internal environmental charter, objectives, a plan of action, statement of values, and/or ii) management board or senior management oversight of environmental matters, such as regular discussion of environmental issues at management board level, and/or iii) other measures with a similar effect. The absence of such formal policies in no way implies that the companies would disregard the applicable environmental legislation. It also does not rule out the existence of informal environmental management initiatives. Portfolio companies for which environmental management is little or not material were also surveyed.
- Green IT is the practice of environmentally sustainable computing or IT, including green computing initiatives to reduce the environmental impact of IT operations (e.g. more digital/remote working, end-of-life management of company IT equipment such as computers, laptops, smartphones, installation of PCs/screens with low energy consumption, making documents paperless, and so forth).
- Questions on waste management and waste reduction indicators relating to products and/or services were only asked of a selection of respondent companies in the 2021–2022 financial year, based on a materiality assessment at that time. In the 2022–23 financial year, all surveyed companies received the questions relating to these indicators. The like-for-like comparison for these indicators concerns only the selection of companies that received the questions relating to these indicators in both years.
- The questions on quality control and client/patient satisfaction indicators were asked only of a selection of respondent companies based on their activities. The like-for-like comparison for these indicators concerns only the selection of companies that received the questions relating to these indicators in both years.



Will Thomas,
ESG & Sustainable Finance Consultant
 ProjectiveGroup

Our expertise in data, transformation, payments, talent, pensions, risk management and compliance means we are uniquely placed to address the wide range of ESG and Sustainable Finance challenges that our clients face. My role consists of advising clients on ESG and leading our internal sustainability strategy.

We have organised our sustainability work through a Sustainable Business Committee, active in defining, structuring and implementing our ESG strategy and through employee-led Culture and Communities Pillars. We have also developed a proprietary framework, the ESG Accelerator, which reflects best market practice, the EcoVadis rating methodology and our investors' expectations.

“Gimv positions itself as an active partner in building relationships between ESG professionals in the Gimv portfolio.”

Gimv has defined an inspiring vision, set ambitious targets and provided us with clarity through their framework to raise our ESG maturity level. Gimv positions itself as an active partner in building relationships between ESG professionals in the Gimv portfolio.

5. Gimv's Sustainable Finance Framework

5.1. Allocation

During the 2020–21 financial year, Gimv launched its Gimv Sustainable Finance Framework (the 'Framework'), a framework within which Gimv can issue sustainable financing instruments such as green, social or sustainable bonds. It aims to raise funds to invest in companies whose activities are in line with the environmental and social activities listed in the Framework (the 'Eligible Activities'). These are defined to maximise alignment with internationally recognised green, social and sustainable finance guidelines such as the International Capital Markets Association, Green Bond Principles, Social Bond Principles, Sustainability Bond Guidelines and the Loan Market Association Green Loan Principles. Sustainalytics has validated the Framework. Both the Framework and Sustainalytics' opinion can be consulted on the ESG page of the Gimv website.

In March 2021, Gimv issued its first institutional sustainable bond under the Framework. The next table shows the different Eligible Activities and the extent to which Gimv's portfolio corresponds to them and compares this with the sustainable financing instruments that Gimv has issued. BDO, Gimv's statutory auditor, has audited this allocation. The net evolution of +90.2 million euro compared to 31 March 2022 can be explained by (i) investments in new eligible portfolio companies and follow-on investments in existing eligible portfolio companies (+127.7 million euro), (ii) exits (at investment cost) from eligible portfolio companies (-64.5 million euro) and (ii) reclassifications between the different Eligible Activities (+27 million euro).

Sustainable Finance Framework Use of Proceeds (in mio euro)	3/31/2023	3/31/2022
Green Use of Proceeds	273.8	216.2
Renewable energy (energy transition)	117.5	98.6
Energy efficiency	37.6	0.0
Eco-efficient and/or Circular Economy Adapted Products, Production Technologies and Processes	0.0	0.0
Sustainable Water and Wastewater Management	34.1	33.9
Pollution Prevention and Control	0.0	0.0
Clean Transportation	36.6	35.9
Green Buildings	48.0	47.8
Social Use of Proceeds	559.6	527.0
Access to Essential Services	374.9	345.1
Socioeconomic Advancement and Empowerment	145.2	145.2
Healthy Sustainable Food	39.5	36.6
Total Portfolio of Sustainable Eligible Projects (A)	833.4	743.2
Total sustainable finance instruments (A)	100.0	100.0
- Sustainable bond 2021 (100 mio - 15/03/21-15/03/29 - 2,25% - ISIN BE0002774553)	100.0	100.0

5.2. Positive impact of our companies on society and the planet

IMPACT Expertise included.



- Socio-economic progress and emancipation
- Temporary employment

Consumer 

As a professional services company, Impact focuses mainly on technical and construction profiles, as well as administrative shortage occupations. Its aim is to a revalorize of craftsmanship in which inclusion and diversity are evidences. It does this through five missions: by raising awareness and acceptance of the importance of labourers and technicians to fill more shortage jobs, by breaking down the hierarchy between knowledge jobs and technical/manual jobs, by having more women in construction and engineering, by using the experience of the over-50s and, lastly, by building bridges for foreign candidates.




- Access to essential services
- Outpatient mental health services

Healthcare 

Les Psys Réunis runs five mental health centres in Geneva and employs more than 80 therapists. With Gimv's help, the group wishes to diversify further into new fields of mental healthcare (such as home care, training, medical assessments). The Group's excellent team have proven that their concept delivers excellent results for all involved and they are keen to increase their impact and the associated mental health benefits.




- Healthy sustainable food
- Development of alternative proteins

Life Sciences 

Paleo is a Belgian precision fermentation company that enables food producers to offer a 'real taste' experience by providing the essential ingredients for eco-friendly and animal-free alternatives to meat and fish. Paleo's expertise and ability to produce GMO-free myoglobin through precision fermentation has the potential to become one of the key catalysts in taking the plant-based food industry to the next level.



- Socio-economic progress and emancipation
- High-quality communication systems

Smart Industries 

Televic supplies high-tech and high-quality communication systems for specific markets such as healthcare, education, the railways and the conference market. Examples include reliable passenger information and control systems for trains and trams, high-end solutions for nurse calls and patient entertainment, innovative systems for moderated meetings and conferences, and e-learning solutions.



- Renewable energy (energy transition)
- Infrastructure services contractor

Sustainable Cities 

For laying pipelines for all media such as water, gas or district heating, as well as pipelines for electricity, telecommunications and broadband networks, the company partners with regional and supra-regional utility companies. With the energy transition, the nationwide roll-out of broadband and the recurring maintenance of ageing network infrastructure, the demand for competent and reliable providers is growing. This is where Rohrleitungsbau Münster can make a difference with its proven experience.

5.3 Auditor's report on the Gimv Sustainable Finance Framework allocation

INDEPENDENT LIMITED ASSURANCE REPORT TO THE BOARD OF DIRECTORS OF GIMV NV REGARDING THE SUSTAINABLE BOND ALLOCATION FOR THE YEAR ENDED 31 MARCH 2023, IN ACCORDANCE WITH THE "GIMV SUSTAINABLE FINANCE FRAMEWORK".

Mission

In accordance with the terms of our engagement letter dated 2 May 2023, we have been engaged to issue an independent limited assurance report regarding the allocation of the Sustainable Bond proceeds to Eligible Assets for the year ended 31 March 2023, in accordance with the Gimv Sustainable Finance Framework.

Responsibilities of the board of directors

The board of directors is responsible for the preparation and presentation of the data in the Sustainable Bond allocation report regarding the allocation of the Sustainable Bond proceeds to Eligible Assets for the year ended 31 March 2023, in accordance with the Gimv Sustainable Finance Framework as included in Chapter 6 of the Report.

This responsibility includes selecting and applying the most appropriate methods for preparing the Subject Matter Information while ensuring the reliability of the underlying information. Moreover the use of assumptions and estimates must be in line and reasonable with the current circumstances. In addition, the responsibility of the board of directors includes the design, implementation and maintenance of relevant systems and processes relating to the preparation of the Subject Matter Information that are free from material misstatement, whether due to fraud or error.

Responsibility of the auditor

It is our responsibility, based on our work and evidence obtained, to express an independent conclusion about the Subject Matter Information. This assurance report has been drawn up compliant with the terms of our engagement contract.

We have carried out our work in accordance with the International Standard on Assurance Engagements (ISAE) 3000 (Revised), "Assurance Engagements Other than Audits or Reviews of Historical Financial Information". This standard requires that we comply with ethical requirements and plan and carry out the audit so as to obtain reasonable assurance about whether we have identified anything that causes us to believe that the Subject Matter Information has not been prepared, in all material respects, in accordance with the Gimv Sustainable Finance Framework.

The choice of work performed depends on our judgment and assessment of the risk of material misstatement of the Subject Matter Information concerning the alignment with the Gimv Sustainable Finance Framework.

The work that we carried out included, among other things, the following procedures:

- Obtain an understanding of the Company's processes for allocating the Sustainable Bond proceeds to Eligible Assets, in accordance with the Gimv Sustainable Finance Framework and relevant internal controls, with the aim of designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal controls, which are intended to provide limited assurance that the allocation of Sustainable Bond proceeds to Eligible Assets is, in all material respects, compliant with the Gimv Sustainable Finance Framework;
- Hold interviews with responsible company staff;
- Obtain and inspect sufficient evidence to verify the allocation of the Sustainable Bond proceeds to Eligible Assets for the year ended 31 March 2023, in accordance with the Gimv Sustainable Finance Framework.

Our independence and quality control

We have complied with the independence and other ethical requirements of the legislation and regulations in force in Belgium applicable within the context of our mission. These requirements are based on the fundamental principles of integrity, objectivity, professional competence and diligence, confidentiality and professional conduct.

Our audit firm applies the International Standard on Quality Control (ISQC) 1 and maintains a sophisticated system of quality control, including documented policies and procedures regarding ethical rules, professional standards and applicable legal and regulatory provisions.

Conclusion

Based on the work carried out, nothing has come to our attention that causes us to believe that the Subject Matter Information, marked with (A) does not comply, in all material respects, with the Gimv Sustainable Finance Framework

Other point

This report is intended solely for the use of the company, in connection with their reporting on the allocation of the Sustainable Bond proceeds to Eligible Assets for the year ended 31 March 2023, in accordance with the Gimv Sustainable Finance Framework. We do not accept or assume any liability to any other party to whom this report may be shown or come into possession.

Antwerp, May 17th, 2023

BDO Réviseurs d'Entreprises SRL
Statutory auditor
Represented by David Lenaerts
Auditor

7.



Corporate Governance
Remuneration report

Corporate Governance Statement

Gimv applies the Belgian Corporate Governance Code for listed companies (2020) as its reference code (hereinafter the "2020 Code"). The text of the 2020 Code can be consulted publicly on the Belgian Corporate Governance Commission website (www.corporategovernancecommittee.be). The monitoring study carried out in 2021 by Guberna and VBO on behalf of the Belgian Corporate Governance Commission showed that Gimv fully complies with the Code 2020.

The key aspects of Gimv's corporate governance policy are explained in its Corporate Governance Charter. The text of this charter can be consulted publicly on the company's website (<http://www.gimv.com/nl/corporate-governance-charter>). Gimv will also send a hard copy by regular mail upon request. The company updates this Corporate Governance Charter whenever relevant developments take place. The most recent version dates from 20 September 2022.

Changes in corporate governance policy and relevant events during the past financial year are amplified in the following corporate governance statement. In order to obtain a complete picture, this chapter is best read together with the Corporate Governance Charter.

1. Board of Directors

Gimv has a one-tier board structure. The board of directors will evaluate at least every five years whether the chosen governance structure remains suitable.

The board of directors is the highest administrative body of the company. It is authorised to perform all acts that are necessary or useful for the realisation of the object of the company, except for those powers reserved by law to the general meeting. The board of directors decides on the strategy of the company. It also takes all important investment and divestment decisions.

The board of directors consists of twelve members who, in principle, convene on a monthly basis to define the principles of Gimv's strategic policy. These strategic principles are then implemented by the chief executive officer.

1.1. Composition

Under Article 12 of Gimv's articles of association, the directors are appointed by the general meeting based on a proposal of the board of directors. Their appointments may be revoked at any time *ad nutum* by the general meeting.

The board of directors consists of:

- five directors appointed from candidates proposed by the Flemish Government or a company controlled by the Flemish Government, as long as the Flemish Government holds more than 25% of the shares; The chairman of the board of directors is elected among these directors;
- at least three independent directors appointed based on a proposal by the board of directors by reason of their independence in accordance with the criteria stated in the corporate governance code referred to in article 7:87 of the Companies and Associations Code;
- the other directors, who are appointed on the proposal of the board of directors from candidates not put forward by the Flemish Region (or a company controlled by the Flemish Region).

Koen Dejonckheere has been appointed CEO by the board of directors. He is the only director having an executive function within Gimv. The other board members are all non-executive directors.

During FY 2022-23, there was one change in the composition of the board of directors. The ordinary general meeting of Wednesday 29 June 2022 decided to appoint Hilde Windels as an independent director for a four-year term. The ordinary general meeting also decided to reappoint Luc Missorten and Johan Deschuyffeleer as independent directors for another four-year term until the end of the ordinary general meeting in 2026.

A proposal will be made to the general meeting of 28 June 2023 (i) to reappoint Hilde Laga, Marc Descheemaeker, Geert Peeters and Brigitte Boone as proposed by Vlaamse Participatiemaatschappij NV's (VPM's) for another four-year term. Following Karel Plasman's voluntary resignation on 21 March 2023, the board of directors decided to co-opt Jan Desmeth as a director on 18 April 2023. It will be proposed to the general meeting on 28 June 2023 to ratify Jan Desmeth's co-optation and appoint him as a director as proposed by VPM for a four-year term.

Deviation from best principle provision 4.21

Five directors in the Gimv board of directors are proposed by VPM, of which they are also directors. As such, the proposal procedure for these directors deviates from the regular procedure, since the board of directors of Gimv has no direct influence on the nomination procedure or selection criteria for directors put forward by VPM. This situation is specific to Gimv's ownership structure (and the management agreement between VPM and the Flemish Government). This is a reality that Gimv has to take account of. Nevertheless, VPM takes care to ensure a well-balanced composition and complementarity within the profiles of the directors it puts forward.

Independent directors

The board of directors of Gimv includes six directors, of whom the general meeting concluded at the time of their appointments that they meet the aforementioned independence criteria. These are Johan Deschuyffeleer, Manon Janssen, Luc Missorten, Frank Verhaegen, An Vermeersch and Hilde Windels.

Gimv board of directors

1.2. Members

Hilde Laga (1956), Chairman



Hilde Laga has been a member of Gimv's board of directors since June 2015 and chairman since 1 April 2016. Among other things she is a member of the board of directors of Barco (listed on Euronext) and ING Belgium. She is also visiting professor at the KU Leuven and a member of the Belgian Corporate Governance Committee. She is the founder of the law firm Laga (now Deloitte Legal), where she was managing partner for many years, as well as head of the corporate and M&A practice.

Koen Dejonckheere (1969), CEO



Koen Dejonckheere was appointed CEO of Gimv in 2008. Before that, he was managing director at KBC Securities. Prior to that, Koen Dejonckheere was active in both Corporate Finance and Private Equity. Koen Dejonckheere graduated in civil engineering at Ghent University and has an MBA from IEFSI-EDHEC in Lille (France). As CEO, he has been a member of the Gimv board of directors since 2008.

Brigitte Boone (1960), Director

Brigitte Boone has a master's degree in law and another in economic law. She is also an alumna of INSEAD and Harvard Business School. Between 1985 and 2009, Brigitte Boone held various positions (legal counsel, head of tax department, CEO Fortis Private Equity, CEO commercial and investment banking) at Generale Bank, subsequently Fortis Bank. She was also member of the executive committee and of the board of directors of Fortis Bank until May 2009. Currently, Brigitte Boone is managing director at 2B Projects. She also held several mandates as an independent director at Amonix OFP, VP Capital, de Werkvenootschap, Delhaize Management, Studio 100, Plopsaland, DS Textiles and Puilaetco Dewaay Private Bankers. Today, Brigitte holds several mandates at, among others, Imec, Enabel and SD Worx. Brigitte Boone has been a member of Gimv's board of directors since June 2015.

Marc Descheemaeker (1955), Director

In 1977, Marc Descheemaeker obtained a master's in Applied Economics from UFSIA (University of Antwerp). In 1978, he completed his studies at the College of Europe in Bruges, where he obtained a postgraduate degree in European Economics. Marc Descheemaeker was CEO of the NMBS (Belgian national railroad company) from 2004 till 2013. From January 2017 until May 2021, he was member of the board of directors of NMBS. Marc is also currently chairman of the board of directors of Lantis and Lijncom, vice-chairman of the board of directors of De Lijn (having been chair from 2016 to early 2022), a member of the board of directors of Lijncom and Ethias and an advisory board member of Ecorys. His previous roles include chair of the board of directors of BAC (Brussels Airport Company) (2013-2021) and a member of the board of directors of the European Investment Bank (EIB) (2015-2022) and of the European Investment Fund (EIF) (2016-2022). Marc has been a member of Gimv's board of directors since October 2014.

Johan Deschuyffeleer (1958) Director

Johan Deschuyffeleer has more than 35 years of international experience in the IT and technology sector. After various positions at the start of his career - as an engineer and manager at Siemens and Hewlett-Packard - Johan became Managing Director Belux at Compaq. Subsequently, Johan returned to Hewlett-Packard, among other reasons, to lead the Technology Services division, first within Europe and later globally from Silicon Valley. Today, Johan is chairman of the board of directors of Orange Belgium and director at AE and Automation. An industrial engineer by training, Johan has also followed a Middle Management course at the Vlerick Management School. He has been a member of Gimv's board of directors since June 2018.

Jan Desmeth (1968), Director

Jan Desmeth has 17 years of experience in the chemical sector. First as managing director within the Benelux for Messer Belgium NV and Messer BV, and later as Director Western Europe for Messer Industries. Since January 2021, he has been active as mayor of the municipality Sint-Pieters-Leeuw, having already gained several years of experience in local politics as an alderman in the same municipality. In addition, Jan is chairman at Iverlek, vice-chairman at Intradura and director at Fluvius. Jan graduated as an Industrial Engineer Chemistry from KIH De Nayer in 1990.

Manon Janssen (1961), Director

Manon Janssen graduated as a commercial engineer at the Free University of Brussels/Solvay Business School. She began her career at Procter & Gamble, working for 16 years in different countries where she was responsible for major brands. In 2000, she became Vice President of Marketing & Innovation at Electrolux Europe and in 2005 took up the post of Chief Marketing Officer at Philips Lighting. From May 2010 until May 2015, Manon Janssen was CEO and Managing Director of Ecofys Group, a leading consulting firm in the field of energy and climate. Since September 2015, she is CEO and chairman of the Board of Management of Ecorys, an international consultancy that assists private and public leaders in making informed choices on economic, social and spatial development issues. Manon Janssen also serves on several expert committees on energy transition. Manon Janssen has been a member of Gimv's board of directors since January 2017.

Luc Missorten (1955), Director

Luc Missorten was CEO of Corelio until the end of September 2014. Previously, he held positions at law firm Linklaters and at Citibank, after which he was appointed chief financial officer at AB Inbev and UCB. Luc Missorten holds various directors' mandates, mainly in listed companies (Recticel). Luc Missorten has been a member of Gimv's board of directors since June 2014.

Geert Peeters (1966), Director

Geert Peeters is currently COO at Dr. Martens Airwair International Ltd. He was previously COO at Cath Kidston Ltd after holding various positions during a long career with VF Corporation and Levi Strauss & Co. He also worked for Bacardi Ltd and Sofinal N.V. Geert Peeters holds a master's degree in industrial engineering in textiles/chemistry, an executive MBA from Flanders Business School and a Master's in Operations & Supply Chain Management from Vlerick Business School. Geert Peeters has been a member of Gimv's board of directors since April 2016.

Frank Verhaegen (1960), Director

Frank Verhaegen is an independent director at Bank J. Breda & C° NV, FinAx NV, Projective Holding NV and VDK Bank NV. Previously, he held various positions as Audit Partner, was Chairman of Deloitte Belgium and Chairman of the Institute of Auditors, accredited for financial institutions. Frank Verhaegen holds a master's degree in Law and in Economic Sciences from KU Leuven and an executive MBA 'High Performance Boards' from IMD (Lausanne). Frank Verhaegen has been a member of Gimv's board of directors since July 2017.

An Vermeersch (1971), Director



An Vermeersch has 25 years of experience in the Pharma and Healthcare sector. An started her career at GSK in 1995, before joining McKinsey & Company, Inc as a consultant in 2000. In 2008 she returned to GSK Vaccines where she held senior management and world-wide positions in Research & Development, Strategy & Transformation and Governmental & Public Affairs. In her current position, An is Vice-President, Head of Global Health Access at GSK. An graduated as a Bio-Engineer in Microbiology and Biochemistry at the University of Ghent and obtained a Master in Business Administration at the Vlerick Business School. An Vermeersch has been a member of Gimv's board of directors since June 2017.

Hilde Windels (1965), Director



Hilde has more than 20 years of experience in the Biotechnology/Life Sciences sector, mainly in CFO, investor relations/fundraising and general management roles. In 1998, following twelve years at ING, she decided to join Devgen, then a biotechnology company in its start-up phase. Between 2009 and 2011, she was an independent consultant and provided CFO services for Seps Pharma, Tigenix and Pronota. In 2011, she joined Biocartis where she has been CFO, deputy CEO and interim CEO in that order. She then became CEO of MyCartis, a spin out of Biocartis in 2017, after which she became CEO of Antelope Dx, a spin out of MyCartis, in 2019. Since September 2021, she has been a consultant and director in the life sciences industry. Hilde graduated as a Commercial Engineer from KU Leuven. She is currently a board member of MDx Health, Erytech, Celyad and Microphyt (private company). Hilde has been a member of Gimv's board of directors since June 2022.

We give below a full overview of all corporate mandates held by Gimv's directors on 31 March 2023.

Current board memberships

Hilde Laga	Barco NV, Commissie Corporate Governance, ING België NV, Kortrijk Innovatie Netwerk VZW, Ons Erfdeel VZW, Paleis voor Schone Kunsten NV (Bozar), VPM NV
Koen Dejonckheere	Various entities of the Gimv group, Entrepreneurs' federations Voka and VBO (non-exec and ex-officio), Ziekenhuisgroep AZ Delta VZW, Roularta Media Group NV, Belgische vereniging van Beursgenoteerde Vennootschappen VZW
Brigitte Boone	Enabel NV, Fidimec NV, Interuniversitair Micro-Electronica Centrum VZW (IMEC), NN Insurance Belgium NV, SD Worx NV, Van Lanschot Kempen NV, VPM NV, Wereldhave Belgium NV, Worxinvest NV, 2B Projects BV
Marc Descheemaeker	Beheersmaatschappij Antwerpen Mobiel NV (Lantis), Ecorys Brussels NV, Ethias NV, Lijncom NV, VPM NV, Vlaamse Vervoersmaatschappij - De Lijn
Johan Deschuyffeleer	AE NV, Automation NV, EVS Broadcast Equipment NV, Orange Belgium NV, The House of Value - Advisory & Solutions BV
Jan Desmeth	Fluvius System Operator CV, Intradura, Iverlek
Manon Janssen	Ecorys (member board of management), Ontex BV, Puratos Group
Luc Missorten	Lubis BV, Recticel NV
Geert Peeters	Several entities of Dr. Martens Airwair group, VPM NV
Frank Verhaegen	Bank J. Van Breda & C ^o NV, De Kathedraal VZW, De Kathedraal van Antwerpen Kerkfabriek, FinAx NV, Namé Recycling NV, Projective Holding NV, Valhaeg BV, Vankajo Invest BV, VDK Bank NV
An Vermeersch	Floré NV
Hilde Windels	Celyad NV, Erytech Pharma S.A., Hilde Windels BV, MDxHealth NV, Microphyt S.A.

1.3. Operations

Activities report

During FY 2022-23 the board of directors exercised its powers as described in the Corporate Governance Charter. In addition to its regular activities and investment decisions, the board of directors gave its attention during the past financial year to the strategic positioning and long-term financing of the company, the medium-term HR plan, developments in corporate sustainability (ESG) and establishing a fifth platform (Life Sciences).

Number of meetings and attendance

During FY 2022-23, the board of directors met twelve times, six times during the first half and six times during the second half of the financial year. Ten of those meeting took place physically, the other two were held by videoconference. The average attendance rate was 90%. Directors' individual attendances are shown in the following table:

Presences

	Board of Directors	Remuneration Committee	Audit & risk committee	Nomination Committee
Hilde Laga	11/12	-	-	-
Koen Dejonckheere	12/12	-	-	-
Brigitte Boone	11/12	-	4/4	-
Marc Descheemaecker	12/12	-	4/4	-
Johan Deschuyffeleer	12/12	2/2	-	-
Manon Janssen	10/12	3/5	-	-
Luc Missorten	11/12	-	4/4	-
Geert Peeters	10/12	4/5	-	-
Karel Plasman	8/12	4/5	-	-
Bart Van Hooland	4/4	3/3	-	-
Frank Verhaegen	11/12	5/5	4/4	-
An Vermeersch	9/12	-	-	-
Hilde Windels	8/8	-	-	-

Conflicts of interest – Article 7.96 of the Companies and Associations Code (CAC)

During the 2022-23 financial year, one situation arose in the board of directors giving rise to the application of the procedure for conflicts of interest. During its meeting of 19 July 2022, the board of directors resolved on the CEO's short-term incentive for FY 2021-22:

"The evaluation and variable remuneration of the managing director is the next item discussed. As the managing director has, with respect to these decisions, an interest of a proprietary nature within the meaning of article 7:96 CAC he leaves the meeting and does not participate in the deliberation and decision-making on this item.

Hilde Laga referred to the discussion of the evaluation of the managing director during the non- executive session of the board of directors on 21 June 2022. The board of directors discussed the proposal to grant a short term incentive to the managing director in respect of the financial year 2021-22 amounting to 32% of his fixed remuneration (i.e. rounded off to EUR 180,000) and approved it on condition that it fits within the overall bonus envelope of 30%.

Resolution

In the light of the Company's results for the past financial year and the status of the set objectives, the board of directors approves – upon recommendation of the remuneration committee – a short term incentive for the managing director of 32% of his fixed remuneration (provided it fits within the total bonus envelope of 30%)."

Conflicts of interest – Article 7.97 of the CAC

Listed companies are required to subject decisions for which competence lies with the board of directors and which relate to the relationship between the company and its affiliated companies, to a committee of three independent directors, Article 7:97 of the Belgian Companies and Associations Code describes the procedure to be followed. During the 2022-23 financial year, no situations arose leading to the application of this legal procedure.

Ownership of securities on 31 March 2023

Koen Dejonckheere is the only director who owns Gimv shares. At the start of the financial year, he held 14,460 Gimv shares. In the course of FY 2022-23, he acquired 577 additional shares under the optional dividend. As a result, he owns 15,037 Gimv shares as of 31 March 2023.

1.4. Evaluation

In principle every three years, the chairman organises an evaluation of the performance of the board of directors. This exercise consists of a digital questionnaire on various aspects of governance, plus individual interviews with directors. The aim of this exercise is to capture individual opinions and feedback by means of a quantitative instrument.

The questions include:

- to what extent is information presented in a timely and accurate manner to the directors and how does management respond to any questions and remarks;
- how do discussions and decision-making work within the board and is there adequate opportunity to present all points of view;
- to what extent do individual directors participate in the discussions and do directors sufficiently contribute their specific expertise during discussions;
- how is the chairman's leadership during meetings perceived, with particular attention to everybody's right to speak, the conformity of decisions taken with the discussions and the consensus of the directors.

The most recent evaluation of the functioning of the board of directors took place in the third quarter of FY 2021-22.

1.5. Remuneration

The remuneration of the directors is set out in the remuneration report (cfr below).

1.6. Rules of conduct

Gimv Dealing Code and Gimv Code of Conduct

Gimv has a “Gimv Dealing Code” and a “Gimv Code of Conduct”, both of which apply to directors and employees of Gimv and its group companies. Both documents are available for public consultation on Gimv’s website.

Code of Ethics

Gimv takes its lead in its activities from, inter alia, the code of conduct of the Belgian Venture Capital & Private Equity Association (BVA). This code aims to contribute to the lasting development of the private equity sector in Belgium. Its main points relate to sustainable creation of value by means of active shareholdership in investee companies and to the ethically responsible use of investment resources on the basis of integrity, confidence and open communication. This BVA code of conduct was integrated in the Gimv Code of Conduct and can also be found on the BVA website (www.bva.be).

Since the financial year 2021-22, Gimv also endorses the Principles of Responsible Investment (developed by the United Nations).

2. Advisory committees within the board of directors

Three specialised advisory committees have been set up within the board of directors: the audit & risk committee, the remuneration committee and the nomination committee. The functioning of these committees is described in greater detail in the Corporate Governance Charter. After each meeting, the board of directors receives a report with recommendations in respect of decisions to be taken by the board.

2.1. Audit & risk Committee

Composition

The audit & risk committee consists of Luc Missorten (chairman), Brigitte Boone, Marc Descheemaecker and Frank Verhaegen. In this way the Committee is comprised solely of non-executive board members, half of whom are independent. All audit & risk committee members meet the criteria of expertise with respect to bookkeeping and audit. The committee as a whole is balanced and possesses the necessary independence, competences, knowledge, experience and ability to perform its task effectively.

Operations

Activities report

The main role of the audit & risk committee is to direct and supervise the financial reporting, the bookkeeping process and the administration of the company. The financial reporting is extensively discussed on a quarterly basis, with special attention to the valuation decisions relating to the shareholdings in the portfolio. The audit & risk committee also monitors the efficiency of internal control and risk management systems. The audit & risk committee reports systematically on its activities to the board of directors.

During FY 2022-23, the audit & risk committee paid more specific attention, inter alia, to the following items:

- the financial reporting was discussed in detail at each of the four meetings, including the reporting process itself and the portfolio valuations and results. During the May and November meetings, the annual and half-yearly results respectively and the financial communication were discussed in the presence of the statutory auditor. During the meeting in May 2022 the financial report as included in the 2021-22 annual report was also discussed;
- the valuation methods, as set out in Gimv’s valuation rules, were continuously monitored. Also during FY 2022-23, the committee examined more closely the evolution of the various components of the valuation, with specific attention to the impact of the results of the portfolio companies on the valuation, as well as the evolution of the valuation multiples applied and the consistent application of any valuation discounts;
- the audit & risk committee analyses annually the fiscal situation of the Gimv group, along with any tax disputes. In addition, the audit & risk committee analyses at regular intervals the ongoing legal disputes, as well as Gimv’s off-balance sheet obligations. Next to that, the group insurance and potential pension obligations are analysed and discussed at least once a year. All these subjects are discussed on the basis of internally and externally prepared reports. The committee is therefore of the opinion that there are no items that are not included in the annual accounts and the annual report;
- the Gimv Compliance & ESG Office reports once a year on the compliance procedures within Gimv.

With respect to risk management, the company again opted this year for an approach whereby the portfolio and process risks with which Gimv is confronted in its activities are discussed and assessed on a regular basis in the audit & risk committee. A number of these risks (including market risk, economic risk and liquidity risk) are included in the recurrent financial reporting. In addition, a number of other risks (fiscal risk, legal risks, provisions for group insurance obligations, etc.) are examined on an annual basis. Finally, a number of other risks are reviewed on an ad-hoc basis in this way, this year the audit & risk committee examined more specifically (i) developments

in ESG-linked reporting and Gimv's action plan in this area for 2022–2023, (ii) a risk analysis of the portfolio in a high inflation environment and (iii) a risk analysis of the portfolio companies' debt levels. This combination of recurrent monitoring and ad-hoc discussion of major risks is intended to allow Gimv's management to guarantee the efficient application of the control processes, so as to continuously enhance the effectiveness of risk management.

A more detailed description of the internal control approach and methodology can be found in the chapter on internal control and risk management (cfr item 6 below).

The auditor's management letter contained no recommendations leading to significant adjustments. The statutory auditor therefore delivered an unqualified opinion.

The audit & risk committee has no knowledge of facts or circumstances with a potentially significant impact on Gimv that are not included in the annual accounts or the annual report.

Number of meetings and attendance

During FY 2022-23, the audit & risk committee met four times. All members were present at every meeting (attendance level of 100%).

The audit & risk committee meets at least once a year without any executive committee member present and at least once without the auditor.

2.2. Remuneration Committee

Composition

The remuneration committee is composed of Frank Verhaegen (chairman), Bart Van Hooland¹, Manon Janssen, Karel Plasman², Geert Peeters and Johan Deschuyffeleer³. In this way the remuneration committee consists entirely of non-executive directors and a majority of independent directors.

Operations

Activities report

During FY 2022-23, the remuneration committee examined the recurrent subjects set out in the Corporate Governance Charter. In addition to its regular work on the remuneration policy and the

preparation of the remuneration report, the remuneration committee focused in the past year on (i) the evaluation of executive management and setting their objectives and annual variable remuneration, (ii) benchmarking the remuneration of the non-executive directors, (iii) the annual update of the HR policy and (iv) the annual share plan for employees.

Number of meetings and attendance

In 2022-23, the remuneration committee met five times. Two members were unable to attend one meeting and one member could not attend two meetings, resulting in an average attendance of 87%. The individual attendances of the committee members are shown in the table above (cfr. item 1.3 above).

2.3. Nomination Committee

Composition

The nomination committee is currently composed of Hilde Laga (chairman), Marc Descheemaeker, Manon Janssen, An Vermeersch and Hilde Windels⁴. In this way the remuneration committee consists entirely of non-executive directors. Three of its five members are independent directors.

Operations

Activities report

The nomination committee did not meet during FY 2022-23.

Departure from best principle 4.21 of the 2020 Code.

Five directors in the Gimv board of directors are put forward by Vlaamse Participatiemaatschappij NV (VPM), of which they are also directors. As such, the nomination procedure for these directors deviates from the regular procedure, since the Gimv board of directors has no direct influence on the nomination procedure or selection criteria for directors put forward by VPM. This situation is specific to Gimv's ownership structure (and the management agreement between VPM and the Flemish Government). This is a reality of which Gimv has to take account. Nevertheless, VPM takes care to ensure a well-balanced composition and complementarity of the directors it puts forward.

¹ Bart Van Hooland's board mandate ended at the June 2022 general meeting.

² Karel Plasman voluntarily resigned as a director of Gimv on 21 March 2023. As of the date of this annual report, the vacancy in the remuneration committee had not yet been filled.

³ Johan Deschuyffeleer was appointed as a member of the remuneration committee as from July 2022.

⁴ Hilde Windels was appointed as a member of the nomination committee in July 2022, replacing Johan Deschuyffeleer.

3. Executive Committee

The CEO is responsible for developing and implementing the strategic and investment decisions of the board of directors. The CEO is assisted in the execution of his duties by an executive committee.

3.1. Members

Alongside the CEO, the executive committee consists of:

Edmond Bastijns⁵, Chief Legal Officer & Secretary General

Edmond Bastijns joined Gimv in September 2000. Since 2007, he has been responsible for the legal department in his capacity as Chief Legal Officer. In July 2016, he was appointed Secretary General and became a member of the executive committee. Before Gimv, he worked at Linklaters in Brussels (then De Bandt, van Hecke & Lagae) from 1996 until 2000. Edmond Bastijns holds a master's degree in Law from the University of Leuven (KU Leuven). He recently completed the Advanced Management Program at the Chicago Booth School of Business.

Koen Bouckaert⁶, Managing Partner - Head Consumer

Koen Bouckaert joined the Gimv team in July 2020 as Head Consumer. He started his career as a strategy consultant at AD Little and The Boston Consulting Group, where he worked for 8 years. He then joined the management committee of Alpro, the European market leader in plant-based dairy alternatives. For 16 years he worked as VP Strategy & Business Development on a growth strategy that enabled the company to achieve double-digit growth. More recently, Koen was responsible for Strategic Development and M&A in the Executive Committee of La Lorraine Bakery Group. Koen Bouckaert holds a Master's in Business Economics from the Catholic University of Leuven (Belgium), a Master in Business Administration from the University of Chicago Booth School of Business (USA) and has taken Executive Education at INSEAD (France) and IMD (Switzerland).

Bart Diels⁷, Managing Partner – Head Healthcare

During his more than 25 years at Gimv, Bart Diels has built a successful and broad full-cycle track record – in early and late stage investments, in business building, in buy & and-build strategies and in exits (IPO & trade sale) – in various sectors. Bart has guided early stage companies such as BAL, Benedenti, Coreoptics, eXimius, Filepool and Metris at each step of the growth process, from smart idea to successful exit. He has also achieved substantial capital gains on late stage investments such as Acertys, Almayviva FICS, LMS and OTN Systems. Today Bart is chairman of Arseus Medical and a board member of Spineart. This extensive experience has been vital in creating and continuing to expand Gimv's Healthcare platform, which he has headed since late 2012. With the

⁵ Acting as a director of Edmond Bastijns BV.

⁶ Acting as a director of Koen Bouckaert BV.

⁷ Acting as a director of Candor Consult BV.

⁸ Acting as a director of Erik Mampaey BV.



From left to right: Erik Mampaey, Bram Vanparys, Koen Dejonckheere, Koen Bouckaert, Tom Van de Voorde, Bart Diels, Edmond Bastijns and Kristof Vande Capelle.

spin-off of the venture capital activities into the new Life Sciences platform in May 2022, Bart's full focus is on expanding the private equity part of Gimv's Healthcare business. Bart holds a master's degree in Financial and Quantitative Economics and an MBA, both from the University of Antwerp and he followed different executive education programs at IESE & Harvard.

Erik Mampaey⁸, Managing Partner – Head Sustainable Cities

Erik Mampaey joined Gimv as Head Sustainable Cities in early 2018. He was previously employed at ENGIE as Head of Acquisitions, Investments & Financial Advisory (AI & FA) Europe (business units in the Benelux, Northern, Eastern, Central and Southern Europe, and in the UK / Ireland). In this capacity, he was responsible for a whole series of strategic and financial projects in Europe, where he was in charge of an M&A/financial engineering team focused on a very wide range of energy and sustainable topics. Erik graduated as a Commercial Engineer from KU Leuven, after which he obtained an executive master's diploma in Corporate Finance from Solvay Brussels School.

Kristof Vande Capelle, CFO

Kristof Vande Capelle is CFO of Gimv. Before joining Gimv in September 2007, he worked at Mobistar (Orange Belgium) as Director of Strategic Planning and Investor Relations. He has also worked as a credit analyst at KBC and as an academic assistant at the University of Leuven. He holds a master's in applied economics (specialisation in Corporate Finance) and an MA in Economics, both from KU Leuven. Kristof has also followed the Advanced Management Program (AMP) at IESE Business School.

Tom Van de Voorde⁹, Managing Partner - Head Smart Industries

Tom Van de Voorde joined the Gimv team in 2007, first at Buyouts & Growth Belgium, where he completed several management buyouts and investments in growth companies, and then in the Smart Industries Platform. Today he is responsible for Gimv's Smart Industries Platform, focused on value-creating investments in technology. He gained valuable experience in investment banking at Bank Degroof, as vice-president Investment Banking & Private Equity, and at NIBC Advisory in Brussels as head of M&A. He is a board member of, among others, Cegeka, Televic, Mega, Grandeco and Impression International. Since 2014 he has undertaken the exits from Trustteam, Xeikon, Hecht, Luciad, Vandemoortele and Summa. Tom Van de Voorde is a commercial engineer (KU Leuven) and holds an MBA from the University of Chicago.

Bram Vanparrys¹⁰, Managing Partner – Head of Life Sciences

Bram joined Gimv in 2018. He has more than 14 years of experience in international venture capital, most recently at Merck Ventures in Amsterdam. Bram has a successful track record in Life Science investments and was actively involved in the creation, financing and/or exit of several start-ups across Europe and Israel, including arGEN-X (ARGX:EBR), Multiplicom (acquired by Agilent), Cartagenia (acquired by Agilent), Q-Biologicals (acquired by Amatsigroup, now Eurofins), Calypso Biotech and iOmx. Today, Bram is a Management Board member at portfolio companies ImCheck Therapeutics (France), iSTAR Medical (Belgium), Kinaset Therapeutics (US), Topas Therapeutics (Germany) and Anjarium (Switzerland). He holds a PhD in biotechnology (Ghent University, Belgium) and an executive MBA from Vlerick Business School (Belgium).

3.2. Remuneration

For the remuneration of the members of the executive committee, the reader is referred to the remuneration report (cfr. Chapter 7 below).

3.3. Termination rules*CEO*

The compensation due in the event of termination of the mandate of the CEO is twelve months fixed and short-term variable remuneration, unless the mandate is terminated after the age of 60, in which case no termination compensation is due.

Other executive committee members

The compensation due when the management agreement with an executive committee member is terminated is twelve months of fixed and short-term variable remuneration.

3.4. Evaluation

Executive committee members are evaluated every year by the CEO. The results are presented by the CEO and discussed in the remuneration committee. The remuneration committee assesses the CEO's performance on an annual basis. This evaluation is prepared jointly by the chairman of the board of directors and the chairman of the remuneration committee. The remuneration committee reports to the board of directors on the above-mentioned evaluations.

3.5. Ownership of securities on 31 March 2023

The table below gives an overview of the numbers of Gimv shares and bonds held by current executive committee members at the start and end of FY 2022-2023:

Securities holding executive committee 2023

	Shares		Bonds	
	31-03-2022	31-03-2023	31-03-2022	31-03-2023
Koen Dejonckheere	14,460	15,037	-	-
Kristof Vande Capelle	6,167	6,413	16	16
Edmond Bastijns	5,756	5,986	-	-
Bart Diels	5,464	5,682	24	24
Tom Van de Voorde	5,661	5,887	-	-
Erik Mampaey	4,037	5,743	-	-
Koen Bouckaert	5,827	6,059	-	-
Bram Vanparrys	1,750	2,860	-	-

⁹ Acting as a director of L2 Capital BV.

¹⁰ Acting as a director of Root BV.

4. Diversity policy

Gimv believes that diversity in various areas contributes to a better understanding of social developments and innovative trends and therefore also of Gimv's investment opportunities, risk management and organisation. Diversity of competences and opinions ensures an open and constructive discussion of strategic decisions on its turn leading to better decision-making.

Diversity, at least in terms of gender and professional background, is also an explicit part of the procedure for the selection of new board of directors and executive committee members. More broadly within the organisation, Gimv is attentive, on a permanent basis, to investing in the recruitment, training, career guidance and retention of diverse talent.

It goes without saying that Gimv does not tolerate any form of discrimination. Everyone must respect the differences in the individuality of each person and must achieve Gimv's objectives together without regard to race, ethnicity, religion, origin, gender, sexual orientation, disability, age, marital status or other characteristics. No form of illegal discrimination or inappropriate/unacceptable (sexual) behaviour will be tolerated (see also the Code of Conduct, 4.2).

During the financial year 2021-22, Gimv started, under the guidance of an external partner, a periodic survey on 'diversity, equity & inclusion' among its employees. There was a high level of participation and many suggestions for further improvement were made.

4.1. Gender diversity

Gender diversity promotes better understanding of the market, enhances creativity and provides more effective leadership. Gimv strives to discover potential female talents at an early stage and to provide them with opportunities that enable them to develop their full potential.

With four women out of twelve directors, including the chairman of the board of directors, Gimv meets the legally required gender diversity in the composition of the board of directors (Article 7:86 CAC). After the appointment of Hilde Windels, the board will consist of five women.

Gender diversity is a constant point of attention in the recruitment of new employees. Out of thirteen new employees, Gimv recruited five women in the past financial year, four of them in the role of investment professional.

In terms of gender diversity within the organisation, in FY 2019-20, Gimv subscribed to the France Invest Charter 'sur les engagements pour favoriser la parité femmes-hommes chez les acteurs du capital-investissement et dans leurs participations'. In addition, Gimv also took the initiative during FY 2021-22, as the first private equity investor in Belgium, to become a member of Level20 (<https://www.level20.org/>), a non-profit organisation that promotes gender diversity in the European Private Equity sector. This led to the creation of the Belgian division of Level20 during FY 2022-23, with Charlotte Vanden Daele, legal counsel at Gimv, as chairman.

4.2. Professional background

Complementary professional knowledge and experience is another important part of Gimv's diversity policy in order to remain competitive in a constantly changing world. This applies equally for the board of directors, the executive committee and more broadly throughout the organisation.

4.3. Age

Age diversity is also essential in the context of diversity policy. Attracting young talent with complementary knowledge and experience, with particular attention to 'digital natives' and creating a dynamic environment all contribute to Gimv's ability to remain at the forefront of insight into new technology and social evolutions. The combination of these with talented professionals having broader and more in-depth work experience leads to better outcomes, both in the selection of interesting investment opportunities and in guiding the participations on their way to success. Gimv is also keen to invest in the personal and professional development of young talent by providing maximum stimulation for following advanced courses, both in regular higher education and in the context of specific training courses for young professionals.

4.4. Geographic diversity

Gimv's presence in four countries with local teams translates into a geographical diversity that provides significant added value in a world characterised by increasing internationalisation.

5. Capital

5.1. Reference shareholder

Vlaamse Participatiemaatschappij NV (VPM) holds 7,527,940 shares or a 27.65% interest in Gimv. During FY 2022-23, no situations arose leading to the application of article 7:91 of the Companies and Associations Code (cfr. above). The presence of five directors appointed to the Gimv board of directors on the proposal of VPM makes VPM's strategic objectives as reference shareholder clear for Gimv's board of directors.

5.2. Evolution of capital

Gimv's share capital amounts to EUR 258,413,548.56 and is represented by 27,222,697 fully paid-up shares without nominal value. All shares have the same rights and fractional value and are fully paid up. The following capital increases have taken place since 1995 (converted into EUR):

Evolution of capital

Date	Capital		Issue premium	Total number of shares
	Increase	Total		
31-01-1995	672,262.43	102,756,848.70	1,021,820.48	4,145,201
31-07-1995 ⁽¹⁾	12,146,782.71	114,903,631.00	37,436,384.32	4,635,201
27-05-1997 ⁽¹⁾	103,240,216.30	218,146,301.80	-	23,176,005
05-12-2000 ⁽²⁾	1,853,698.20	220,000,000.00	-	23,176,005
03-08-2012 ⁽³⁾	7,478,071.40	227,478,071.40	17,130,237.58	23,963,786
02-08-2013 ⁽³⁾	7,223,793.74	234,701,865.10	17,946,082.81	24,724,780
01-08-2014 ⁽³⁾	6,662,763.59	241,364,628.60	16,552,314.41	25,426,672
28-07-2020 ⁽³⁾	5,889,797.58	247,254,426.20	22,341,223.42	26,047,134
29-07-2021 ⁽³⁾	5,765,544.49	253,019,970.70	22,932,877.01	26,654,508
28-07-2022 ⁽³⁾	5,393,577.86	258,413,548.56	20,459,021.64	27,222,697

1 Incorporation of issue premium and 1:5 share split (1:5)

2 Capital increase and conversion into EUR

3 Capital increase via stock dividend option

Apart from the above-mentioned shares the company has not issued any securities that on exercise or conversion would produce an increase in the number of shares. All shares of the Company are listed on the First Market of Euronext Brussels, with share code GIMB, ISIN code BE0003699130, Reuters code Gimv.BR and Bloomberg code GIMB BB.

5.3. Authorised capital

Based on the articles of association (article 9) as approved by the extraordinary general meeting on 24 June 2020, the board of directors is authorised to increase the share capital in one or more instalments by (i) an amount of up to the capital for capital increases with application of the preferential subscription right of existing shareholders, and (ii) an amount of no more than twenty percent (20%) of the capital for capital increases with suspension of the preferential subscription right of existing shareholders.

The special report of 17 March 2020 of the board of directors to the general meeting (in application of article 7:199 CAC) sets out the special circumstances in which the board of directors can make use of this authorisation.

The board of directors has used this authorisation for authorised capital on three occasions.

Date	Occasion	Description
28 July 2020	Optional dividend FY 2019-20	The statutory capital was increased with EUR 5,889,797.58 by issuing 620,462 new shares with an issue price of EUR 45.50 per share. The difference between the fractional value and the issue price, i.e. EUR 22,341,223.42, was record as an issue premium.
29 July 2021	Optional dividend FY 2020-21	The statutory capital was increased with EUR 5,765,544.49 by issuing 607,374 new shares with an issue price of EUR 45.50 per share. The difference between the fractional value and the issue price, i.e. EUR 22,932,877.01, was record as an issue premium.
28 July 2022	Optional dividend FY 2021-22	The statutory capital was increased with EUR 5,393,577.86 by issuing 568,189 new shares with an issue price of EUR 45.50 per share. The difference between the fractional value and the issue price, i.e. EUR 20,459,021.64, was record as an issue premium.

5.4. Repurchase of own shares

Based on the articles of association (Article 11) as approved by the extraordinary general meeting on 24 June 2020, the board of directors is authorised to acquire its own securities up to a maximum of twenty percent (20%) of the capital or to pledge them at a unit price that may not be lower than twenty percent (20%) below the average closing price of the last twenty trading days prior to the transaction and that may not be higher than twenty percent (20%) above the average closing price of last twenty trading days prior to the transaction.

This authorisation has been granted for a five-year period until June 2025. After the first repurchase of 40,000 own shares in the financial year 2020-21, Gimv used this possibility a second time during the financial year 2021-22 to repurchase 32,000 own shares as part of the share purchase plan for personnel (see remuneration policy 4.10). No repurchase of own shares took place during FY 2022-23.

5.5. Threshold for convening the general meeting

Shareholders who, independently or jointly, represent 3% of the authorised capital, are entitled to place items on the agenda of the general meeting and to submit proposals for resolutions.

Apart from this, the board of directors will consider any reasonable proposal from a shareholder, regardless of his shareholding. If the proposal is of interest to Gimv and its shareholders, the board of directors will place the item on the agenda of the General Meeting.

6. External audit

The external audit of Gimv and of most of its subsidiaries was entrusted by resolution of the general meeting of 29 June 2022 to BDO Bedrijfsrevisoren CVBA, having its registered office at Antwerp-Berchem, Uitbreidingstraat 72 box 1, for a renewable period of three years ending after the general meeting that will be invited to approve the accounts for FY 2024-25. BDO Bedrijfsrevisoren has appointed David Lenaerts, auditor, as permanent representative.

During FY 2022-23, Gimv paid a total of EUR 342,633 (VAT excluded) to BDO: This amount is composed of:

- EUR 107,750 for the statutory audit of Gimv's financial statements;
- EUR 89,400 for the statutory audit of the annual accounts of Gimv's subsidiaries, for which BDO is appointed as statutory auditor;

- EUR 125,783 for other audit assignments, mostly in connection with other advisory assignments relating to Gimv investee companies;
- 0 EUR for tax advice relating to Gimv's investee companies;
- EUR 19,700 for assignments outside the scope of auditing, including verifying the variable remuneration and checking the valuation of share options or warrants of co-investment companies;
- 0 EUR for various due diligence assignments.

The remuneration for the statutory audits of the annual accounts of Gimv and its (direct or indirect) subsidiaries is adjusted annually based on the evolution of the consumer price index.

Article 3:65 of the Belgian Companies and Associations Code requires the Company to state in the notes to the financial statements the fees associated with exceptional activities or special assignments performed by the statutory auditor or a person associated with the statutory auditor, within (i) Gimv, (ii) Belgian companies or persons affiliated with Gimv and (iii) its foreign subsidiaries. Since Gimv, as an investment company, has dozens of shareholdings, in Belgium and abroad, it has agreed the following procedures with its statutory auditor:

- the additional statutory tasks and the other services provided by the statutory auditor (and companies affiliated to or cooperating with BDO) are subject to strict monitoring and, on occasions, approval;
- Gimv requires a specific report of the assignments undertaken by BDO or (legal) persons affiliated to it for Belgian affiliates or foreign subsidiaries where Gimv holds more than 50% of the shares;
- for all other participating interests, whether or not companies affiliated with Gimv, Gimv inquires of its statutory auditor (or companies affiliated to or cooperating with BDO) whether tasks, mandates or assignments have been carried out. However, as Gimv's management is generally not involved in appointing service providers for its investee companies, it does not always have this information;
- BDO also has internal systems for detecting conflicts of interest in a timely manner. Although Gimv has no reason to doubt the completeness and accuracy of the information obtained in this way, it is unable to give any guarantees in this respect.

7. Internal control and risk management

Internal control can be defined as a system, developed by the governing body, which contributes to the governance of the Company's activities, its efficient performance and an optimal use of its assets, taking into account the objectives, size and complexity of the activities.

The ever-increasing complexity of today's society and of Gimv's investment projects in general, as well as changing laws and regulations, necessitate a greater degree of risk awareness.

Risk management is the process of identifying, assessing, controlling and communicating about risk from an integrated and organisation-wide perspective. This is an ongoing process, imposed on us by a changing world and measures introduced in changing circumstances.

The main features of the internal control and risk management systems are described below.

7.1. Control environment

The Company's control environment - the way the organisation deals with risk management - is defined by its corporate culture:

- the mission and values, organisational culture, philosophy, management style and corporate structure;
- the definition of integrity and ethics in the Gimv Code of Conduct for the board of directors and employees (www.gimv.com/en/about-gimv/corporate-governance);
- the roles and responsibilities of the board of directors and the various committees as defined in the Corporate Governance Charter (<http://www.gimv.com/en/about-gimv/corporate-governance>). This shows that each department within Gimv operates with a high level of independence, but that, at the same time, Gimv has also developed a powerful and centralised decision process for new investments.

7.2. COSO-model based approach

The Company is convinced that risk management is an essential part of good governance and the development of sustainable corporate performance. By maintaining an appropriate balance between risks and returns, the Company seeks to maximise business success and shareholder value. Optimal risk management also needs to contribute to the realisation of the (strategic) objectives by:

- optimising operational business processes in terms of effectiveness and efficiency;
- reliable financial reporting;
- monitoring its activities in accordance with regulations, laws and codes of conduct.

This approach concurs with that of the COSO model. This is an international frame of reference for an integrated system of internal control and risk management as developed by the Committee of Sponsoring Organisations of the Treadway Commission ("COSO"). This COSO reference framework is built around five components: (i) control environment, (ii) risk management process, (iii) control activity, (iv) information and communication and (v) supervision and monitoring. This model is until now acknowledged as the standard framework for internal control.

7.3. Management measures and internal control

This risk analysis serves to update the risk and control matrix, showing the risks and the corresponding management measures for each process. This includes both the operating risks and risks that impact the financial reporting.

- during an initial phase, Gimv evaluates whether the internal control mechanisms are structured in a sufficiently effective and efficient manner. Where shortcomings are detected, remedial measures are taken by the persons responsible for the relevant process and control mechanisms;
- in a second phase, all controls are tested in terms of structure and of effectiveness and efficiency. In this way we check whether the controls are operating correctly in the daily activities. Where shortcomings are detected, recommendations are formulated and a second round of tests follows to determine whether all recommendations have been implemented.

Departure from best principle 4.14 of the 2020 Code

Gimv does not have a separate internal audit function. As such it departs from best principle 4.14 of the 2020 Code. The audit & risk committee assesses on an annual basis the need to set up an independent internal audit function and advises the board of directors on this. To date, the board of directors and the audit & risk committee have always considered that an internal audit function is not strictly necessary, as the evaluation of the internal control systems is embedded in the financial department and the external audit.

For time to time, external parties are also brought in to provide specialised advice on specific risk areas. The main internal control risks are linked to the management of the company portfolio and are mainly transaction related. Thorough substantive control of transactions initiated by the business is carried out by the central functions. This second-line control is supplemented by the external audit.

Additional reasons for the absence of an internal audit function include the fact that Gimv has a relatively small staff, that an internal audit function would not be a full-time assignment, that a segregation of duties increases independence and, moreover, makes it possible to test against external experiences. Moreover, the rigorous internal and external control systems in place lead to a comparable result.

7.4. Assessment of the approach applied

For risk control, Gimv has opted for an approach in which the portfolio and process risks confronting Gimv in its activities are assessed on a regular basis. The monitoring of a number of these risks (including market and economic risk, liquidity risk and currency risk) is included in the recurrent financial control. In addition, a number of other risks (fiscal risk, legal risks, provisions for group insurance obligations, etc.) are monitored by the audit & risk committee on an annual basis. Finally, there are a number of further risks handled on an ad-hoc basis. For instance, the audit & risk committee focused this year more specifically on the impact of high inflation on the portfolio. This combination of recurrent monitoring and ad-hoc discussion of major risks is intended to allow Gimv's management to guarantee the efficient application of the control processes, so as to continuously enhance the effectiveness of risk management.

7.5. The most significant risks

The most significant risks facing the Company are set out in Chapter 8. Financial Statements.

Remuneration report

A. Remuneration report

1. FY 2022-23: Gimv results and link with remuneration

In the past FY 2022-23, portfolio companies continued to show strong revenue growth (+24.2%). It was also an intensive investment year, with EUR 260.6 million in total investments.

The average development of the realised EBITDA of the portfolio companies was slightly negative (-1.7%), mainly due to high price increases (including energy, commodities, supply chain and salaries) that could not, not fully and/or not immediately, be passed on. Realised capital gains on some successful exits (namely EUR 175 million cash proceeds, with a realised money multiple of 1.8x invested) contributed positively to the portfolio's break-even result. This still led to a net operating result of EUR -59.5 million, partly due to operating expenses.

This means that the company overperformed on two of the four financial performance criteria for the FY 2022-23 (revenue growth and investment volume), but underperformed on the other two financial performance criteria (EBITDA growth and net operating result). The latter had a negative impact on the short-term incentive for the FY 2022-23, in accordance with the principles set out in the remuneration policy (see A.5 below).

The board of directors finds that the total remuneration paid to management and employees in or relating to the FY 2022-23 is consistent with the pre-established principles and the remuneration policy as approved by the general meeting on 30 June 2021 (and last amended by the board of directors' resolution of 21 February 2023):

- there was no significant increase in the total cost of fixed remuneration (other than indexation) during the past financial year;
- the only variable remuneration paid in the past financial year was the short-term incentive relating to the FY 2021-22 (see A.5 below);

- no payments were made under the long-term incentive plan during the past financial year. The provision also did not change significantly over the past financial year (see A.6 below).
- Gimv paid earn-outs under the historical 2010 and 2013 co-investment structures (see B.3 below).

2. Application of the remuneration policy – procedure followed

The general meeting of 29 June 2022 approved the remuneration report with 98% of the casted votes. In view of the outcome of this vote and the lack of feedback from shareholders, no specific follow-up was required.

During FY 2022-23, the board of directors determined the remuneration of the non-executive directors and the members of the executive committee in execution of the remuneration policy, as it was approved by the general meeting on 30 June 2021. The following procedure was followed:

- in March 2022, the board of directors decided on the self-employment of the executive committee members, based on Deloitte's opinion, the decision of the national office for social security (RSZ) and the proposal of the remuneration committee (see A.1 above and A.4.2 below). After this change, the remuneration policy was updated to reflect the new situation;
- in February 2023, the board of directors decided to change the fixed remuneration of the non-executive directors, as of FY 2023-24, within the envelope approved by the general meeting and this based on the benchmark study of WTW and the advice of the remuneration committee (see A.3 below). After this change, the remuneration policy was updated to reflect the new situation;
- the assessment of the financial and non-financial performance criteria was carried out by the board of directors, on the proposal of the remuneration committee, in April 2022 for FY 2021-22 and in April 2023 for FY 2022-23 (see A.1 above and A.6 below);
- the establishment of the financial and non-financial performance criteria was carried out by the board of directors, on the proposal of the remuneration committee, in April 2022 for FY 2022-23 and in April 2023 for FY 2023-24.

3. Remuneration of the non-executive directors

3.1 Remuneration of the non- executive directors paid in FY 2022-23

The total budget for the remuneration of the non-executive directors, as approved by the general meeting on 29 June 2022, amounts to EUR 900,000. The total remuneration relating to the FY 2022-23 paid to the non-executive directors amounts to EUR 608,750 and is therefore within the approved budget. This amount excludes the additional amount of EUR 48,000 paid to the chair during the FY 2022-23, intended to cover the expenses specific to this mandate.

The following table details all remuneration paid or owed by the company to the non-executive directors in respect of FY 2022-23 in application of this budget. These remunerations have been paid in accordance with the principles set out in the remuneration policy (sub 3.1).

Remuneration of non-executive directors (in EUR)

	Director		Fixed remuneration				Remuneration attendance fees				Total amount received
	Since	Until	Board of directors	Remuneration committee	Audit & risk committee	Nomination committee	Board of directors	Remuneration committee	Audit & risk committee	Nomination committee	
Hilde Laga*	2015	2023	175,000	-	-	-	-	-	-	-	175,000
Koen Dejonckheere	2008	2025	-	-	-	-	-	-	-	-	-
Brigitte Boone	2015	2023	21,000	-	3,750	-	12,500	-	5,000	-	42,250
Marc Descheemaecker	2014	2023	21,000	-	3,750	3,750	13,750	-	5,000	-	47,250
Johan Deschuyffeleer	2018	2026	21,000	-	-	3,750	13,750	2,500	-	-	41,000
Manon Janssen	2017	2024	21,000	3,750	-	3,750	11,250	3,750	-	-	43,500
Luc Missorten	2014	2026	21,000	-	7,500	-	12,500	-	5,000	-	46,000
Geert Peeters	2016	2023	21,000	3,750	-	-	11,250	5,000	-	-	41,000
Karel Plasman	2015	2023	21,000	3,750	-	-	8,750	5,000	-	-	38,500
Bart Van Hooland	2010	2022	5,250	938	-	-	5,000	3,750	-	-	14,938
Frank Verhaegen	2017	2025	21,000	7,500	3,750	-	12,500	6,250	5,000	-	56,000
An Vermeersch	2017	2025	21,000	-	-	3,750	11,250	-	-	-	36,000
Hilde Windels	2022	2026	15,750	-	-	2,813	8,750	-	-	-	27,313

* In addition to her fixed annual remuneration, the chairperson receives a fixed annual remuneration of EUR 48,000 to reimburse the costs necessarily incurred for this mandate.

3.2 Benchmarking and changing the remuneration of non-executive directors

During the FY 2022–23, WTW conducted a benchmarking study on the remuneration of the non-executive director, by instruction of the board of directors. Based on these results, the advice of WTW and on the proposal of the remuneration committee, the board of directors decided in February 2023 to (i) increase the annual fixed remuneration of the non-executive directors from EUR 21,000 to EUR 40,000 and (ii) set the chair's remuneration at EUR 175,000 (eliminating the annual fee of EUR 48,000 intended to cover certain expenses specific to the mandate as chair), effective from the FY 2023–24.

This aligns the Management Board with the 75th percentile of the reference group (comprising the 50% largest BelMid companies¹ and a limited selection of Bel20 companies²). This adjustment fits within the overall envelope of EUR 900,000, which has applied unchanged and without being subject to indexation for a long time and is approved annually by the general meeting.

This development is motivated by the required time investment, both in terms of the number of meetings and the preparation time. This is because the board of directors makes almost all investment decisions (given the EUR 7.5 million delegation threshold of the investment committee). Because of this highly operational role, the number of board meetings is higher than average. WTW's commentary also revealed that the market is trending upwards and many companies are reviewing their directors' remuneration. The competitiveness of the non-executive directors' remuneration package is therefore key to continue attracting quality directors in the future.

Although this change represents an increase of EUR 142,000 or 19% per year on balance, it is still within the EUR 900,000 envelope approved annually by the general meeting. This change includes an increase in fixed costs of EUR 190,000 per year (i.e. the increase in fixed remuneration from EUR 21,000 to EUR 40,000 for ten non-executive directors) and a reduction in fixed costs of EUR 48,000 per year relating to the chair's remuneration.

It also lowers the ratio between the remuneration of non-executive directors and the chair to a ratio of 2.5x, which is in line with market practice.

For the sake of completeness, it is noted that only the fixed remuneration for non-executive directors (excluding the chair) has increased, while the fees for participating in board and committee meetings and the fixed fee for chairing a committee or being a committee member has remained unchanged.

3.3 Shareholding guidelines for non-executive directors

The board of directors has decided not to comply with principle 7.6 of the 2020 Belgian Code on Corporate Governance for the time being. The non-executive directors therefore do not receive any remuneration in the form of Gimv shares. The reasons for this deviation are set out in the remuneration policy (cfr. remuneration policy, item 3.1.C). The board of directors will periodically re-evaluate this in the light of any changes in market practice, although it has to establish that for now only 11% of all Belgian listed companies complies with recommendation 7.6³

4. Remuneration of the executive committee

The remuneration of the CEO and the other executive committee members is based on the principles set out in the remuneration policy (sub 4).

A direct connection exists between the company's performance and the remuneration of executive committee members, in the form both of the short-term incentive, which is based, *inter alia*, on clearly defined financial and non-financial group objectives, and of the long-term incentive plan, which is based on sustainable value creation in the portfolio and in this way is directly linked to the interests of the shareholders.

The total remuneration package and the relative ratios between the fixed annual remuneration, the short-term incentive, the long-term incentive, and other remuneration components are in line with the established remuneration policy. In view of the performance criteria applied (see below), this remuneration also contributes to the long-term performance of the company.

1 Namely Azelis, Shurgard, Lotus Bakeries, Melexis, Brederode, Telenet, Euronav, CFE, Bekaert, Barco, Montea, Tessenderlo, Kinopolis, BPost, Xior, Orange Belgium, Befimmo, Fagron and Titan Cement.

2 Namely Ackermans & van Haaren, Aedifica, Ageas, Cofinnimo, D'leteren, GBL, Sofina and WDP.

3 Study report by Guberna and VBO dd. December 2021 concerning the compliance with the Belgian Corporate Governance Code 2020, p. 12.

4.1 The remuneration of the CEO

The following table details the total remuneration package paid or owed by the Company to the CEO for FY 2022-2023 and the preceding financial years:

Remuneration of the CEO (in EUR)

FY	Yearly fixed remuneration		Variable remuneration in cash			Contribution to group and accident insurance	Total	Ratio fixed / variable	
	Fixed remuneration	Benefits in kind	One year	Multiple years	LTIP			Fixed	Variable
2022-2023	596,931	8,417	179,166	-	-	96,095	880,609	79.7%	20.3%
2021-2022	559,893	11,798	165,000	-	-	88,425	825,116	80.0%	20.0%
2020-2021	550,074	11,798	106,000	-	-	78,953	746,825	85.8%	14.2%
2019-2020	546,451	11,237	130,000	-	-	81,445	769,133	83.1%	16.9%

The CEO's remuneration relates to his mandate as managing director charged with day-to-day management. The CEO does not receive any annual fixed remuneration in his capacity as a member of the board of directors. Nor does he receive any additional remuneration for participating in board of directors or advisory committee meetings. All other directorships with group companies are also unpaid.

In accordance with Principle 7.10 of the 2020 Code there is a maximum short-term incentive, which amounts to 45 percent of the fixed annual remuneration for the managing director. The short-term incentive paid during FY 2022-23 amounted to EUR 179,166, which corresponds to 32 percent of the fixed annual remuneration. This percentage is the result of the achievement of the performance criteria for FY 2021-22 (see below 5.2) and the assessment of individual performances.

During FY 2022-23, no shares, stock options or other rights to acquire shares were offered, granted to or exercised by the CEO, nor did any stock options or other rights to acquire shares in his possession lapse.

No extraordinary fees were paid to the managing director.

4.2. Remuneration of the other executive committee member

The following table details the total remuneration packages paid or owed by the company to the other executive committee members in respect of FY 2022-23.

These figures cannot be compared with those of the previous financial year because the reporting for the FY 2022-23 covers a period in which the executive committee members were mainly self-employed opposed to being employees during the previous reporting period. The gross amount of the fixed remuneration includes other components and is also higher than in the past, although without increasing the cost for the company.

The following elements are also important for understanding the figures below:

- Due to the creation of a fifth Life Sciences platform, an additional member joined the executive committee, increasing it to eight members (including the CEO) during the FY 2022-23.
- Apart from the CEO who has always been self-employed, all executive committee members became self-employed as from 1 May 2022 (1 June 2022 for the Life Sciences platform head). The amounts shown below therefore still include a gross salary component as an employee, a final holiday-pay settlement, the short-term incentive relating to the FY 2021-22 and a limited benefit in kind. This self-employed status is cost-neutral for Gimv and was implemented in accordance with the written agreement of national office for social security's (RSZ) and Deloitte's advice.

- All contributions to the group insurance scheme (including a conversion of the two defined benefit plans that were terminated) ceased as from 1 April 2022 and that cost was included in the fixed remuneration. This means there is now maximum consistency between the total remuneration packages of the different executive committee members. The fixed remuneration also includes an amount intended to cover the cost of mobility, guaranteed income insurance, hospitalisation insurance, and so forth.
- By becoming self-employed, the executive committee members also waived any form of protection under their former status as employees including, in particular, the waiver of the longer notice periods under labour law for those who had worked at Gimv for a long time. The management agreements contain a termination clause with an identical twelve-month notice period for all executive committee members.

- When comparing the amounts mentioned in previous annual reports, it should be noted that the higher gross remuneration for the FY 2022–23 does not imply an increase in costs for Gimv.
- Apart from indexation based on the development of the health index, the fixed remuneration of the executive committee members did not change during the past financial year.

Given these significant changes during the FY 2022–23 and the fact that these figures cannot be compared with previous financial years, it has been decided to present only the figures for the FY 2022–23. The comparison with the previous financial year will naturally be mentioned again from the FY 2023–24.

Remuneration of executive committee members (in EUR)

FY	Yearly fixed remuneration	Variable remuneration in cash			Total	Ratio fixed / variable	
		One year	Multiple years	LTIP		Fixed	Variable
		2022-2023	2,731,137	693,947		-	-

In accordance with Principle 7.10 of the 2020 Code, the maximum of the short-term incentive is 45 percent of the fixed annual remuneration for members of the executive committee. The short-term incentive paid to the members of the executive committee during FY 2022-23 amounted to EUR 693,947, corresponding to 30% of the fixed annual remuneration for the FY 2021-22. This percentage is the result of the achievement of the performance criteria for FY 2021-22 (see 5.2 below) and the assessment of individual performances.

During FY 2022-23, no shares, stock options or other rights to acquire shares were offered, granted to or exercised by the other members of the executive committee. Nor did any stock options or other rights to acquire shares in their possession lapse.

Lastly, no extraordinary remuneration or exit payments were paid to executive committee members during the FY 2022–23.

5. The short-term incentive

5.1. FY 2021-2022

The figures given in the present annual report relate to the short term incentive paid in FY 2022-23, i.e. with respect to the objectives for FY 2021-22.

The group objectives for FY 2021-22 consisted of the financial and non-financial performance criteria stated below, aimed at the achieving of the strategic medium-term plan. The weighting of each objective is listed in the summary table. If a financial performance criterion is not fully met, that particular component is prorated with a linear interpolation between 0 and 100 percent and a lower limit of 2/3, below which there is no bonus budget for the relevant target.

Performance criterion			Weighting	Realised		
Financial group criteria	Growth in EBITDA and turnover in portfolio companies	EBITDA growth of at least 10%		11.66%	350%	11.66%
		Turnover growth of at least 10%		11.66%	240%	11.66%
	Investment volume	Minimum EUR 220 million new investments	70%	23.33%	89%	23.33%
	Net operating result (under IFRS)	Minimum EUR 113 million		23.33%	155%	23.33%
Non-financial group criteria	Digital	Development of the 'maturity framework' for the scoring of the portfolio companies on digitality		10%	100%	10%
	ESG	Development of the 'maturity framework' for the scoring of the portfolio companies on sustainability and the creation of a tool to collect non-financial data from portfolio companies and the processing thereof in a qualitative reporting	30%	10%	100%	10%
	ESG (Compliance/Governance)	Development of the 'maturity framework' for the scoring of the portfolio companies on compliance/governance		10%	100%	10%

The application of the performance criteria for FY 2021-22 led to the conclusion that these were fully achieved, which resulted in a short-term incentive budget of 30 percent of the total fixed salary of the participating employees, including the executive committee members. The mathematical application of the formula led, according to the board of directors, to a balanced outcome of long-term elements (turnover and EBITDA growth of the portfolio companies) and short-term elements.

In FY 2022-23, Gimv paid a total gross variable remuneration under its short-term incentive plan of EUR 3.4 million to its Belgian and foreign employees (including executive committee members but excluding the CEO). Each individual's share in this is in function of achieving certain team and individual goals that are not disclosed.

5.2. FY 2022-2023

The group objectives for FY 2022-23 consisted of the financial and non-financial performance criteria, aimed at the achieving of the strategic medium-term plan that is in line with the performance criteria and the weighting as set out in the remuneration policy. If a financial performance criterion is not fully met, that particular component is prorated with a linear interpolation between 0 and 100 percent and a lower limit of 2/3 (below which there is no bonus budget for the relevant target), unless there is an overperformance on another financial performance criterion, in which case a percentage compensation shall take place.

Performance criterion			Weighting	Realised		
Financial group criteria	Growth in EBITDA and turnover in the portfolio companies	EBITDA growth of at least 10%	11.66%	-1.7%	0%	
		Turnover growth of at least 10%	11.66%	24.2%	28.2%	
	Investment volume	Minimum EUR 220 million new investments	70%	23.33%	260.6 million EUR	27.6%
	Net operating result (under IFRS)	Minimum EUR 130 million	23.33%	-59.9 million EUR	0%	
Non-financial group criteria	HR MLT Plan	Developing and delivering an integrated HR MLT plan to the board in H2 2022-23	15%	100%	15%	
	ESG@Gimv	Setting relevant ESG targets aiming for an annual CO ₂ reduction by 2030 at least in line with the Flemish Government's ambitions	30%	7.5%	100%	7.5%
	ESG@Portfolio	Setting relevant ESG targets in consultation with the relevant portfolio companies' management based on the 2022 ESG Survey and monitoring progress with a view to the 2023 ESG Survey	7.5%	100%	7.5%	

The application of the performance criteria for FY 2022-23 has led to the conclusion that these criteria were 85.9% achieved, which resulted in a budget for the short-term incentive of 25.76% (85.9% of 30%) of the total fixed salary of the participating employees, including the executive committee members. The mathematical application of the formula led, including the compensation between financial performance criteria, according to the board of directors, to a balanced outcome of long and short-term elements.

The total bonus budget for FY 2022-23 therefore amounts to EUR 3.2 million, i.e. 25.76 percent of the total fixed salaries of the beneficiary employees. The decision on the individual allocation to each beneficiary within this bonus budget is dependent on the achievement of certain team and individual objectives. Payment will take place between June – August 2023 and will therefore be reported in the next annual report.

5.3. FY 2023-2024

The group targets for FY 2023-24 consist of financial and non-financial performance criteria that are aimed at the achieving of the medium-term plan and are in line with the performance criteria and their weighting as set out in the remuneration policy. Where a financial performance criterion is not fully met, it is in principle prorated with a linear interpolation between 0 and 100 percent and a lower limit of 2/3 (below which there is no bonus budget for the relevant target), except where there is an over-performance on another financial performance criterion, in which case a percentage compensation takes place.

Since these objectives contain information of a confidential and strategic nature for Gimv, details will be communicated only post factum in the next annual report. The assessment of these objectives, the determination of the bonus amount and its payment will take place in the customary manner in FY 2024-25. This will therefore be reported on at a later date.

6. The long-term incentive plan

As described in greater detail under item 4.5.B of the remuneration policy, Gimv has introduced a long-term remuneration plan that started on 1 April 2018 and covers all investments made in the three-year period up to 31 March 2021. A new long-term incentive plan was approved for the three-year investment period started on 1 April 2021.

As of 31 March 2023, the total provision under the current long-term incentive plans for all beneficiaries combined is EUR 12,086,892, compared to EUR 15,796,816 as of 31 March 2022. This provision relates to the LTIP 2018-2032 and the LTIP 2021-2035. No disbursements have been made under the LTIP 2018-2032 or the LTIP 2021-2035.

The beforementioned provision amounts are subject to modifications in the upcoming years, inter alia due to (i) the evolution of the value of the underlying, not yet realized investment portfolios, and (ii) the cash realization of the accrued capital gains on the underlying investment portfolios and the timing thereof.

The allocation percentages of the individual members of the executive committee under the LTIP 2018-2032 and the LTIP 2021-2035 as of 31 March 2023 are as follows: the managing director 5 percent, the *chief financial officer* 2.75 percent, the *chief legal officer* 2.75 percent and each of the five platform heads 4.25 percent (with the exception of Root BV, who holds an interest of 2.75 percent in the LTIP 2018-2032).

Gimv had no reason to exercise any clawback right under the LTIP during the past financial year.

7. Shareholding guidelines

As described under item 4.8 of the remuneration policy, the board of directors has established shareholding guidelines for the members of the executive committee. The parties involved have a period of five years to use their personal financial resources to build up a position in the Gimv share with an acquisition value equal to at least EUR 500,000 for the CEO and at least EUR 250,000 for the other executive committee members (corresponding to approximately 100 percent of their respective fixed gross annual salaries).

Executive committee members jointly purchased 4,545 Gimv shares during the FY 2022-23, further increasing their combined position to 53,667 Gimv shares with a total combined acquisition value of EUR 2.35 million. This position was built entirely from their own resources.

As of 31 March 2023, the members of the executive committee held the following positions in the Gimv share with the stated acquisition values and ratios with respect to the above-mentioned minimum threshold:

	Number of Gimv shares	Acquisition value	Minimum threshold
	3-31-2023	3-31-2023	3-31-2023
Koen Dejonckheere	15,037	676,341	135%
Edmond Bastijns	5,986	261,046	104%
Koen Bouckaert	6,059	260,591	104%
Bart Diels	5,682	259,920	104%
Erik Mampaey	5,743	249,705	100%
Kristof Vande Capelle	6,413	261,197	104%
Tom Van de Voorde	5,887	259,693	104%
Bram Vanparys	2,860	121,575	49%

8. Comparative information on the change in remuneration and salary ratio

The table below shows (i) the annual change in the remuneration of the managing director and other executive committee members¹, (ii) the annual change in the average employee remuneration based on a full-time equivalent², and (iii) the company's performance.

To properly understand the table below, it is still important to note that the reported short-term incentive figures always refer to the amounts paid in the relevant financial year based on the performance in the previous financial year.

Change in remuneration executive committee		2022-23	2021-22	2020-21	2019-20	2018-19
Managing director	Fixed remuneration	6.6%	1.7%	0.8%	1.4%	2.1%
	Short term incentive	8.6%	55.7%	-18.5%	0.0%	8.3%
	LTIP	0%	0.0%	0.0%	0.0%	0.0%
Other members executive committee	Fixed remuneration	nvt*	11.6%	5.6%	-1.5%	-23.9%
	Short term incentive	nvt*	143.8%	-60.9%	9.9%	-29.9%
	LTIP	nvt*	0.0%	0.0%	0.0%	0.0%
Average remuneration employees (FTE)		2022-23	2021-22	2020-21	2019-20	2018-19
% change vs. previous year		5.7%	9.5%	-6.6%	9.9%	1.0%
Company performance		2022-23	2021-22	2020-21	2019-20	2018-19
Net company result (IFRS) (in k EUR)		-59,467	174,285	205,724	-151,573	112,079
% change net company result vs. previous year		-134.1%	-15.3%	235.7%	-235.2%	4.7%
RoE (Return on equity) (in %)		-4.2%	13.7%	18.8%	-11.5%	8.8%
% change RoE vs. previous year		-130.7%	-27.2%	264.1%	-230.3%	1.4%

The ratio for the FY 2022-23 financial year is 20.3:1 between (i) the managing director's total remuneration package (see table 5.2), and (ii) the total remuneration of the lowest-earning employee of Gimv (expressed on a full-time basis).

¹ Taking into account (i) fixed remuneration, (ii) the short-term incentive, (iii) group insurance contributions, and (iv) the long-term incentive plan). These amounts do not consider payments under historical co-investment structures (see B below). The evolution of the remuneration of the other Executive Committee members (excluding the managing director) is not included in this table for the FY 2022-23. The amounts cannot be compared with past amounts as the executive committee members have become self-employed (see A.4.2 above). However, the comparison will be reinstated in this summary as from the FY 2023-24.

² Excluding the members of the board of directors, the managing director and the other executive committee members. The reference group includes both Belgian employees of Gimv NV and employees of its direct subsidiaries in Germany, France and the Netherlands. The calculation is expressed as a full-time equivalent and includes the fixed remuneration (based on twelve months), holiday pay and the short-term incentive. However, this calculation excludes benefits in kind as they are not material in the comparison, as well as the contribution to group insurance or similar systems in the other countries, as this remuneration component does not allow a correct basis for comparison across countries.

B. Reporting on the historical co-investment structures

1. Principles

In line with private equity practice with closed-end funds, Gimv implemented a co-investment structure (also known as '*carried interest*') for investments made up to 31 March 2018, which was based on successive investment periods of two to three years ('vintage'). As of 31 March 2023, there are still three active 'vintages', i.e. the 2010 (expiring on 31 March 2023), 2013 (expiring on 31 March 2026) and 2016 (expiring on 31 March 2028).

Executive committee members and a significant group of employees share, for the remaining lives of these co-investment structures, in the net capital gains realised on the respective investment portfolio and participate in this way in Gimv's long-term results.

It is only to the extent that a portfolio of companies can be successfully sold, after offsetting profitable shareholdings with any loss-making ones and settling the financing and management costs, that employees can share in the realised capital gain, pro rata to their investment. In this way, employees' interests are directly aligned with those of Gimv and its shareholders, that is the maximisation of realised net capital gains on the portfolio and the resulting creation of shareholder value.

Through the co-investment companies, Gimv employees co-invest in the basket of companies in which Gimv also invests during the particular vintage. The co-investments are therefore not carried out per individual participation, but per group (basket or vintage) of companies. In this manner, profitable and loss-making investments offset each other. The relevant co-investment company always invested pro rata with Gimv and at the same conditions.

Any investment returns can be realised by employees at the earliest eight years after the start of the vintage. The realised investment income is based on any net capital gains realised at that time in cash on the total investment portfolio of the relevant co-investment company, and after settlement of the costs. In year eight, Gimv buys the shares held by the participants. This is followed by a five-year earn-out period, during which further cash realisations of the investment portfolio may lead to additional payments (in principle once a year). At the end of this 13-year period, that part of the investment portfolio which has not been realised in cash by means of sales to third parties can no longer give rise to any payment under the co-investment structure, and therefore inures to Gimv.

For the current vintages, the co-investment percentage is 12.5 percent. The final percentage can be influenced downwards if certain warrants are not vested or exercised or certain shares are not transferred by Gimv to individual participants, since any such non-allocated portion flows back to Gimv (see below).

These historical co-investment structures each include around 50 participants and feature a high degree of solidarity between the various investment platforms. This solidarity is achieved by setting up a co-investment company at group level (Adviesbeheer Gimv Groep) that participates in each of at the time four platforms.

Of the total co-investment structure, approximately 30-40 percent falls to the members of the executive committee (including the CEO) and approximately 60 to 70 percent to the other staff members.

2. The historical co-investment structures in practice

Instrument - For each vintage, Gimv incorporated a co-investment company for each of the four investment platforms, as well as an umbrella co-investment vehicle. Belgian participants in the 2013 and 2016 co-investment structures received warrants free of charge (before 2013: options) on shares of these co-investment companies, while foreign beneficiaries acquired shares of these co-investment companies.

Vesting - The co-investment structures incorporated a rule by which participants acquire their rights gradually over a period of time ('vesting'). For the 2016 and 2013 co-investment structures, vesting takes place over an eight-year period as follows: no vesting in year 1, 18.75 percent per year in years 2 and 3, subsequently 7.5 percent per year as from year 4 up to and including year 8, and a final 25 percent at the start of year 9. Thus the first date at which a participant can potentially realise any investment income is after year 8, followed by a 5-year earn-out period.

Clawback - The 2016 and earlier co-investment structures do not contain any provisions whereby a beneficiary may be required to reimburse any payment received.

Exercise and transfer - Under the 2016 vintage and earlier co-investment structures, Belgian participants acquired warrants (or options) and, upon exercise, each warrant (or option) gives the right to one share in the particular co-investment company. These can be sold to Gimv at the earliest eight years after the commencement of the vintage (the first time potential investment returns can be realised), followed by a five-year earn-out period. The amount of the sale price is determined by any realised net capital gains on the basket of investments in the relevant co-investment company.

3. Evolution of the total value accrued in the historical co-investment structures

As per 31 March 2023, the total accrued value for all beneficiaries together amounts to EUR 14,176,854 compared to EUR 26,559,146 as per 31 March 2022. During the past FY 2022-23 Gimv paid (i) an earn-out for a total gross amount of EUR 164,129 to participants in the 2010 co-investment structure and (ii) an earn-out of a total gross amount of EUR 11,708,710 to participants in the 2013 co-investment structure. Except for the payments of these earn-outs, no payments were made in connection with the historical co-investment structures during the FY 2022-23.

The breakdown on 31 March 2023 of the outstanding provisions for earn-out payments (2010 and 2013 vintages) and of the total accrued value (2016 vintage) is as follows:

Vintage

Total provision for earn-outs per 31-03-2023

2010-2013	2,248,900
2013-2016	7,090,071

Total accumulated value per 31-03-2023

2016-2018	4,837,883
Total	14,176,854

The above-mentioned amounts for provisions and accrued value are subject to changes over the coming years for various reasons:

- the evolution of the value of the underlying, as yet unrealised investment portfolio (as stated before, each vintage relates to several companies);
- the cash realisation of the accrued capital gains on the underlying investment portfolio, and the timing thereof;
- the increase or decrease of the number of outstanding options/warrants and/or the number of outstanding shares.

In addition, the minority interests and provisions assume that co-investment structure participants continue in Gimv's employ until the end of the vesting scheme.

The share of the executive committee members in the total accrued value of the co-investment structure as well as the gross amounts received in FY 2022-23 in connection with the payment of the earn-outs concerning the co-investment structures 2010 and 2013, are shown in the table below:

Overview executive committee share in co-investment structure (in EUR)

	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	Gross amounts paid in 2022-23	Granted in 2022-23
Koen Dejonckheere	2010-13									267,745									25,290		
	2013-16									556,128									836,394	-	
	2016-18									107,544											
Edmond Bastijns	2010-13									105,152									9,932		
	2013-16									317,395									477,350	-	
	2016-18									64,503											
Koen Bouckaert	2010-13									156,136									8,428		
	2013-16									452,048									825,589	-	
	2016-18									271,173											
Erik Mampaey	2010-13									114,765									10,840		
	2013-16									333,694									501,862	-	
	2016-18									64,503											
Tom Van de Voorde	2010-13									435									403		
	2013-16									256,112									373,752	-	
	2016-18									737,394											
Bram Vanpayrs	2010-13									0											
	2013-16									60,423											
	2016-18																				

■ First settlement and start earn-out period (5 years) ■ End of the earn-out period

No options or warrants lapsed, nor did executive committee members transfer any options or warrants. During FY 2022-23 no other transactions took place involving executive committee members.

On behalf of the board of directors, 16 May 2023

Hilde Laga
Chairman of the board of directors

Frank Verhaegen
Chairman of the remuneration committee

8. Financial statements

General information

Name	Gimv
Legal form	NV (public limited company)
Country of domiciliation	Belgium
Registered office	Karel Oomsstraat 37, 2018 Antwerp
Date of incorporation	25 February 1980
Country of incorporation	Belgium
LEI code	549300UFGFY5IOON989
Enterprise number	BE 0220.324.117
Main geographic area of activity	Belgium – Netherlands – France – DACH Region
Description of main activities	Investment company
Website	www.gimv.com
Name of parent company	Gimv
Name of the ultimate parent of the group	Gimv
Change in name or other identifiers since end of the previous reporting period	None

Consolidated financial statements

1. Consolidated balance sheet

Assets (in 1,000 EUR)	Note	31-03-2023	31-03-2022
Non-current assets		1,532,054	1,458,853
Intangible assets	16	207	232
Property, plant and equipment	16	8,950	10,074
Investment portfolio (*)	6	1,522,897	1,448,547
Financial assets: equity investments at fair value through P&L (FVPL)	7	1,130,545	1,096,135
Financial assets: debt investments at fair value through P&L (FVPL) (*)	8	53,429	105,569
Financial assets: debt investments at amortised cost (*)	8	338,923	246,843
Current assets		196,495	381,740
Trade and other receivables	17	1,846	3,545
Cash and cash equivalents	18	191,521	377,828
Marketable securities	18	2,895	-
Other current assets		233	367
Total assets		1,728,549	1,840,593
Equity and liabilities (in 1,000 EUR)	Note	31-03-2023	31-03-2022
Equity		1,325,135	1,424,764
Equity - group share		1,312,409	1,413,034
Issued capital	19;20	258,414	253,020
Share premium	19;20	117,362	96,903
Reserves	19;21	936,633	1,063,111
Minority interests		12,726	11,730
Liabilities		403,414	415,829
Non-current liabilities		371,905	392,563
Financial debts - bonds	22	350,000	350,000
Financial debts - lease liabilities	22	1,626	2,021
Provisions	23;24	20,279	40,542
Current liabilities		31,509	23,266
Financial debts - lease liabilities	25	1,084	1,015
Trade and other payables	25	5,184	9,556
Income tax payables	15;25	9,367	2,947
Other liabilities	25	15,874	9,748
Total equity and liabilities		1,728,549	1,840,593

(*) Gimv has added a new 'Investment portfolio' subtotal to the non-current assets. The total investment portfolio is an important alternative measurement and is now presented as a separate section on the consolidated balance sheet. Note 2 explains the revision.

2. Consolidated income statement

Consolidated income statement (in EUR 1,000)	Note	2022-2023	2021-2022
Dividend income	9	5,640	9,401
Interest income	9	31,097	26,343
Realised gains on disposal of investments	10	52,465	111,861
Unrealised gains on financial assets at fair value through P&L (*)	11	124,907	167,587
Reversal of impairments on debt investments via amortised cost (*)	11	19,819	5,647
Portfolio profit		233,928	320,839
Realised losses on disposal of investments	10	-20,809	-99
Unrealised losses on financial assets at fair value through P&L	11	-197,713	-46,741
Impairments on debt investments via amortised cost	11	-16,594	-22,651
Portfolio losses		-235,116	-69,491
Portfolio result: profit (loss) (*)		-1,188	251,348
Management fees (*)		1,176	919
Other operating income		7,608	503
Operating income	12	8,784	1,422
Selling, general and administrative expenses		-16,272	-17,767
Personnel expenses		-22,271	-18,745
Amortisation and depreciation expenses (*)		-2,370	-2,123
Other operating expenses		-3,639	-18,207
Operating expenses	13	-44,552	-56,842
Operating result		-36,956	195,928
Finance income	14	3,058	334
Finance costs	14	-12,070	-11,938
Result before tax: profit (loss)		-45,968	184,324
Tax expenses	15	-9,797	-2,523
Net profit (loss) of the period		-55,765	181,801
Minority interests		3,702	7,516
Share of the group		-59,467	174,285
Earnings per share (in EUR)	Note	2022-2023	2021-2022
Basic earnings per share	21	-2.20	6.59
Diluted gains earnings per share	21	-2.20	6.59

(*) Gimv aligned the presentation of the consolidated income statement with the internal reporting. Portfolio result is an important alternative performance measure and will be henceforth reported separately in the consolidated income statement. Note 2 will explain the revision.

3. Consolidated statement of comprehensive income

Consolidated statement of the comprehensive income (in EUR 1,000)	Note	2022-2023	2021-2022
Net profit (loss) of the period		-55,765	181,801
Other comprehensive income			
Actuarial gains (losses) DB pension plans	23;24	1,889	329
Items that cannot be reclassified to profit or loss in subsequent periods (i)		1,889	329
Items that can be reclassified to profit or loss in subsequent periods (ii)		-	-
Total other elements of the comprehensive income (i + ii)		1,889	329
Total comprehensive income		-53,876	182,130
Minority interests		3,702	7,516
Share of the group		-57,578	174,614

4. Consolidated statement of changes in equity

<u>2022-2023</u> (in 1,000 EUR)	<u>Note</u>	<u>Issued capital</u>	<u>Share premium</u>	<u>Retained earnings</u>	<u>Actuarial gains (losses) DB pension plans</u>	<u>Treasury Shares</u>	<u>Equity - Group share</u>	<u>Minority interests</u>	<u>Total equity</u>
01-04-2022		253,020	96,903	1,063,953	-605	-237	1,413,034	11,730	1,424,764
Net Result for the period		-	-	-59,467	-	-	-59,467	3,703	-55,765
Other comprehensive income	23;24	-	-	-	1,889	-	1,889	-	1,889
Total comprehensive income		-	-	-59,467	1,889	-	-57,578	3,703	-53,876
Capital increase / decrease	19	5,394	20,459	-	-	-	25,853	-	25,853
Acquisition / disposal of subsidiaries		-	-	-	-	-	-	-2,646	-2,646
Dividends to shareholders	20	-	-	-69,290	-	-	-69,290	-	-69,290
Net purchase / sale own shares	19	-	-	-9	-	121	112	-	112
Other changes	19	-	-	278	-	-	278	-61	217
31-03-2023		258,414	117,362	935,465	1,284	-116	1,312,409	12,726	1,325,135

<u>2021-2022</u> (in 1,000 EUR)	<u>Note</u>	<u>Issued capital</u>	<u>Share premium</u>	<u>Retained earnings</u>	<u>Actuarial gains (losses) DB pension plans</u>	<u>Treasury Shares</u>	<u>Equity - Group share</u>	<u>Minority interests</u>	<u>Total equity</u>
01-04-2021		247,254	73,971	955,079	-934	-1,089	1,274,280	29,427	1,303,707
Net Result for the period		-	-	174,285	-	-	174,285	7,516	181,801
Other comprehensive income	23;24	-	-	-	329	-	329	-	329
Total comprehensive income		-	-	174,285	329	-	174,614	7,516	182,130
Capital increase / decrease	19	5,766	22,932	-	-	-	28,699	-629	28,070
Acquisition / disposal of subsidiaries		-	-	-	-	-	-	-8,784	-8,784
Dividends to shareholders	20	-	-	-65,118	-	-	-65,118	-	-65,118
Net purchase / sale own shares	19	-	-	-	-	852	852	-	852
Other changes	19	-	-	-293	-	-	-293	-15,800	-16,093
31-03-2022		253,020	96,903	1,063,953	-605	-237	1,413,034	11,730	1,424,764

5. Consolidated cash flow statement (direct method)

Cash flow statement (direct method) in 1,000 EUR	Note	31-03-2023	31-03-2022
Cash flow from operating activities		-44,142	-38,292
Management fees from managed funds		379	417
Remuneration and other benefits to employees and directors	13	-23,117	-21,281
Other operating expenses	13	-17,193	-16,728
Paid/recovered CIT and other taxes		-4,211	-700
Cash flows from investing activities		-87,439	-52,854
Investments in financial assets: equity investments	7	-172,144	-179,931
Investments in financial assets: debt investments	8	-73,707	-93,829
Proceeds from divested financial assets: equity investments	7	149,910	212,685
Proceeds from repaid financial assets: debt investments	8	16,924	6,945
Interest received	9	1,307	535
Dividend received	9	5,358	9,294
LTIP payments	24	-11,873	-9,167
Other cash flows from investment activities		-3,214	614
Cash flows from financing activities		-51,830	-48,506
Interest received on cash deposits		2,703	49
Paid interest and fees on cash deposits and credit lines	22	-11,264	-11,640
Dividends to shareholders	9	-43,449	-36,378
Purchase Own Shares	19	-	-1,688
Sales Own Shares	19	175	1,780
Other cash flow from financing activities		5	-629
Change in cash during period		-183,411	-139,652
Cash at beginning of period		377,828	517,480
Cash at end of period		194,416	377,828

Notes to the consolidated financial statements

Note 1. Valuation rules and accounting principles

1. Declaration of Conformity and Accounting Standards

Gimv NV is a public limited liability company under Belgian law and listed on Euronext Brussels. The registered office is located at Karel Oomsstraat 37 in 2018 Antwerp. The consolidated statements of Gimv cover a period of 12 months ended on 31 March 2023. They were approved by the Board of Directors on 16 May 2023.

Pursuant to article 13 § 2,3 of the Royal Decree of 14 November 2007, CEO Koen Dejonckheere and CFO Kristof Vande Capelle declare, on behalf of and for the account of Gimv that, as far as is known to them:

a) the consolidated financial statements have been drawn up in accordance with the International Financial Reporting Standards (IFRS) as adopted in the European Union and that they give a true and fair view of the equity and financial situation of the Group at 31 March 2023, and of its results and cash flows for the financial year ending on that date.

b) the annual report gives a true and fair view of the development and results of the Group, as well as a description of the main risks and uncertainties with which it is confronted.

Applied new and changed standards

During the current period, the Group has applied all the new and revised Standards and Interpretations issued by the International Accounting Standards Board (IASB) and the International Financial Reporting Interpretations Committee (IFRIC) of the IASB, as endorsed by the European Union, which are effective for the financial year beginning on 1 April 2022. Gimv has not applied any new IFRS guidelines that are not yet effective as of 31 March 2023.

The following new and revised Standards and Interpretations, issued by the IASB and IFRIC and as endorsed by the EU, are in force for the current period:

- Annual improvements 2018-2020 cycle (May 2020);
- Amendments to IFRS 3 Business Combinations - References to the Conceptual Framework (May 2020);
- Amendments to IAS 16 Property, Plant and Equipment - Proceeds before intended use (May 2020);
- Amendments to IAS 37 Provisions, contingent liabilities and contingent assets – onerous contracts— cost of fulfilling a contract (May 2020).

The application of these new standards, interpretations and amendments has had no material impact on Gimv's consolidated financial statements.

Standards effective after the balance sheet date

The group has not adopted in advance the following new and amended standards, which come into effect after 31 March 2023:

- Amendments to IFRS 16 Leases – Lease Liabilities in a Sale and Leaseback (September 2022)*;
- Amendments to IAS 1 Presentation of Financial Statements - classification of liabilities as current or non-current (January 2020)* and Amendments to defer the effective date of amendments published in January 2020 (July 2020)* and Amendments to the disclosure of accounting policies (February 2021)*;
- Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors - Definition of Estimates (February 2021);
- Amendments to IAS 12 Income Taxes - Deferred Tax related to Assets and Liabilities arising from a Single Transaction (May 2021).

* Not yet endorsed by the EU as of 31 March 2023

No material impact is expected in subsequent periods from the application of the other new and revised Standards and Interpretations.

2. Consolidation principles

The consolidated financial statements contain the financial details of the parent Gimv NV and its fully consolidated subsidiaries (the “group”). All subsidiaries close their annual accounts on 31 March.

Exemption from the consolidation obligation for investment entities

The general application of IFRS 10 'Consolidated financial statements' requires entities to consolidate participations over which they exercise de facto control. IFRS 10 § 27 grants investment entities an exemption to the general principle that a parent must consolidate all of its subsidiaries.

Given that Gimv meets the definition of an investment entity, the group measures all shareholdings in portfolio companies at fair value through profit and loss, in accordance with IFRS 9 'Financial Instruments'.

IFRS 10 defines an investment entity as an entity that:

- acquires funds from one or more investors for the purpose of providing investment management services to these investors;
- undertakes to its investor(s) to achieve capital gains or other investment income or a combination of both (corporate purpose);
- measures and evaluates the performance of substantially all of its investments on a fair value basis.

Resources

As a publicly listed investment company Gimv obtains its funds from a wide variety of investors who are shareholders of the listed company. In addition to a number of institutional investors, there are also a large number of (mainly Belgian) retail investors who via their shares in Gimv gain access to a portfolio of unlisted growth companies.

Gimv also carries out investments in the form of co-investment partnerships, using funds provided by external parties. The co-investment partnerships are currently in the divestment phase.

Corporate objective

Gimv's stated aim is to 'achieve double-digit returns and implement an attractive dividend policy through the performances of our portfolio companies and through successful exits'. Gimv invests in companies with a view to a achieving a financial return on exit and not to developing products and services in cooperation with the investee companies.

It strives first of all to build strongly performing companies, with the potential to grow on the basis of, among other things, competitive advantage, dominant market position, strong management and potential scalability in other markets. Starting from carefully selected macro trends, Gimv's vision for the future is translated into four investment platforms, each with a specific investment approach: Consumer, Healthcare, Life Sciences, Smart Industries and Sustainable Cities.

Fair value

Gimv management assesses the performance of the investments on the basis of fair value.

The results of the portfolio valuation (by reference to fair value) are explained in detail in the external financial communication to investors, analysts and the press.

3. Scope of consolidation

Subsidiaries and associated companies

Given that Gimv meets the definition of an investment entity (IFRS 10), it measures all shareholdings in portfolio companies (both subsidiaries with majority participations and associated companies) at fair value through profit and loss. Associated companies are undertakings in which Gimv has significant influence over the financial and operating policies, but which it does not control.

The shares of subsidiaries and associated companies are presented in the balance sheet as "financial assets at fair value through profit and loss". Changes in fair value are taken into profit or loss in the period in which the change takes place. See below ('determination of fair value') for more information about the measurement procedure.

Subsidiaries of an investment entity that provide asset management services to third parties have, however, to be consolidated according to IFRS 10 §32. All subsidiaries and associated companies and their consolidation methods are listed in Note 2.

Non-controlling interests

Non-controlling interests represent that part of the net results and of the net assets of a subsidiary that is attributable to interests which are not owned, directly or indirectly through subsidiaries, by the group.

4. Business combinations and goodwill

Business combinations in a new investment entity that provides asset management services are accounted for by the acquisition method. In the balance sheet, the identifiable assets, liabilities and contingent liabilities of the acquiree are initially measured at their fair value at acquisition date. The earnings of the acquired activities are included in the consolidated income statement from the date on which control was obtained. Costs related to business combinations are charged to the income statement.

The goodwill (gain on bargain purchase) is determined as the positive (negative) difference between the following two elements:

- the total of (i) the consideration transferred and, if applicable, (ii) the amount of the non-controlling interests (minority interests) in the acquired entity and (iii) the fair value of the participating interests already acquired by the group before the acquisition of control; and
- the net balance of the identifiable assets acquired and the liabilities assumed as established at acquisition date.

If this difference profit negative, this amount is immediately taken to the result as a gain on bargain purchase.

The goodwill is recognised as an asset in the balance sheet under "Goodwill" and is subject to an annual impairment test, in particular by comparing the recoverable amount of the cash-generating units ("CGU") to which the goodwill is allocated with their carrying amount (including goodwill). Where the carrying value is higher, a write-down must be recognised in the income statement.

5. Foreign currencies

Foreign currency transactions are stated at the exchange rate applicable at the transaction date.

Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange prevailing at the balance sheet closing date. Non-monetary assets and liabilities expressed in foreign currency are converted at the exchange rate at the transaction date.

The exchange rate and currency translation differences resulting from these transactions are included in the income statement under operating result.

6. Financial derivatives

Derivatives are measured at fair value. Changes in fair value are recognised in the income statement as other operating income or other operating expense. The Group does not apply hedge accounting.

7. Intangible and tangible non-current assets

Tangible and intangible non-current assets, excluding goodwill, are taken into in the balance sheet at acquisition cost and depreciated/amortised on a straight-line basis over their expected useful lives. At the balance sheet date, the group reviews the carrying values of intangible and tangible non-current assets with finite useful lives to determine whether there is any indication of an impairment of these assets. The expected useful life of tangible non-current assets has been set at:

- software and licences: 5 years
- buildings: 30 years
- buildings maintenance: 3 years
- furniture and equipment: 9 to 13 years
- hardware: 5 years

Land is not depreciated. Depreciation is calculated from the date the asset is available for use.

Impairment of non-financial assets

At each closing date, the Group assesses whether there is any indication that an asset may be impaired. Where such indications of impairment exist, an estimate is made of the recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable value. Impairment losses are recognised in the income statement.

Previously recorded write-downs, except for goodwill, are reversed through the income statement when the recoverable amount exceeds the book value.

Leasing

For all contracts, a right of use and a lease obligation are recognised in conformity with IFRS 16 Leases, with the exception of:

- Leases of low-value asset;
- leases with terms of 12 months or less.

Lease obligations are measured at the present value of the contractual payments due to the lessor over the lease term, the discount rate being based on the interest rate included in the lease, except where this cannot be directly determined, in which case the group's marginal interest rate at the start of the lease is applied. Variable lease payments are included in the measurement of the lease obligation only where they are based on an index or interest rate. In such cases, it is assumed at the time of the initial measurement of the lease liability that the variable element will remain unchanged throughout the lease term. Other variable lease payments are charged in the period in which they are incurred.

On initial recognition, the carrying amount of the lease liability also includes:

- amounts expected to be payable under residual value guarantees;
- the exercise price of a purchase option granted to the group if it is reasonably certain that the group will exercise this option;
- payments of lease termination penalties, if the lease period reflects the exercise of an option to terminate the lease.

Rights of use are initially measured at an amount equal to the lease obligation, less lease incentives received, and increased by:

- lease payments made at or before the commencement of the lease;
- the initial direct costs incurred;
- the amount of a provision recognised when the group is contractually obliged to dismantle, remove or repair the leased asset.

After the initial valuation, the lease obligations increase as a result of a constant interest rate on the remaining balance and are reduced by lease payments made. Rights of use are depreciated on a straight-line basis over the remaining term of the lease or the remaining economic life of the asset where, in exceptional cases, this is considered shorter than the lease term.

Lease obligations are revalued in the event of a change in future lease payments as a result of a change in an index or rate or in the event of a change in the estimated term of a lease contract.

8. Financial assets

The financial assets mainly consist of (i) equities measured at fair value, (ii) debt investments measured at fair value, (iii) debt investments measured at amortised cost, (iii) trade and other receivables, (iv) cash and cash equivalents and (v) marketable securities.

Financial assets are recorded on balance sheet on the date of payment of the investment amounts. Investments contracted before the end of the financial year for which Gimv manages the related contractual rights, and for which the investment amounts are paid shortly after the closing date, are also recognised in the financial assets on the closing date of the financial year.

Purchases and sales of financial assets settled by standard market conventions are recognised at settlement date.

Renegotiated credits are the result of a longer-than-expected holding period and not a deteriorating credit position of the company. Renegotiated credits do not lead to a cancellation of the receivable. The book value of the renegotiated receivable is measured at amortised cost. There are no material changes in contractual cash flows.

Classification and valuation

When acquiring or investing in a financial asset, the contractual terms determine whether it is an equity instrument (shares) or a debt instrument (debt investment).

The **shares** measured at fair value are the equity instruments belonging to the group's investment portfolio, including associated participations, which, in accordance with item 2 "Consolidation principles", are measured at fair value with the fair value changes taken through profit and loss (FVPL). Initially, these shares are recorded at their fair value at acquisition date. Subsequent unrealised gains and losses resulting from revaluations at the end of each reporting period are recognised in the income statement under the headings "Unrealised gain on financial assets measured at fair value through profit or loss (FVPL)" and "Unrealised loss on financial assets measured at fair value through profit or loss (FVPL)".

The **debt investments** measured at fair value and at amortised cost relate to loans to portfolio companies with fixed or determinable payments that are not quoted on an active market. The properties of the contractual cash flows are assessed at initial recognition on an individual basis by application of the SPPI ("Solely Payments of Principal and Interest") test. An assessment is made as to whether the instrument generates cash flows on specified dates that are only payments of principal and interest on the outstanding capital. In addition, an assessment is made as to how these cash flows fit within the business model. Gimv's business model consists exclusively of holding the debt investments to maturity.

- Debt investments that meet the SPPI test and the business model are measured at amortised cost. On initial recognition, they are measured at fair value, plus transaction costs directly attributable to their acquisition. Subsequently, the effective interest method is applied whereby the difference between the valuation at initial recognition and the redemption value is recognised in the income statement based on the effective interest rate.
- Debt investments that do not pass the SPPI test, such as convertible debt instruments, are initially measured at fair value and subsequently, at each reporting period, at fair value with the fair value changes recognised in the income statement under the headings: "Unrealised gain on financial assets measured at fair value through profit or loss (FVPL)" and "Unrealised loss on financial assets measured at fair value through profit or loss (FVPL)". Any transaction costs paid on the acquisition of these instruments are recognised directly in the income statement under purchases of goods and miscellaneous services.

The trade and other receivables mainly relate to trade receivables with a maximum term of one year. These trade and other receivables are measured at amortised cost.

Cash and cash equivalents

Cash, deposits and cash equivalents are all treasury resources held in cash or on a bank deposit, as well as treasury resources invested in liquid products not subject to fluctuations in value. These are recorded in the balance sheet at their nominal value. Bank deposits and cash equivalents in this section are available within no more than three months.

Marketable securities

These are treasury resources invested in marketable securities which are subject to market valuation. These investments are originally recognised at fair value, being equal to their cost price at recognition date. Subsequently these products are measured at fair value, with any fluctuations recorded in the financial result.

Derecognition of financial assets

Financial assets are derecognised whenever the group no longer manages the contractual rights attached to them. It does this whenever the financial assets are sold or whenever the cash flows attributable to these assets are transferred to an independent third party.

The capital gain or loss on disposal of investments is calculated as the difference between the sales price and the carrying value of the investment at the beginning of the financial year of sale and is presented under the heading "gain or loss on disposal of investments". Any unrealised capital gains or losses recorded in the current financial year before the derecognition of the financial assets are cancelled.

The selling costs are in most cases offset in the selling price, with all shareholders contributing to the selling costs. In exceptional cases, Gimv bears the full costs. These are often immaterial in relation to the sale price and are recognised as an expense and not offset against the sale proceeds.

Impairment losses on financial assets

Expected credit losses on financial assets measured at amortised cost are evaluated and recognised at the end of each reporting period. When determining expected credit losses, the financial assets are divided into three categories, grouped by investment. The expected credit losses are determined as follows:

- Category 1 – performing assets – these are assets in portfolio companies that are performing as expected at the time of granting the loan. In this case, a “12-month expected credit loss” is applied to the probability of events arising within 12 months leading to payment default.
- Category 2 – underperforming assets – these are assets in portfolio companies that are performing significantly less well than expected at the time of granting the loan. In this case, the credit risk is judged to have increased significantly compared to that on initial recognition and a lifetime expected credit loss is determined.
- Category 3 – non-performing assets (credit-impaired assets) – these are assets held in portfolio companies that have failed to make contractual payments.

At the time of initial recognition, investments always fall into category 1 and the expected credit loss in the next 12 months is not considered to be material. When assessing whether assets are performing, underperforming or non-performing, the evolution of the equity value of the portfolio company is determined. In the event of non-performance, facts and circumstances are also taken into account, such as - but not limited to - contractual payments not made (on time). The change in credit risk is determined on the basis of the changes in the equity value of the portfolio company, whereby an evolution towards a negative equity value (due to a decrease in operating results and/or an increase in the net debt position) is regarded as an increase of the credit risk. The lifetime expected credit loss is then recognised, determined based on the repayment capacity of the portfolio company. The determination of the repayment capacity takes into account the repayment in full of the portfolio company's other more senior financial debts. In addition, whenever more forward-looking information is available without undue cost or effort, this information will be used to determine whether the credit risk has increased significantly since initial recognition.

9. Determining the fair value of the investment portfolio

In determining the fair value of the investment portfolio, the group applies the following hierarchy that reflects the importance of the data used to establish valuations:

- level 1: listed (unadjusted) prices in active markets for identical assets or liabilities;
- level 2: other methods in which all variables have a significant effect on the calculated fair value and are observable, either directly or indirectly;
- level 3: methods using variables which significantly affect the calculated fair value, but are not based on observable market data.

Listed companies

For investments that are actively traded in organised financial markets, fair value is determined by reference to the stock exchange bid prices on the balance sheet closing date. Any limitations on the negotiability of the share, or situations where the share price is not representative given the size of the shareholding, are taken into account in the valuation. Generally no discounts are applied to listed prices, except where contractual, governmental or other legally enforceable limitations exist that can influence the value, or in the scenarios below:

- when a stock price is available on an active market, but this stock price is not a representative measure of fair value as a result of information occurring after the balance sheet date but before the measurement date. The stock price used will be adjusted to reflect the post-balance sheet information;
- in determining the fair value of an obligation or equity instrument belonging to the group based on the stock price used for identical asset components in an active market and when adjustments are required due to specific factors that apply.

Adjusting publicly available information means that the assets or liabilities to which these adjustments are applied will be classified lower than level 1.

Instruments for which no stock market price is available

In accordance with IFRS13 Fair Value Measurement, fair value is defined as the amount for which an asset could be exchanged between knowledgeable, willing parties in an arm's length transaction. In the absence of an active market for a financial instrument, various valuation models are used. These are considered level 3 in the fair value hierarchy. Gimv follows here the International Private Equity and Venture Capital Valuation Guidelines. The valuation methodologies are applied consistently from one period to the next, except where a change would result in a better estimate of fair value.

Valuation methods for unlisted portfolio companies (Level 3)

Unlisted investments are valued, at each balance sheet date, following the International Private Equity and Venture Capital Guidelines (IPEV Guidelines) as explained below. The most recent version of these guidelines was published in December 2022. These guidelines comply with IFRS 13 Fair Value Measurement, The valuation methods used are further discussed in Note 6.4.

Price of a recent transaction

The price of any recent investment in the company provides a good indication for the fair value. By using the 'recent transaction price' method, Gimv takes the costs of the investment itself or the price at which a significant new investment was made in the company for determining the fair value of the investment. Gimv does this only for a limited period following the date of the relevant transaction. The length of this period will depend on the specific features of the investment in question. During the period following the date of the relevant transaction, Gimv assesses whether changes or events subsequent to the relevant transaction would imply a change in the investment's fair value. Where Gimv decides that an indication exists that the fair value has changed (on the basis of objective data or the particular investment team's experience), it will adjust the price of the recent investment.

This method is specifically also applied for recent investments in companies with no significant revenues or positive cash flows. For starting enterprises, there are usually no existing earnings or positive cash flows in the short-term future. It is difficult to gauge the probability and financial impact of the success or failure of development or research activities and to make reliable cash flow forecasts. Consequently the most appropriate approach for determining fair value is a methodology that is based on market data, that being the price of a recent investment. In the event of an internal round involving only existing investors proportionally to their existing investments, it is important to examine whether specific conditions exist that could reduce the reliability of this financing round as an indication of fair value. Nevertheless a financing with investors at a lower price than the valuation at the most recent reporting date may indicate a decrease in value and is taken into consideration. The objectives of investors in making an internal down round may vary. Although a down round evidences that the company was unable to raise funds from investors at a higher valuation, the purpose of such a round may be, among others, the dilution of the founders or of investors not participating in the financing round.

Similarly when a financing is done at a higher valuation (internal up round), in the absence of new investors or other significant factors which indicate that value has been enhanced, the transaction alone is unlikely to be a reliable indicator of fair value.

Market multiples

This method is applied to investments in an established business with an identifiable stream of turnover or profit that can be considered to be maintainable.

- In using the market multiples method to determine the fair value of an investment, a multiple is applied that is appropriate and reasonable (given the risk profile and earnings growth prospects of the company) to the company's sustainable turnover or profit. Depending on the circumstances the multiple will be determined by reference to one or more comparable companies. It is important that the market-based multiple derived from the group of comparable listed companies (the 'peer group') be corrected for the differences between the peer group and the company to be valued. Account is taken here of the difference in liquidity of the shares being valued against that of listed shares. Other reasons for correcting multiples can be size, growth, diversity, type of activities, differences in markets, competitive position, etc. Recent transactions involving the sale of similar companies may also serve as a basis for determining an appropriate multiple;
- in order to objectively determine the difference with comparable listed companies, the calibration technique is applied provided that the original transaction price is representative of the fair value at the time of the transaction and provided that the transaction can be effectively calibrated. The calibration principle makes it possible to derive from the entry price the discount or premium from the multiple of the peer group. This, in combination with adjusted market data for the relevant reporting period, results in a fair value at reporting date;
- from this enterprise value are deducted all amounts relating to financial instruments ranking ahead of the Group's highest ranking instrument in the event of a liquidation and taking into account the effect of any instrument that may dilute the Group's investment in order to derive the net equity value.

The net equity value is duly apportioned between the relevant financial instruments. The data used are based on the most recent reliable information available to Gimv (historical, current or forecast), and are adjusted for exceptional or non-recurring items, the impact of discontinued operations, acquisitions and expected profit downturns.

The following methods are in use at Gimv:

- comparable multiples: price/earnings, price/cash flow, enterprise value/EBIT(DA) (earnings before interest, taxes (depreciation and amortisation)) and enterprise value/revenues;
- reference to relevant and applicable transaction multiples;
- multiples paid on entry.

Investments in third-party funds and co-investment partnerships

For investments in third-party funds (which are not managed by the Gimv group) and investments in co-investment partnerships, the fair value of the investment is derived from the net assets of the fund. Depending on market circumstances it can be decided to base the valuation of the funds on individual valuations of the underlying shareholdings, based on the Gimv valuation methodology. In turbulent markets the value of the funds can be adapted as a function of the relevant stock market indexes between the fund reporting date and the Gimv balance sheet closing date.

Although the reported fund value provides a relevant starting point for determining the fair value of the fund, it may be necessary to adjust this value on the basis of the best available information at reporting date. Elements that can give rise to an adjustment are: a timing difference between the fund's and Gimv's reporting dates, major valuation differences or any other element that can impact the value of the fund.

Specific considerations

- Exchange rate movements that may impact the value of the investments are taken into account.
- Where the reporting currency differs from the currency in which the investment is denominated, the translation into the reporting currency uses the exchange rate at reporting date.
- Significant positions in options and warrants are valued separately from the underlying investments, using an option valuation model. The fair value is based on the assumption that options and warrants will be exercised whenever the fair value exceeds the exercise price.
- Other rights such as conversion options and ratchets, which may impact the fair value, are reviewed on a regular basis to assess the likelihood of their being exercised and to determine the potential impact on the value of the investment.
- Differential allocation of proceeds, such as liquidation preferences, may impact the valuation. Where this occurs, these differences are reviewed to assess whether they provide a benefit to the Gimv group or to third parties and are applied to the measurement.
- Many financial instruments used in private equity accumulate the interest, which is paid out in cash only at redemption of the instrument. In measuring these, Gimv takes into account the total amount receivable, including the increase in accumulated interest.
- Indicative offers are not used in isolation but need to be corroborated by one of the valuation methodologies.
- For the real estate-intensive portfolio companies, separate valuations are applied to the income-generating real estate assets (PropCo) and the operating company (OpCo). The valuation of the PropCo is based on market interest rates and notional net rental income, while the OpCo is valued using the earnings multiple method after rental cost.
- Where there is the possibility of payments subsequent to the sale of a participation (earn-outs), these may be measured using a discounted cash flow model, based on the estimated probability of receiving these payments. This methodology involves determining the value by calculating the present value of the expected future cash flows of the underlying business.

10. Cash flow statement

Gimv uses the direct method for the cash flow statement. This provides the best and most relevant insight into Gimv's actual cash flows. The cash flow statement includes movements in both 'cash and cash equivalents' and 'marketable securities' as shown under current assets in the balance sheet.

The cash flow statement is based on Gimv and its fully consolidated subsidiaries. Gimv has no claim on the cash and deposits of its investee companies. Gimv is responsible solely for the value of the group's investment in the company in question.

11. Own shares

When buying (or selling) own shares, equity is reduced (or increased) by the amount paid (or received). The movements related to these securities are presented in the consolidated statement of changes in equity. The purchase or sale of own shares is recognised as a decrease or increase in equity respectively. Gains and losses related to a subsequent sale or cancellation are recognised directly in equity.

12. Financial liabilities

The financial liabilities consist mainly of bonds, lease obligations and trade and other payables.

The financial liabilities are stated at amortised cost, being measured on initial recognition at fair value (taking into account discount or premiums), less transaction costs directly attributable to their issue. At each reporting period, financial liabilities are measured at amortised cost using the effective interest method.

13. Provisions

Provisions are recognised when the group has a legal or constructive obligation as a result of past events, and it is probable that an outflow of resources will be required to settle these obligations and a reliable estimate of the amounts can be made.

The provisions consist mainly of provisions in the context of the earn-out arrangements of the historical co-investment structures, of the LTIP (long-term incentive plan), of provisions for litigation, and of pension obligations (see item 15).

Provisions in the context of the historical co-investment structures

For detailed reporting on the functioning of the historical co-investment structures, we refer to the remuneration report item B. Until 31 March 2018, Gimv implemented a co-investment structure based on successive two-to-three-year investment periods ('vintages'). For each vintage, Gimv incorporated a co-investment company for each of the four investment platforms, along with an umbrella co-investment vehicle. For the still current vintages (2010, 2013 and 2016), the co-investment percentage is 12.5%. Belgian beneficiaries obtained, for the 2013 and 2016 vintages, warrants on shares of these co-investment companies, while foreign beneficiaries could acquire shares of these co-investment companies. As a general rule, participants' rights under the co-investment structure are only finally acquired after a period of eight years (the "vesting period"). The co-investment company shares acquired by exercising the warrants may be sold to Gimv at the earliest eight years after the start of the two to three-year investment period, based on the cash gains realised on that date on the relevant total investment portfolio and after payment of all management and financing expenses. For this reason, the first settlement date is only after eight years, followed by a five-year earn-out period in which further cash realisations from the investment portfolio can lead to additional payments.

For the 2010 and 2013 vintages the earn-out period is running. Future earn-out payments (based on capital gains already realised in cash) and future potential earn-out payments (based on capital gains not yet realised in cash) are recognised through provisions. The changes in the provisions are recognised in the income statement under operating result, with payments processed directly through equity.

For the 2010 vintage, the earn-out period ends on 31 March 2023 and the last earn-out payment will be made in the following financial year. The exercise period for the 2016 vintage takes place in the following financial year. Gimv will purchase the shares of the participants in this 2016 vintage co-investment structure at the sale price value determined on 31 March 2023. Until the closing date of the current financial year, the interests of employees in the 2016 vintage were expressed through minority interests.

Provisions in the context of the LTIP

Gimv has introduced a long-term incentive plan (LTIP) which started on 1 April 2018. This LTIP provides that 10% of the cash proceeds arising from the investment portfolio accruing over the three-year period from 1 April 2018 to 31 March 2021 and in the three-year period from 1 April 2021 to 31 March 2024 (and in any subsequent investment periods) will, after reimbursement of the full investment cost of the relevant portfolio, be shared with a predefined group of beneficiaries. This group of beneficiaries includes the members of the executive committee as well as the partners and principals in the investment platforms. We refer to item A.6 of the remuneration report for a detailed description.

As of 31 March 2023, there are two long-term incentive plans, LTIP 2018-2032 and LTIP 2021-2035. No payments have yet been made under these plans. Future payouts under this LTIP will be made in cash and paid out through the payroll. Based on the valuation at the closing date of the respective investment portfolio, a provision is set up in the event that the current valuation exceeds the full investment cost of the respective portfolio.

14. Employee benefit expenses

Employee benefits include short-term fixed and variable employee benefits, payments under the LTIP plans as from 2018, and post-employment benefits. Post-employment benefits comprise pension plans, life insurance and medical care.

Pension plans

Employee benefits under defined contribution and defined benefit plans are provided through separate funds or insurance plans.

■ Defined benefit plans:

Gimv has defined benefit plans for a small number of employees, entitling them, at pension date, to an amount set as a function of their final salary. The costs of the defined benefit pension plans are actuarially determined using the projected unit credit method (PUC). Revaluations, consisting of actuarial gains and losses, the effect of the asset ceiling and the return on fund investments, are recognised directly in the balance sheet, with a corresponding amount credited or debited to retained earnings through other elements of comprehensive income in the period in which they occur. Revaluations are not transferred to the income statement in subsequent periods.

Pension costs are recognised in the income statement on the earlier of: (i) the date of the amendment or curtailment of the plan, and (ii) the date that Gimv recognises the related restructuring costs.

The net interest is calculated by applying the discount rate to the net liability or net asset arising from the defined benefit pension rights. Gimv recognises the following changes in the net defined benefit liability in the consolidated income statement:

- Service costs include current service costs, past service pension costs, gains and losses on curtailments and non-routine settlements
- Net interest expense or income

■ Defined contribution plans:

Gimv has mainly “defined contribution” pension plans for its active employees via a “branch 21” pension plan. These plans provide for a lump sum for pensions and death-in-service cover with employer contributions, calculated as a percentage of a reference salary. There are no employee contributions in the plans.

Under Belgian law, defined contribution pension plans are subject to a guaranteed minimum return based on an average yield on 10-year government bonds with a minimum of 1.75% and a maximum of 3.75% (currently equal to 1.75%) for all contributions. Because of these minimum guaranteed returns, these pension plans are considered as defined benefit plans under IFRS and are accounted for as described above.

15. Recognition of portfolio profits and operating income

Operating income consists primarily of portfolio profits (dividend income, interest income, capital gains on realisation of investments, unrealised capital gains on financial assets measured at fair value through profit or loss) and operating income (management fees and other operating income).

Dividends allocated to the group are recorded as income once the general meeting of shareholders of the investee company has approved the dividend.

Interest income is recognised as income using the effective interest method.

We refer to the section ‘financial assets’ for information on the treatment of capital gains on realisation of investments and of unrealised capital gains on financial assets measured at fair value through profit or loss.

Management fees are the fees charged to portfolio companies and funds under management.

16. Tax expenses

Tax expenses include current income taxes and deferred taxes. These are taken through the income statement, except when they relate to recorded items that have been recognised directly in equity. In this case, they are also recognised in equity.

Current income taxes mean the taxes payable on the taxable profit of the financial year, calculated at the tax rates in effect on the balance sheet closing date, as well as adjustments relating to prior financial years.

Deferred taxes are calculated by the balance sheet method and consist of taxes on profits to be paid or recovered in the course of future financial years, as a result of temporary differences

between the carrying amount of assets and liabilities in the balance sheet and the fiscal carrying value and as a result of the carry-forward of unused tax losses. Deferred tax on unused tax losses is recognised only to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be applied.

Deferred taxes are not recognised where the temporary differences arise from fiscally non-deductible goodwill and where the initial recognition of assets and liabilities does not affect the accounting and fiscal result.

17. Earnings per share

The Group calculates both basic and diluted earnings per share in accordance with IAS 33. The basic earnings per share is calculated based on the weighted average number of shares outstanding during the period. Diluted earnings per share is computed using the average number of shares outstanding during the period plus the dilutive effect of warrants and stock options outstanding during the period.

18. Significant judgements and estimates

In preparing the consolidated financial statements, estimates and assumptions are made that affect the amounts recorded in the financial statements. The significant estimates and assumptions relate mainly to:

- the determination of the fair value of the shares and debt investments in the investment portfolio, measured at fair value through profit and loss;
- the determination of the expected credit losses on the debt investments measured at amortised cost;
- the determination of the existence or otherwise of control in a portfolio company;
- the valuation of the defined benefit pension obligations;
- the assumptions used in determining the financial obligations in the context of lease agreements;
- determining whether an acquisition meets the definition of a business combination pursuant to IFRS 3 and should therefore be included in the consolidation scope (note 4);
- the presentation of the receivable as financial assets measured at fair value through profit or loss or as financial assets measured at amortised cost, depending on whether or not they pass the SPPI test.

These estimates assume that the continuity of the business activities is guaranteed and are made on the basis of the information available at that time. The estimates may be revised whenever the circumstances on which they are based evolve or when new information becomes available. Actual results may differ from these estimates.

Note 2: Adjusted presentation of the consolidated financial statements

Gimv has added a number of alternative measures in the presentation of the consolidated financial statements during this reporting period. The presentation is aligned with the way the results are discussed internally and presented externally. The tables below permit the reconciliation of the presentation of the previous reporting period with the new one. A summary of the alternative performance measures used with their definitions is given at the end of this chapter.

Adjustment in the consolidated balance sheet

Debt investments from companies in the investment portfolio are now split into 'financial assets: debt investments at fair value through profit or loss' and 'financial assets: debt investments at amortised cost'.

<u>Translation table consolidated balance sheet (in EUR 1,000)</u>	<u>2021-2022</u>
Previous presentation	
Financial assets at fair value through P&L (FVPL)	1,096,135
Financial receivables from investee companies	352,412
New presentation	
Investment portfolio	1,448,547
Financial assets: equity investments at fair value through P&L (FVPL)	1,096,135
Financial assets: debt investments at fair value through P&L (FVPL)	105,569
Financial assets: debt investments at amortised cost	246,843

Adjustment in the consolidated income statement

<u>Translation table consolidated income statement (in EUR 1,000)</u>	<u>2021-2022</u>
Previous presentation	
Unrealised gains on financial assets at fair value through P&L	173,234
New presentation	
Unrealised gains on financial assets at fair value through P&L	167,587
Reversal of impairments on debt investments via amortised cost	5,647
Previous presentation	
Management fees	740
Turnover	179
New presentation	
Management fees	919
Previous presentation	
Depreciation of intangible assets	-136
Depreciation of property, plant and equipment	-1,987
New presentation	
Amortisation and depreciation expenses	-2,123

Note 3. Subsidiaries and portfolio companies

Given that Gimv meets the conditions of an investment entity (IFRS 10 §27), it measures all shareholdings in portfolio companies (both subsidiaries with majority participations and associated companies) at fair value through profit and loss.

Subsidiaries of an investment entity that provide asset management services to third parties have, nonetheless, to be consolidated. These subsidiaries are fully consolidated. Regardless of the participation percentages, Gimv has control over these companies under the contractual provisions.

The first table contains the fully consolidated subsidiaries. The second table provides an overview of the shareholdings in portfolio companies in which Gimv holds more than 50% of the voting rights.

Fully consolidated subsidiaries

For these fully consolidated subsidiaries the holding percentage corresponds to the percentage of voting rights held.

Name of subsidiary	Registered office	Registration number	Beneficial interest (%)	Changes to previous year
Adviesbeheer Gimv Buyouts & Growth Belgium 2010	Antwerp, Belgium	823,741,915	0.00%	-100.00%
Adviesbeheer Gimv Buyouts & Growth 2010	Antwerp, Belgium	824,507,397	100.00%	0.00%
Adviesbeheer Gimv Buyouts & Growth Netherlands 2010	The Hague, The Netherlands	50482904	0.00%	-100.00%
Adviesbeheer Gimv Consumer 2013	Antwerp, Belgium	518,892,392	100.00%	0.00%
Adviesbeheer Gimv Consumer 2016	Antwerp, Belgium	649,473,594	22.71%	-1.80%
Adviesbeheer Gimv Group 2010	Antwerp, Belgium	824,472,383	100.00%	0.00%
Adviesbeheer Gimv Group 2013	Antwerp, Belgium	515,977,741	100.00%	0.00%
Adviesbeheer Gimv Group 2016	Antwerp, Belgium	649,467,260	25.68%	-0.55%
Adviesbeheer Gimv Health Care 2013	Antwerp, Belgium	518,890,018	100.00%	0.00%
Adviesbeheer Gimv Health Care 2016	Antwerp, Belgium	649,474,782	28.37%	-0.20%
Adviesbeheer Gimv Sustainable Citites 2013	Antwerp, Belgium	518,894,273	100.00%	0.00%
Adviesbeheer Gimv Sustainable Citites 2016	Antwerp, Belgium	649,474,188	22.25%	-0.42%
Adviesbeheer Gimv Smart Industries 2013	Antwerp, Belgium	518,893,085	100.00%	0.00%
Adviesbeheer Gimv Smart Industries 2016	Antwerp, Belgium	649,472,705	26.12%	-0.40%
Adviesbeheer Gimv Venture Capital 2010	Antwerp, Belgium	823,743,893	100.00%	0.00%
Adviesbeheer Gimv XL	Antwerp, Belgium	823,740,430	0.00%	-100.00%
Buyouts & Growth Participants 2004	The Hague, The Netherlands	27331774	100.00%	0.00%

Name of subsidiary	Registered office	Registration number	Beneficial interest (%)	Changes to previous year
Dutch Participants 2010	The Hague, The Netherlands	50482777	100.00%	0.00%
Dutch Participants Sub-Holding 2013 BV	The Hague, The Netherlands	59420286	100.00%	0.00%
Dutch Participants Holding 2013 BV	The Hague, The Netherlands	59418583	100.00%	0.00%
Gimv Arkiv Tech Fund II	Antwerp, Belgium	839,659,912	0.00%	-52.00%
Gimv Arkiv Technology Fund	Antwerp, Belgium	878,764,174	50.17%	0.00%
Gimv Buyouts & Growth 2004	The Hague, The Netherlands	27274508	0.00%	-100.00%
Gimv Buyouts & Growth Netherlands 2010	The Hague, The Netherlands	27378792	100.00%	0.00%
Gimv France Investissements	Paris, France	879 916 476	100.00%	100.00%
Gimv France Participations	Paris, France	840 172 910	100.00%	0.00%
Gimv Germany Holding	München, Germany	HRB 269510	100.00%	0.00%
Gimv Investments Consumer Netherlands 2016	The Hague, The Netherlands	65881702	100.00%	0.00%
Gimv Investments Consumer Netherlands 2013	The Hague, The Netherlands	62731521	100.00%	0.00%
Gimv Investments H&C Netherlands 2013	The Hague, The Netherlands	57093156	100.00%	0.00%
Gimv Investments H&C Netherlands 2016	The Hague, The Netherlands	68071167	100.00%	0.00%
Gimv Investments Sustainable Citites Netherlands 2013	The Hague, The Netherlands	59482583	100.00%	0.00%
Gimv Investments Smart Industries Netherlands 2013	The Hague, The Netherlands	65423445	100.00%	0.00%
Gimv Investments Smart Industries Netherlands 2016	The Hague, The Netherlands	68071272	100.00%	0.00%
Gimv Nederland	The Hague, The Netherlands	27162749	100.00%	0.00%
Gimv Nederland Holding	The Hague, The Netherlands	27258597	100.00%	0.00%
Gimv-XL	Antwerp, Belgium	820,802,914	100.00%	0.00%
Halder Investments	The Hague, The Netherlands	27127858	100.00%	0.00%
Halder-Gimv Germany Management	The Hague, The Netherlands	27114196	100.00%	0.00%

Changes in consolidation scope

New entrants

Gimv France Investissements was added to the consolidation scope. We refer to Note 4 for further information.

Exits

The following companies were liquidated during the financial year: Gimv Buyouts & Growth 2004, Adviesbeheer Gimv-XL, Adviesbeheer Gimv Buyouts & Growth Belgium 2010, Adviesbeheer Gimv Buyouts & Growth Netherlands 2010. These companies were founded in the past as co-investment companies to invest directly or indirectly with Gimv in portfolio companies. With the exception of Gimv Buyouts & Growth 2004, these companies belonged to the historical co-investment structure of the 2010 'vintage'. With the expiry of the contractual divestment period, these companies no longer had a reason for existence.

In addition to the liquidation of the above co-investment companies, Gimv Arkiv Technology Fund II was also liquidated and dissolved in the past financial year. This fund enabled PMV (Participatie Maatschappij Vlaanderen) to invest together with Gimv in risk and growth capital in Flanders. PMV had a 48% interest in the fund.

In a number of subsidiaries, the limited evolution of voting rights reflects the exercise of Gimv's call option on the not yet vested shares of departing employees who are beneficiaries in the relevant vintages of the historical co-investment structures.

Unconsolidated affiliated companies

The following table provides an overview of the portfolio companies in which Gimv holds more than 50% of the voting rights and which are measured at fair value in accordance with IFRS 10.

Name of subsidiary	Registered office	Registration number	Beneficial interest (%)	Changes to previous year
Acceo Group	Gémenos, France	822 110 433	66.39%	0.00%
Advanced Joining Technologies (Arplas)	Amersfoort, The Netherlands	65528247	60.00%	0.00%
Advanced Safety Technologies (ALT)	Utrecht, The Netherlands	68218737	66.67%	0.00%
Alro International	Dilsen-Stokkem, Belgium	729,709,917	75.00%	0.00%
AME Investments	Eindhoven, The Netherlands	77271335	65.17%	0.00%
Apraxon Holding	Hofbieber, Germany	HRB121220	70.00%	0.00%
BioConnection Investments	The Hague, The Netherlands	85610658	58.39%	58.39%
Blendwell Food Group B.V.	Giessen, The Netherlands	69247668	70.58%	0.00%
Claire Holding	Paris, France	844 249 771	70.77%	0.00%
Codex 324 Holding (France Thermes)	Paris, France	832 074 017	61.90%	0.00%
Coolworld Investments	Waalwijk, The Netherlands	74085093	67.98%	0.42%
Cristallo Topco (Fronnt)	Antwerp, Belgium	787,628,419	61.10%	61.10%
E.Gruppe Holding GmbH.	Rheinau, Germany	HRB726186	65.14%	15.12%
Financière de l'Echourgnac (La Comtoise)	Paris, France	843 848 698	58.98%	0.00%
Gesellschaft für Praxisnachfolge in der Zahnmedizin (Dental Partners)	Munich, Germany	HRB 244937	89.03%	0.00%
GMGT Holding (Köberl)	Munich, Germany	HRB 252274	55.51%	-1.65%
GSDI Covering Holding	Massy, France	907 722 581	65.95%	0.00%
Impression International	Antwerp, Belgium	895,599,119	95.00%	0.00%
TDP	Munich, Germany	HRB 270652	82.00%	82.00%
Konnektor Investments (Baas / Verkley)	Drachten, The Netherlands	81990669	66.74%	0.00%
OOAKT Holding	Eindhoven, The Netherlands	69527504	0.00%	-51.00%
L2K (Laser 2000)	Wessling, Germany	HRB 239577	75.00%	0.00%
Les Psy Réunis	Anières, Switzerland	CHE 311740605	57.08%	0.00%
Medcare Partners (Arseus Medical)	Bornem, Belgium	677,862,724	54.31%	-0.86%
Medi-Markt Holding	Mannheim, Germany	HRB 732359	97.60%	0.00%
MVZ Holding AG	Zug, Switzerland	CHE 114678485	51.03%	0.00%
Pet Invest (Agrobioters)	Cuisery, France	834 423 162	54.86%	0.00%
Rehaneo Verwaltungen	Munich, Germany	HRB 257271	94.29%	0.00%
Smart Battery Solutions	Kleinstheim, Germany	HRB 11439	58.90%	3.54%
TDP	Antwerp, Belgium	891,786,920	50.00%	0.00%

Name of subsidiary	Registered office	Registration number	Beneficial interest (%)	Changes to previous year
Techinfra Holding GmbH (RBM)	Munich, Germany	HRB 273904	78.22%	78.22%
United Investments (UDB)	Breda, The Netherlands	62747444	83.86%	0.00%
Variass Investments	The Hague, The Netherlands	85898449	82.51%	82.51%
Xpertise (Impact)	Antwerp, Belgium	692681948	85.51%	0.00%

Changes in composition

As a result of new investments, Gimv has acquired over 50% of the voting rights in the following companies: BioConnection, Fronnt, Variotech, Rohrleitungsbau Münster (RBM) and Variass. With the sale of Kind Technologies, Gimv no longer has voting rights in KTO BV. The other changes in voting rights are the result of add-on investments.

Note 4. Business combinations

Gimv acquired a 100% interest in Bioman Holding on 8 December 2022. Bioman Holding's corporate purpose was to maintain an investment in Biolam 80, an operating company that controlled several laboratories. Gimv France Participations was invested in Bioman Holding with a convertible bond. This investment was part of the investment portfolio: financial assets measured at fair value through profit or loss. This debt investment gave Gimv France Participations, based on a fully diluted shareholder structure, control over Bioman Holding with 99.997% of the voting rights. Following the acquisition of the shares in Bioman Holding, Biolam 80 was immediately sold. The sale of Biolam 80 marked the end of Bioman Holding's corporate purpose.

The purchase price for the remaining shares in Bioman Holding on a fully diluted basis was EUR 2 thousand with the fair value measurement of the identifiable assets and liabilities at acquisition date taking into account the terms of sale of Biolam 80 and the repayment of the convertible bond to Gimv France Participations. The assets transferred at the time of the acquisition of Bioman Holding consisted mainly of a vendor loan granted to the purchaser of Biolam 80 and cash. Gimv France Participations' receivable from Bioman Holding has been included in the table under cash and cash equivalents, as the convertible bond was repaid to Gimv France Participations two weeks after the sale of Biolam 80. The liabilities incurred mainly consisted of income tax resulting from the sale of Biolam 80. These values were confirmed by an independent expert.

Determination of gain on bargain purchase

in 1,000 EUR	Bioman Holding
Financial assets: debt investments at amortised cost	10,067
Cash and cash equivalents	78,873
Income tax payables	7,233
Trade and other payables	14
Net assets	81,693
Purchase price - paid in cash	2
Fair value of convertible bond at the beginning of the year	57,173
Total purchase price	57,175
Gain on bargain purchase	24,518

Gimv views this acquisition as a single transaction given that the acquisition of Bioman Holding and the sale of Biolam 80 took place on the same day. The acquisition of Bioman Holding had only one commercial objective. Gimv has acquired a company in accordance with IFRS 3 and will include Bioman Holding in the consolidation scope from the acquisition date (8 December 2022) on which the gain on bargain purchase was calculated. Gimv has decided for tax reasons to keep Bioman Holding as a separate fully consolidated subsidiary, which will from now on provide asset management services to Gimv NV. In the meantime, Gimv has renamed the company Gimv France Investissements and its governance has been aligned with that of Gimv. Gimv France Investissements will use the net proceeds from the sale of Biolam 80 to finance new investments by Gimv.

Taking into account the nature of the transaction and in compliance with IAS 1, Gimv has decided not to include the gain on bargain purchase in a single line in the consolidated income statement. The gain on bargain purchase has been recorded under "realised gains on disposal of investments", with the exception of the tax impact and transaction costs, recorded under "Tax expenses" and "Selling, general and administrative expenses" respectively.

Note 5: Segment information

IFRS 8 Operating Segments requires the identification of segments based on internal records and reports regularly submitted to the key operating decision maker for decision-making and performance evaluation. Consequently, Gimv divides the consolidated income statement in five segments, supplemented by a breakdown of the investment portfolio and investments during the reported period.

Additional reporting is provided on a geographic basis. The portfolio result is broken down by geographical area, supplemented by a breakdown of the investment portfolio and the investments during the reported period.

At the beginning of this reporting period, Gimv added a fifth investment platform. The new Life Sciences platform is a split-off from the existing Healthcare platform. After solid growth in Gimv's existing Healthcare platform, a specific Life Sciences platform will strengthen Gimv's role in the international life science ecosystem. The main investment focus remains the search for solutions to the many unmet needs in the healthcare sector.

The five segments are:

- Consumer, focusing on companies that respond to the needs and preferences of consumers who consciously choose active, healthy and ecologically responsible lifestyles;
- Healthcare, focusing on healthcare providers and patient services, on leading B2B service & software companies and on medical products;
- Life Sciences, focusing on venture capital investments in R&D-driven companies that are not yet generating revenue and have a positive impact on human health;
- Smart Industries, focusing on companies that excel in their sectors through innovative engineering and intelligent technologies; and
- Sustainable Cities, focusing on leading companies in the energy & environment, and construction & materials sector clusters, including chemicals, infrastructure installation and transport & logistics. Climate change and urbanisation are essential drivers for the growth of companies in these sectors.

The additional segment 'Other' consists mainly of investments in third-party funds and infrastructure.

For the comparative figures as of 31 March 2022, the Healthcare platform has been split into Healthcare and Life Sciences. The comparative figures of the portfolio result are broken down based on the existing investments allocated to the Life Sciences platform at the beginning of this reporting period. The other costs and revenues have been redistributed according to the number of full-time equivalents allocated to the Life Sciences platform at the beginning of this reporting period.

5.1 Segment information by platforms

Segment information on the consolidated financial statements by platform for the period ended 31 March 2023

Year 2022-2023 per platform (in 1,000 EUR)	Consumer	Healthcare	Life Sciences	Smart Industries	Sustainable Cities	Other	Business Services & General	Total
Dividend income	-	487	-	465	3,558	1,130	-	5,640
Interest income	9,812	5,925	32	6,380	8,372	576	-	31,097
Realised gains on disposal of investments	6,027	38,378	12	5,550	45	2,453	-	52,465
Unrealised gains on financial assets at fair value through P&L	6,524	19,739	8,468	46,244	39,592	4,340	-	124,907
Reversal of impairments on debt investments via amortised cost	9,944	6,372	-	3,503	-	-	-	19,819
Portfolio profit	32,307	70,901	8,512	62,142	51,567	8,499	-	233,928
Realised losses on disposal of investments	-2,453	-	-13,495	-	-	-4,861	-	-20,809
Unrealised losses on financial assets at fair value through P&L	-39,698	-67,843	-14,664	-35,842	-29,669	-9,997	-	-197,713
Impairments on debt investments via amortised cost	-7,003	-1,688	-1	-2,461	-5,441	-	-	-16,594
Portfolio losses	-49,154	-69,531	-28,160	-38,303	-35,110	-14,858	-	-235,116
Portfolio result: profit (loss)	-16,847	1,370	-19,648	23,839	16,457	-6,359	-	-1,188
Management fees	45	248	-	253	-	4	626	1,176
Other operating income	49	3,474	-628	2,061	-1,987	86	4,553	7,608
Operating income	94	3,722	-628	2,314	-1,987	90	5,179	8,784
Selling, general and administrative expenses	-541	-3,746	-289	-880	-1,672	-14	-9,130	-16,272
Personnel expenses	-2,621	-3,289	-1,624	-3,285	-3,909	-	-7,543	-22,271
Amortisation and depreciation expenses	-	-	-	-	-	-	-2,370	-2,370
Other operating expenses	-	-	-	-	-	-326	-3,313	-3,639
Operating expenses	-3,162	-7,035	-1,913	-4,165	-5,581	-340	-22,356	-44,552
Operating result	-19,915	-1,943	-22,189	21,988	8,889	-6,609	-17,177	-36,956
Financial result	-	-	-	-	-	-	-9,012	-9,012
Tax expenses	-	-	-	-	-	-	-9,797	-9,797
Net profit (loss) of the period								-55,765

Segment information on the consolidated financial statements by platform for the period ended 31 March 2022 (*)

Year 2021-2022 per platform (in 1,000 EUR)	Consumer	Healthcare	Life Sciences	Smart Industries	Sustainable Cities	Other	Business Services & General	Total
Dividend income	-	-	-	8,628	-	773	-	9,401
Interest income	9,763	5,045	103	4,388	6,634	410	-	26,343
Realised gains on disposal of investments	10,152	30,071	-	38,485	27,194	5,959	-	111,861
Unrealised gains on financial assets at fair value through P&L	12,139	46,191	19,250	36,423	34,776	18,808	-	167,587
Reversal of impairments on debt investments via amortised cost	424	5,126	-	-	97	-	-	5,647
Portfolio profit	32,478	86,433	19,353	87,924	68,701	25,950	-	320,839
Realised losses on disposal of investments	-	-	-	-22	-	-77	-	-99
Unrealised losses on financial assets at fair value through P&L	-16,821	-3,877	-4,959	-8,204	-	-12,880	-	-46,741
Impairments on debt investments via amortised cost	-13,876	-5,348	-	-3,427	-	-	-	-22,651
Portfolio losses	-30,697	-9,225	-4,959	-11,653	-	-12,957	-	-69,491
Portfolio result: profit (loss)	1,781	77,208	14,394	76,271	68,701	12,993	-	251,348
Management fees	45	-	-	222	-	-	652	919
Other operating income	93	32	13	176	20	79	90	503
Operating income	138	32	13	398	20	79	742	1,422
Selling, general and administrative expenses	-1,756	-977	-407	-2,807	-4,376	-	-7,444	-17,767
Personnel expenses	-2,765	-2,846	-1,186	-2,684	-3,047	-	-6,217	-18,745
Amortisation and depreciation expenses	-	-	-	-	-	-	-2,123	-2,123
Other operating expenses	-332	-3,114	-1,298	-1,762	-3,880	-210	-7,611	-18,207
Operating expenses	-4,853	-6,937	-2,891	-7,253	-11,303	-210	-23,395	-56,842
Operating result	-2,934	70,303	11,516	69,416	57,418	12,862	-22,653	195,928
Financial result	-	-	-	-	-	-	-11,604	-11,604
Tax expenses	-	-	-	-	-	-	-2,523	-2,523
Net profit (loss) of the period								181,800

(*) The figures as of 31-03-2022 have been restated, adding a new subtotal "Portfolio result". We refer to Note 2 for further information.

Segment information on the assets by platform for the period ended 31 March 2023

<u>Year 2022-2023 per platform</u> (in 1,000 EUR)	Consumer	Healthcare	Life Sciences	Smart Industries	Sustainable Cities	Other	Business Services & General	Total
Segment assets								
Investment portfolio	206,923	297,964	122,501	402,708	373,127	119,674	-	1,522,897
Financial assets: equity investments at fair value through P&L (FVPL)	115,519	217,534	122,495	316,009	250,551	108,437	-	1,130,545
Financial assets: debt investments at fair value through P&L (FVPL)	44,113	-	-	-	9,316	-	-	53,429
Financial assets: debt investments at amortised cost	47,291	80,430	6	86,699	113,260	11,237	-	338,923
Investments in financial assets via:	9,809	73,640	34,104	103,208	42,992	4,466	-	268,219
Equity investments	7,109	59,717	33,104	61,494	18,372	1,326	-	181,122
Debt investments	2,700	13,923	1,000	41,714	24,620	3,140	-	87,097

Segment information on the assets by platform for the period ended 31 March 2022 (*)

<u>Year 2021-2022 per platform</u> (in 1,000 EUR)	Consumer	Healthcare	Life Sciences	Smart Industries	Sustainable Cities	Other	Business Services & General	Total
Segment assets								
Investment portfolio	221,426	345,844	123,330	303,633	320,840	133,474	-	1,448,547
Financial assets: equity investments at fair value through P&L (FVPL)	133,583	232,165	123,324	256,184	225,582	125,297	-	1,096,135
Financial assets: debt investments at fair value through P&L (FVPL)	39,888	57,173	-	-	8,508	-	-	105,569
Financial assets: debt investments at amortised cost	47,955	56,506	6	47,449	86,750	8,177	-	246,843
Investments in financial assets via:	24,411	55,002	19,803	14,225	78,480	1,908	-	193,830
Equity investments	20,568	34,501	17,009	3,525	58,489	1,908	-	136,000
Debt investments	3,843	20,501	2,794	10,700	19,991	-	-	57,829

(*) The figures as of 31-03-2022 have been restated, adding a new subtotal "Investment portfolio". We refer to Note 2 for further information.

5.2 Segment information by geographic area

Segment information on the portfolio result by geographic area for the period ended 31 March 2023

Year 2022-2023 per region (in 1,000 EUR)	Belgium	The Netherlands	Germany	France	Rest of Europe	Other countries	Total
Dividend income	2,079	3,558	-	-	-	3	5,640
Interest income	6,128	906	14,141	9,601	245	76	31,097
Realised gains on disposal of investments	670	9,642	46	34,054	4,420	3,633	52,465
Unrealised gains on financial assets at fair value through P&L	51,217	16,151	13,242	33,538	2,229	8,530	124,907
Reversal of impairments on debt investments via amortised cost	3,504	-	-	16,315	-	-	19,819
Portfolio profit	63,598	30,257	27,429	93,508	6,894	12,242	233,928
Realised losses on disposal of investments	-2,454	-	-9,838	-	-3,657	-4,860	-20,809
Unrealised losses on financial assets at fair value through P&L	-38,652	-40,140	-65,074	-46,330	-4,432	-3,085	-197,713
Impairments on debt investments via amortised cost	-6,723	-	-7,903	-1,688	-165	-115	-16,594
Portfolio losses	-47,829	-40,140	-82,815	-48,018	-8,254	-8,060	-235,116
Portfolio result: profit (loss)	15,769	-9,883	-55,386	45,490	-1,360	4,182	-1,188

Segment information on the portfolio result by geographic area for the period ended 31 March 2022 (*)

Year 2021-2022 per region (in 1,000 EUR)	Belgium	The Netherlands	Germany	France	Rest of Europe	Other countries	Total
Dividend income	2,582	6,819	-	-	-	-	9,401
Interest income	5,438	785	11,450	8,434	221	15	26,343
Realised gains on disposal of investments	67,296	29,581	251	10,084	3,879	770	111,861
Unrealised gains on financial assets at fair value through P&L	45,467	29,377	37,827	48,907	1,089	4,920	167,587
Reversal of impairments on debt investments via amortised cost	423	-	97	5,127	-	-	5,647
Portfolio profit	121,206	66,562	49,625	72,552	5,189	5,705	320,839
Realised losses on disposal of investments	-77	-	-22	-	-	-	-99
Unrealised losses on financial assets at fair value through P&L	-8,512	-15,334	-4,094	-4,217	-12,718	-1,866	-46,741
Impairments on debt investments via amortised cost	-12,962	-	-	-6,245	-3,444	-	-22,651
Portfolio losses	-21,551	-15,334	-4,116	-10,462	-16,162	-1,866	-69,491
Portfolio result: profit (loss)	99,655	51,228	45,509	62,090	-10,973	3,839	251,348

(*) The figures as of 31-03-2022 have been restated, adding a new subtotal "Portfolio result". We refer to Note 2 for further information.

Segment information on the segment assets by geographic area for the period ended 31 March 2023

Year 2022-2023 per region (in 1,000 EUR)	Belgium	The Netherlands	Germany	France	Rest of Europe	Other countries	Total
Segment assets							
Investment portfolio	423,115	282,791	355,397	325,501	99,441	36,652	1,522,897
Financial assets: equity investments at fair value through P&L (FVPL)	371,217	266,745	165,920	194,397	95,725	36,541	1,130,545
Financial assets: debt investments at fair value through P&L (FVPL)	-	-	44,113	9,316	-	-	53,429
Financial assets: debt investments at amortised cost	51,898	16,046	145,364	121,788	3,716	111	338,923
Investments in financial assets via	25,094	67,241	81,153	71,166	14,344	9,221	268,219
Equity investments	20,954	60,281	33,083	44,733	12,849	9,221	181,121
Debt investments	4,140	6,960	48,070	26,433	1,495	-	87,098

Segment information on the segment assets by geographic area for the period ended 31 March 2022(*)

Year 2021-2022 per region (in 1,000 EUR)	Belgium	The Netherlands	Germany	France	Rest of Europe	Other countries	Total
Segment assets							
Investment portfolio	391,317	278,501	353,853	300,928	95,317	28,631	1,448,547
Financial assets: equity investments at fair value through P&L (FVPL)	345,812	268,876	210,229	150,408	92,179	28,631	1,096,135
Financial assets: debt investments at fair value through P&L (FVPL)	-	-	39,888	65,681	-	-	105,569
Financial assets: debt investments at amortised cost	45,505	9,625	103,736	84,839	3,138	-	246,843
Investments in financial assets via	26,955	29,056	45,176	72,666	19,892	84	193,830
Equity investments	20,702	27,212	25,864	43,690	18,448	84	136,000
Debt investments	6,253	1,844	19,312	28,976	1,444	-	57,829

(*) The figures as of 31-03-2022 have been restated, adding a new subtotal "Investment portfolio". We refer to Note 2 for further information.

Note 6: Investment portfolio

6.1 Composition:

The total investment portfolio has increased by EUR 74,350 thousand (+5.1%) compared to the previous financial year. The total investment portfolio is EUR 1,522,898 thousand at the end of FY 2022-2023 and consists of the following financial assets.

Investment portfolio (in 1,000 EUR)	31-03-2023	31-03-2022
Financial assets: equity investments at fair value through P&L (FVPL)	1,130,545	1,096,135
Financial assets: debt investments at fair value through P&L (FVPL)	53,429	105,569
Financial assets: debt investments at amortised cost	338,923	246,843
Total	1,522,897	1,448,547
of which listed investments	70,837	86,197

Just 5% of the total portfolio value consists of investments in the following listed companies:

Company	Ticker	Stake in %	Number of shares
TINC	TINC	10.67%	3,881,597
Biotalys	BTLS	5.85%	1,812,580
Onward	ONWD	10.61%	3,201,689

The platform portfolio amounts to 92% of the total portfolio value. The other investments mainly consist of Infrastructure (approx. 5%) and third-party funds (approximately 3%).

To increase transparency on concentration risk, Gimv applies the following approach to its reporting on the past FY 2022-23:

- Insofar as valid, Gimv will explicitly state that no portfolio company represents more than 10% of the total portfolio value.
- As soon as a portfolio company crosses the threshold of 10% of the total portfolio value, this will be communicated and the name of the company or companies concerned will be disclosed.
- As soon as a portfolio crosses the threshold of 15% of the total portfolio value, additional qualitative information will be provided on the main value drivers and risks of the company(s) concerned, along with quantitative information on the potential valuation impact of developments in key value determinants.

In line with this approach, Gimv can report that at the end of March 2023 no individual portfolio company represents more than 10% of the total portfolio value.

6.2 Classification of financial instruments and hierarchy of fair values

The following table compares the carrying amounts and the fair value of the financial instruments

For the financial year ended on 31 March 2023.

Classification in 1,000 EUR	Carrying value		Fair value		
	31-03-2023	Classification IFRS 9	Level 1	Level 2	Level 3
Investment portfolio	1,522,897		47,278	23,559	1,427,075
<i>Financial assets: equity investments at fair value through P&L (FVPL)</i>	1,130,545	Fair value through profit and loss	47,278	23,559	1,059,708
<i>Financial assets: debt investments at fair value through P&L (FVPL)</i>	53,429	Fair value through profit and loss	-	-	53,429
<i>Financial assets: debt investments at amortised cost</i>	338,923	Amortized cost	-	-	313,938
Trade and other receivables	1,846	Amortized cost	-	1,846	-
Cash, deposits and cash equivalents	191,521	Amortized cost	-	191,521	-
Marketable securities and other instruments	2,895	Fair value through profit and loss	2,895	-	-
Financial debts - bonds	350,000	Amortized cost	332,875	-	-
Trade and other payables	5,184	Amortized cost	-	5,184	-

For the fiscal year ended 31 March 2022

Classification in 1,000 EUR	Carrying value		Fair value		
	31-03-2022	Classification IFRS 9	Level 1	Level 2	Level 3
Investment portfolio	1,448,547		52,557	33,640	1,346,768
<i>Financial assets: equity investments at fair value through P&L (FVPL)</i>	1,096,135	Fair value through profit and loss	52,557	33,640	1,009,938
<i>Financial assets: debt investments at fair value through P&L (FVPL)</i>	105,569	Fair value through profit and loss	-	-	105,569
<i>Financial assets: debt investments at amortised cost</i>	246,843	Amortized cost	-	-	231,261
Trade and other receivables	3,545	Amortized cost	-	3,545	-
Cash, deposits and cash equivalents	377,828	Amortized cost	-	377,828	-
Marketable securities and other instruments	-	Fair value through profit and loss	-	-	-
Financial debts - bonds	350,000	Amortized cost	-	350,000	-
Trade and other payables	9,556	Amortized cost	-	9,556	-

Gimv is of the opinion that the carrying value of the financial assets is a reliable approximation of the market value for current assets and current liabilities. The fair value of the financial debts – bond loan is determined based on the stock exchange quotation on the reporting date. The following item discusses in greater detail the methods applied pursuant to IFRS 13 to determine the fair value of the level 3 unlisted assets of the investment portfolio.

6.3 Valuation methods applied for level 2

The following table explains the valuation methods applied pursuant to IFRS 13 to determine the fair value of level 2 shareholdings in the investment portfolio.

Valuation method	Use of the method	Significant non-observable variables	Link between non-observable variables and the fair value
Adjusted stock price	Applied if any limitations exist on the trading of the share, or in situations where the share price is not representative given the size of the shareholding.	The calibration effect (difference from the stock price) is considered a non-observable variable.	An increase in a negative calibration effect causes the fair value to decrease.

6.4 Valuation methods applied for level 3

The following table explains the various measurement methods applied pursuant to IFRS 13 to determine the fair value of non-listed (level 3) shareholdings in the investment portfolio.

Valuation method	Use of the method	Significant non-observable variables	Link between non-observable variables and the fair value
Price of a recent transaction	Applied to investments in enterprises without significant profits or significant positive cash flows. Applied to a recent and significant arm's length transaction. Used only for a limited period following the date of the relevant transaction.	The fair value of the last recent transaction is considered a non-observable variable.	The fair value increases with a rise in the non-observable variable.
Market multiples	Applied to investments in companies with identifiable, constant flows of revenues or profits that can be considered sustainable and where sufficiently recent information is available. The principle of calibration is used to objectively determine the difference from the multiple of the group of comparable listed companies.	The calibration effect (difference from the group of comparable listed companies) is viewed as a non-observable variable.	An increase in a negative calibration effect causes the fair value to decrease.
Fair value derived from the net asset value of the fund	Applied for investments in third-party funds (not managed by Gimv) and for investments in co-investment partnerships.	The fair value based on the fund reporting is viewed as a non-observable variable.	The fair value increases with a rise in the non-observable variable.
Other	In exceptional cases, a different valuation technique is used with the aim of better reflecting the fair value of the shareholding or a part thereof. Applied based on an external report or signed agreement, for example: imminent sale, IPO, post-exit payments, exit post-payments	The fair value based on the available information is viewed as a non-observable variable.	The fair value increases with a rise in the non-observable variable.

6.5 Classification of the investment portfolio by fair value hierarchy

The following tables show the entire investment portfolio by platform and by fair value hierarchy.

For the financial year ending on 31 March 2023.

Investment portfolio split by investment platform	31-03-2023	Level 1	Level 2	Level 3
Consumer	207,003			207,003
Healthcare	297,964			297,964
Life Sciences	122,500		23,559	98,941
Smart Industries	402,708			402,708
Sustainable Cities	373,128			373,128
Subtotal platform portfolio	1,403,303	-	23,559	1,379,744
Other	119,594	47,278		72,316
Total investment portfolio	1,522,897	47,278	23,559	1,452,060

There were no transfers in fair value hierarchy during the financial year.

For the financial year ending on 31 March 2022.

Investment portfolio split by investment platform	31-03-2022	Level 1	Level 2	Level 3
Consumer	221,426			221,426
Healthcare	345,843			345,843
Life Sciences	123,330		33,640	89,690
Smart Industries	303,633			303,633
Sustainable Cities	320,840			320,840
Subtotal platform portfolio	1,315,072	-	33,640	1,281,432
Other	133,475	52,557		80,918
Total investment portfolio	1,448,547	52,557	33,640	1,362,350

During the financial year ended 31 March 2022, two transfers took place as the result of the IPOs of Biotlys and Onward. These assets evolved from level 3 to level 2. These transfers are in line with the application of the valuation rules.

6.6 Changes in valuation

The graphs below (in EUR millions) show the sources of changes in the valuation of the unlisted portfolio companies (level 3). The difference with 'Unrealised value movements' (Note 11) can be explained by the unrealised value movements of the listed portfolio companies.

Valuation changes for the financial year ending on 31 March 2023: EUR -55.4 million

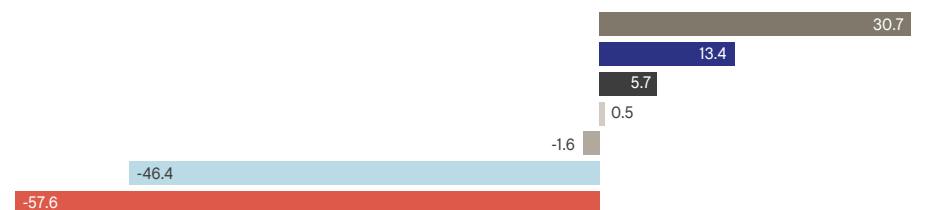
The graph below (in EUR millions) shows the sources of changes in the valuation of the unlisted portfolio companies (level 3) for the financial year ended 31 March 2023. This shows that our portfolio companies have held up well in a highly inflationary environment. More specifically, the growth performance of our portfolio companies positively contributes to the valuation result. This impact is calculated on the basis of the evolution of EBITDA or revenues over the past year at a constant multiple.

The average EBITDA multiple used for the valuations was 8.8x at end-March 2023 (after a calibration impact of -21%). The evolution from 8.1x at the end of March 2022 can be viewed against, inter alia, the positive evolution of the Eurostoxx-50 of +10.5% over the same period. It also partly reflects a change in the composition of the portfolio. The multiples therefore make a positive contribution to the valuation result, as shown in the chart below. This impact is calculated on the basis of the evolution of the multiple over the past year multiplied by the EBITDA or revenues at year-end.

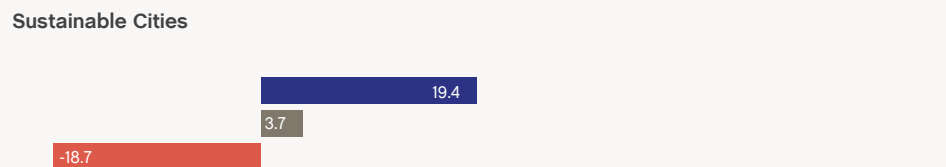
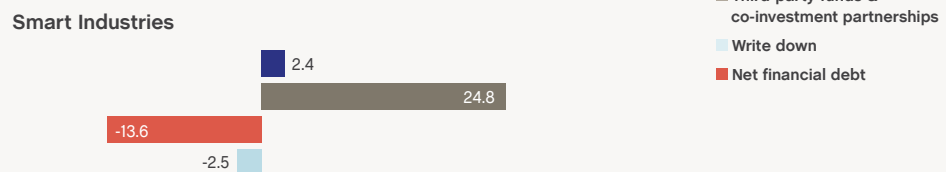
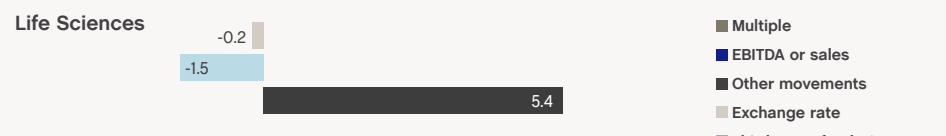
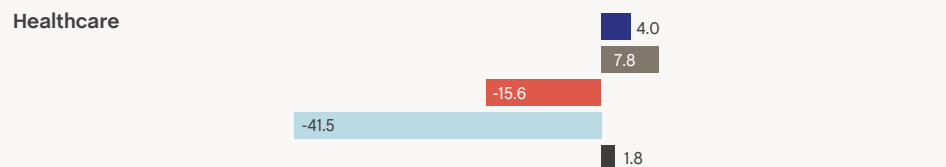
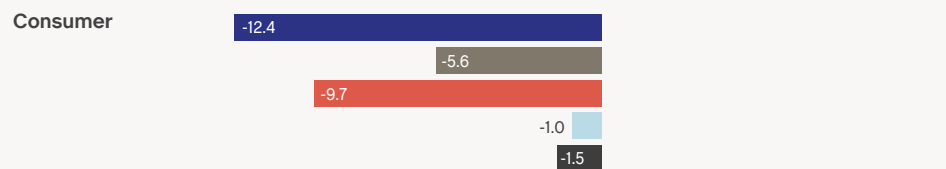
Additionally, an increase in net financial debt (mainly in the first half of the year), partly driven by increased working capital needs in difficult economic conditions and partly by the financing of add-on acquisitions, had a negative impact on the valuation result. This is reflected in an increase or negative impact of net debt at the portfolio companies in the chart below.

Finally, a number of selective write-downs (among others in Healthcare and Life Sciences) have negatively impacted the valuation result, as shown in the chart below.

For a further description of the measurement methods used for level 3 shareholdings and which form the basis of this graph, as well as the sensitivity analysis on variance in the significant non-observable variables of the measurement methods used, we refer to 6.4 and 6.7 respectively.



The graphs below (in EUR millions) provide an insight into the sources of valuation changes for the financial year ended 31 March 2023 for the unlisted portfolio of the five different platforms.



- Multiple
- EBITDA or sales
- Other movements
- Exchange rate
- Third-party funds & co-investment partnerships
- Write down
- Net financial debt

Valuation changes for the financial year ending on 31 March 2022: EUR 84.3 million

The graph below (in EUR millions) shows the sources of changes in the valuation of the unlisted portfolio companies (level 3) for the financial year ended 31 March 2022. This shows that the strong growth performance of our portfolio companies was the main determinant of the strong valuation result. This impact is calculated on the basis of the evolution of EBITDA or revenues over the past year at a constant multiple.

The average EBITDA multiple used for the valuations was 8.1x at the end of March 2022 (after a calibration impact of -21%). The evolution from 7.8x at the end of March 2021 is exclusively due to the underlying portfolio composition. The evolution of the multiple on a comparable basis is slightly negative, as can also be seen in the slightly negative contribution of the valuation multiple to the valuation result. This impact is calculated on the basis of the evolution of the multiple over the past year multiplied by the EBITDA or revenues at year-end.

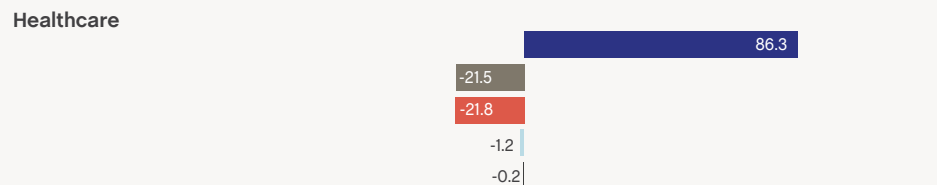
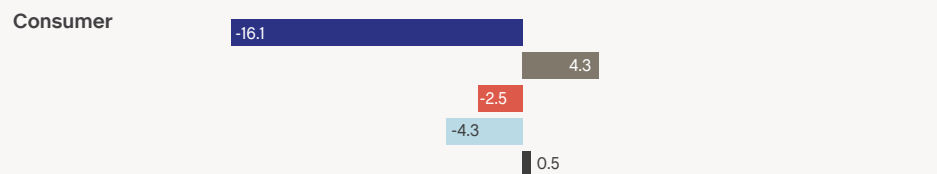
In addition, there was a slight increase in the average net debt at the portfolio companies (mainly to finance add-on acquisitions).

Unlike in the annual report for the financial year ended 31 March 2022, but in line with the current financial year, the evolution in the valuation of the co-investment funds has been included in the valuation change of the third-party funds instead of among other changes in the chart below. This is because the same valuation method forms the basis of both valuation changes.

For a further description of the measurement methods used for level 3 shareholdings and which form the basis of this graph, as well as the sensitivity analysis on variance in the significant non-observable variables of the measurement methods used, we refer to 6.4 and 6.7 respectively.



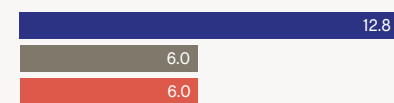
The graphs below (in million EUR) provide an insight into the sources of valuation changes for the financial year ended 31 March 2022 for the unlisted portfolio of the five platforms.



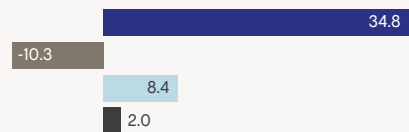
Life Sciences



Smart Industries



Sustainable Cities



- Multiple
- EBITDA or sales
- Other movements
- Exchange rate
- Third-party funds & co-investment partnerships
- Write down
- Net financial debt

6.7 Sensitivity analysis of the level 3 investment portfolio

The following tables give an indication of a sensitivity analysis on the significant non-observable variables of the measurement methods applied to level 3 of the investment portfolio.

<u>Valuation method on 31-03-2023</u>	<u>Fair value (1.000 EUR)</u>	<u>Significant unobservable inputs</u>	<u>Sensitivity</u>	<u>Impact on fair value (1.000 EUR)</u>	<u>Sensitivity</u>	<u>Impact on fair value (1.000 EUR)</u>
Recent transaction price	328,370	The fair value of the most recent transaction is considered unobservable input.	Increase of 10% in the fair value.	32,837	Decrease of 10% in the fair value.	-32,837
Market multiples	997,292	The calibration-effect is considered unobservable input.	Increase of 10% in the calibration-effect.	-33,640	Decrease of 10% in the calibration-effect.	33,640
Fair value derived from the value of the fund's net assets	57,326	Fair value based on fund reporting is considered unobservable input.	Increase of 10% in the fair value.	5,733	Decrease of 10% in the fair value.	-5,733
Other (*)	69,073	Fair value is considered unobservable input.	Increase of 10% in the fair value.	6,907	Decrease of 10% in the fair value.	-6,907
Total niveau 3	1,452,060					

(*) In some of our investee companies, certain future payments are linked to milestones. These expected payments are discounted based on probabilities and taking into account our internal cost of capital.

During the financial year ended 31 March 2023, eight shareholdings were measured for the first time at market-based multiples (initially at the price of a recent transaction). In addition, seven

transfers took place, part of which related to possible after-payments, with the aim of better reflecting the fair value of the shareholding or part thereof.

<u>Valuation method on 31-03-2022</u>	<u>Fair value (1.000 EUR)</u>	<u>Significant unobservable inputs</u>	<u>Sensitivity</u>	<u>Impact on fair value (1.000 EUR)</u>	<u>Sensitivity</u>	<u>Impact on fair value (1.000 EUR)</u>
Recent transaction price	384,373	The fair value of the most recent transaction is considered unobservable input.	Increase of 10% in the fair value.	38,437	Decrease of 10% in the fair value.	-38,437
Market multiples	880,506	The calibration-effect is considered unobservable input.	Increase of 10% in the calibration-effect.	-33,228	Decrease of 10% in the calibration-effect.	33,228
Fair value derived from the value of the fund's net assets	68,501	Fair value based on fund reporting is considered unobservable input.	Increase of 10% in the fair value.	6,850	Decrease of 10% in the fair value.	-6,850
Other (*)	28,970	Fair value is considered unobservable input.	Increase of 10% in the fair value.	2,897	Decrease of 10% in the fair value.	-2,897
Total niveau 3	1,362,350					

(*) In some of our investee companies, certain future payments are linked to milestones. These expected payments are discounted based on probabilities and taking into account our internal cost of capital.

During the financial year ended 31 March 2022, there were three transfers from measurement based on a recent transaction to a market multiples-based measurement. In addition, two transfers

took place, of which a part related to possible after-payments, with the aim of better reflecting the fair value of the shareholding or part thereof.

Note 7: Financial assets: equity investments at fair value through P&L

Equity investments measured at fair value through P&L include Gimv's investments in equity instruments. These investments increased by EUR 34,410 thousand to EUR 1,130,545 thousand, mainly driven by a high investment amount. During FY 2022-2023, Gimv invested in equity instruments in an amount of EUR 181,121 thousand, mainly in Smart Industries (EUR 61,494 thousand) and Healthcare (EUR 59,717 thousand), followed by Life Sciences (EUR 33,104 thousand), Sustainable Cities (EUR 18,372 thousand) and Consumer (EUR 7,109 thousand). The main investments were in BioConnection (HC), Picot (SI), Variass (SI) and Fronnt (SC). In addition to these investments in new shareholdings, sizeable follow-up investments were also made.

Divestments amounted to EUR 83,863 thousand, mainly in the Life Sciences (EUR 27,738 thousand), Healthcare (EUR 26,194 thousand) and Smart Industries (EUR 12,938 thousand) platforms. The main divestments were in Eurocept (HC), Biolam (HC), Jenavalve (LS) and Kind Technologies (SI).

The net unrealised value movements show a loss of EUR 72,856 thousand. The Smart Industries and Sustainable Cities platforms showed a positive net valuation fluctuation of EUR 10,401 thousand and EUR 9,923 thousand respectively. Negative net valuation fluctuations were recorded at Healthcare (EUR -48,103 thousand), Consumer (EUR -33,174 thousand) and Life Sciences (EUR -6,195 thousand).

During FY 2022-2023, an amount of EUR 12,986 thousand in debt investments was converted into equity instruments.

The remaining decrease is due to the liquidation of Gimv Arkiv Tech Fund II, a fully consolidated subsidiary, with the remaining portfolio divided among the non-controlling interests.

Equity investments at fair value through P&L (FVPL) (in 1,000 EUR)

	31-03-2023	31-03-2022
Opening balance	1,096,135	950,521
Investments	181,121	136,000
Divestments (-)	-83,863	-101,586
Unrealised gains in fair value (+)	124,857	155,043
Unrealised losses in fair value (-)	-197,713	-46,740
Converted debt instruments (+)	12,986	2,896
Other increase (+) or decrease (-)	-2,978	-
Closing balance	1,130,545	1,096,135
of which listed investments	70,837	86,197

During FY 2021-2022, Gimv invested EUR 136,000 thousand in shareholdings. Shareholdings were taken in a number of new companies, including Olyn (Consumer platform); Anjarium (Life Sciences platform) and E.GRUPPE, GSDI and Projective (Sustainable Cities platform).

Gimv completely divested four portfolio companies in FY 2021- 2022: Wolf Lingerie (Consumer); Equipe Zorgbedrijven (Health & Care); Summa (Smart Industries) and Incendin (Sustainable Cities). In addition, partial divestments took place at Impression International (CO); Spineart (HC) and Kind Technologies (SI).

The periodic measurement of the total portfolio in FY 2021- 2022 resulted in unrealised positive value fluctuations on financial assets at fair value through P&L of EUR 108,303 thousand. The other increase of EUR 2,896 thousand is due to the conversion of convertible debt instruments into shares.

Reconciliation with the consolidated cash flow statement

Reconciliation to consolidated cash flow statement (in 1,000 EUR)

	31-03-2023	31-03-2022
Equity investments according to cash flow statement	172,144	179,930
Equity investments according to movement schedule	181,121	136,000
Difference to explain	8,977	-43,930
<i>Partial</i>	6,830	-
<i>Received shares from buyer of portfolio company</i>	2,147	-
<i>Investments signed before yearend, closing after yearend</i>	-	-43,390

In the current financial year, Gimv received an option premium of EUR 9,757 thousand. EUR 6,830 thousand of this premium amounting was contributed in kind to the capital of the relevant portfolio company. This relates to an option premium received from a potential future acquirer of a portfolio company. The option premium received is recognised in the result upon expiry or upon exercise of the option. The entire premium is recognised in current liabilities (note 24).

Note 8: Financial assets: Debt investments

Debt investments that meet the SPPI test and the business model are measured at amortised cost. Expected credit losses are reviewed and recorded during each reporting period. Expected credit losses are recognised in the income statement under "Impairments on debt investments via amortised cost". Reversals of these expected credit losses are recorded in the income statement under "Reversal of impairments on debt investments via amortised cost".

Debt investments that do not pass the SPPI test, such as convertible debt instruments, are initially measured at fair value and subsequently, at each reporting period, at fair value with the fair value changes recognised in the income statement under the headings: "Unrealised gains on financial assets at fair value through P&L" and "Unrealised losses on financial assets at fair value through P&L".

The tables below show the evolution of the various debt investments.

Debt investments measured at amortised cost

During FY 2022-2023, the debt investments measured at amortised cost increased by EUR 92,080 thousand to EUR 338,923 thousand, mainly driven by new investments and by additional capitalised interest income. Gimv has invested EUR 87,098 thousand in new debt investments measured at amortised cost. The Smart Industries (EUR 41,714 thousand), Sustainable Cities (EUR 24,620 thousand) and Healthcare (EUR 13,923 thousand) platforms accounted for the largest new investments. The main investments were in Variotech (SI), Picot (SI), Rohrleitungsbau Münster (SC) and E.GRUPPE (SC).

EUR 9,359 thousand of debt investments were repaid, mainly in Smart Industries (EUR 8,087 thousand).

The expected credit losses evolved positively: a net positive amount of EUR 3,276 thousand of historical expected credit losses was reversed, mainly in the Healthcare platform to give a net positive amount of EUR 4,684 thousand.

In addition, EUR 12,986 thousand of debt investments were converted into equity instruments.

Debt investments at amortised cost (in 1,000 EUR)	31-03-2023	31-03-2022
Opening balance	246,843	220,585
Investments (+)	87,098	31,224
Repayments (-)	-9,359	-6,283
Accrued Interest (+)	23,826	21,200
Reversal of impairment (+)	19,870	18,191
Impairments (-)	-16,594	-35,178
Converted debt instruments (-)	-12,986	-2,896
Other increase (+) or decrease (-)	225	-
Closing balance	338,923	246,843

During the previous FY 2021-2022, new debt investments were recognised in a total amount of EUR 31,224 thousand. The largest loans were made to E.GRUPPE and GSDI (Sustainable Cities) and WDM-Deutenberg (Smart Industries).

EUR 6,283 thousand of loans including accrued interest were repaid, with the repayments coming from Impression international (Consumer) and from Tinc Development Partners (Other).

The net impact of the monitoring of expected credit losses was EUR 16,987.

EUR 2,896 thousand of convertible debt instruments were converted into equity.

Debt investments at fair value through P&L

Debt investments not meeting the SPPI test decreased significantly by EUR 52,140 thousand to EUR 53,429 thousand, mainly due to a divestment of EUR 57,731 thousand in the Healthcare platform.

Debt investments at fair value through P&L (FVPL)
 (in 1,000 EUR)

	31-03-2023	31-03-2022
Opening balance	105,569	61,823
Investments (+)	-	26,606
Divestments (-)	-57,731	-
Accrued interest (+)	5,592	4,613
Unrealised gains in fair value (+)	-	12,527
Unrealised losses in fair value (-)	-	-
Converted debt instruments (-)	-	-
Other increase (+) or decrease (-)	-	-
Closing balance	53,429	105,569

At the end of FY 2021-2022, the debt investments not meeting the SPPI test had a value of EUR 105,569 thousand. EUR 26,606 thousand of new debt investments were issued in the Healthcare and Sustainable Cities platforms. There was also a positive valuation evolution of EUR 12,527 thousand.

Reconciliation with the consolidated cash flow statement
Reconciliation to consolidated cash flow statement
 (in 1,000 EUR)

	31-03-2023	31-03-2022
Debt investments according to cash flow statement	73,707	93,829
Debt investments valued at fair value according to movement schedule	-	26,606
Debt investments valued at amortised cost according to movement schedule	87,098	31,224
Difference to explain	13,391	-35,999
<i>Vendor loan granted related to sale of portfolio companies</i>	13,391	-
<i>Investments signed before yearend, closing after yearend</i>	-	-35,999

Expected credit losses for debt investments measured at amortised cost by category
Expected credit losses split per category 31/03/2023
 (in 1.000 EUR)

	Category 1	Category 2	Category 3	Total
Principal	224,898	70,701	4,723	300,322
Capitalised interest	50,993	28,907	4,603	84,502
Nominal value	275,891	99,607	9,326	384,824
Expected credit losses	-	40,036	5,866	45,902
Carrying value	275,891	59,571	3,460	338,923

The total credit risk exposure is EUR 384,824 thousand.

Additional information about the debt investments

The table below provides additional information about the total debt investments in the investment portfolio. The carrying amount is broken down by residual term, currency and effective interest rate applied on a weighted average basis.

Additional information on loans to portfolio companies 2022-2023 (in 1,000 EUR)

	31-03-2023	31-03-2022
Remaining term		
Less than one year	29,590	7,310
Between one and five years	213,748	188,440
More than five years	149,014	156,662
Currency (translated to EUR)		
EUR	390,319	350,936
CHF	2,034	1,476
Type interest rate		
Fixed	369,441	350,046
Variable	22,911	2,366
Weighted average fixed rate	8.26%	7.40%
Weighted average variable rate	3.89%	2.25%

Note 9: Dividend and interest income

Income from dividends and interest amounted in FY 2022-2023 to EUR 36,737 thousand, a limited increase of EUR 993 thousand compared to 2021-2022. Interest income includes both capitalised interest income included in the measurement of debt investments and non-capitalised interest income that is paid periodically. This non-capitalised interest income is included in other current assets if not yet received at the end of the reporting period. The non-capitalised interest income explains a possible discrepancy with the segment reporting by platform (note 5).

Interest income increased by EUR 4,754 thousand to EUR 31,097 thousand. The main reason is that EUR 92,080 thousand more debt investments measured at amortised cost were outstanding than at the end of the previous financial year. The Sustainable Cities (EUR 11,929 thousand), Consumer (EUR 9,812 thousand) and Smart Industries (EUR 6,845 thousand) platform generate the greatest amounts of interest income.

Dividend income increased by EUR 3,761 thousand to EUR 5,640 thousand. This is mainly explained by the successful sale in the previous financial year of a business unit of Kind Technologies (SI). This resulted in, among other things, a significant dividend payment to its shareholders and a capital reduction. Coolworld (SC) made the largest contribution to the dividend income of the current financial year.

Dividend and interest income (in 1,000 EUR)	2022-2023	2021-2022
Dividend income	5,640	9,401
Interest income	31,097	26,343
Total	36,737	35,744

Note 10: Gains and losses on the disposal of investments

For FY 2022-2023, the net realised result amounted to EUR 31,656. This is the difference between the sum of the sales price of the divestments of this financial year (EUR 182,608 thousand) and their opening value at the start of the financial year (EUR 150,952 thousand). No deferred payments from historic sales were received. No material sales costs were incurred this financial year. The capital gains on the realisation of investments were EUR 59,396 lower than in the previous financial year. Losses on disposals rose by EUR 20,710 thousand. As a result of lower exit activity, the net realised result on realisation of investments is EUR 80,106 thousand lower than in the previous financial year. Over the entire period the realised money multiple on these sold shareholdings is 1.8x.

In FY 2021-2022, the realised result amounted to EUR 111,762. This is the difference between the sum of the sales prices of the divestments (EUR 217,090 thousand) plus deferred payments received on historical sales (EUR 2,540) and the opening value of these investments at the start of the financial year (EUR 107,868).

Realised gains and losses on disposal of investments (in 1,000 EUR)	2022-2023	2021-2022
Realised gain on disposal of investments	52,465	111,861
Realised losses on disposal of investments	-20,809	-99
Total	31,656	111,762

The Healthcare platform made the largest contribution to the net realised result, followed by Smart Industries. The sale of Biolam (HC) made the largest contribution to capital gains on disposal of investments, followed by the sale of Kind Technologies (SI). Life Sciences made the largest contribution to the realised capital losses (partly related to the sale of Jenavalve).

Realised gains and losses on disposal of investments for the year 2022-2023 by platform (in 1,000 EUR)	Consumer	Healthcare	Life Sciences	Smart Industries	Sustainable Cities	Other	Total
Realised gains on disposal of investments	6,027	38,378	12	5,550	45	2,453	52,465
Realised losses on disposal of investments	-2,453	-	-13,495	-	-	-4,861	-20,809
Total	3,574	38,378	-13,483	5,550	45	-2,408	31,656
Listed companies	-	-	12	-	-	-	12
Funds	-	-	-	-	-	-3,149	-3,149
Shareholdings	3,574	38,378	-13,495	5,550	45	741	34,793
Total	3,574	38,378	-13,483	5,550	45	-2,408	31,656

The Smart Industries platform made last year the largest contribution to the realised result, followed by Health & Care and Sustainable Cities. In FY 2021-2022 Gimv sold its shareholdings in Summa (SI), Equipe Zorgbedrijven (HC), Incendin (SC) and Wolf Lingerie (CO). These exits generated revenue

substantially in excess of the respective carrying values at the opening of the financial year. Over the entire period the average realised money multiple on these shareholdings was 3.2x.

Realised gains and losses on disposal of investments for the year 2021-2022 by platform (in 1,000 EUR)	Consumer	Healthcare	Life Sciences	Smart Industries	Sustainable Cities	Other	Total
Realised gain on disposal of investments	10,152	30,071	-	38,485	27,194	5,959	111,861
Realised losses on disposal of investments	-	-	-	-22	-	-77	-99
Total	10,152	30,071	-	38,463	27,194	5,882	111,762
Listed companies	-	-	-	-	-	-	-
Funds	-	-	-	-	-	5,823	5,823
Shareholdings	10,152	30,071	-	38,462	27,194	59	105,939
Total	10,152	30,071	-	38,462	27,194	5,882	111,762

Note 11: Unrealised valuation results

The unrealised valuation result reflects the periodic revaluation of the entire investment portfolio: equity investments measured at fair value through profit or loss, debt investments measured at fair value through profit or loss, and debt investments measured at amortised cost. The underlying drivers of the unrealised value movements are explained in item 4.5 Valuation evolution.

The accounting principles applied to the investment portfolio are described in Note 1.9.

FY 2022-2023 was characterised by an inflationary environment, with sharply rising energy prices, high raw material costs, increasing pressure on wage costs and a faltering international logistics chain. These factors weighed on the valuation of the investment portfolio and resulted in a difficult first half. In the second half of the year, effective cost management and a smart pricing policy resulted in the first encouraging signs of recovery. In this context, our businesses held up well, successfully continuing their strong growth paths. Despite pressure on margins due to rising costs, our businesses were able to maintain their profitability. The impact on margins was most pronounced in the Consumer portfolio.

During the previous FY 2021-2022, the portfolio companies showed strong growth figures with increases in total turnover and in total profitability (EBITDA). This strong growth performance formed the basis of the unrealised portfolio result of EUR 103,843 thousand.

Unrealised gains and losses

(in 1,000 EUR)

	2022-2023	2021-2022
Unrealised gains on financial assets at fair value through P&L	124,907	167,587
Unrealised losses on financial assets at fair value through P&L	-197,713	-46,741
Reversal of impairments on debt investments via amortised cost	19,819	5,647
Impairments on debt investments via amortised cost	-16,594	-22,651
Total	-69,581	103,842

The Smart Industries and Sustainable Cities platforms are the platforms with positive contributions to the net unrealised value movements of FY 2022-2023. Cegeka (SI), Acceo (SC), Coolworld (SC) and Groupe Claire (SC) made the largest positive contribution to net unrealised value movements. The Healthcare, Consumer and Life Sciences platforms made negative contributions. The valuations of investments GPNZ (HC), Medi-Markt (HC), Impact (CO), The Wallfashion House (CO), Onward (LS) and Topas Therapeutics (LS) evolved negatively over the past financial year.

Unrealised gains and losses for the year 2022-2023 by platform (in 1,000 EUR)	Consumer	Healthcare	Life Sciences	Smart Industries	Sustainable Cities	Other	Total
Unrealised gains on financial assets at fair value through P&L	6,524	19,739	8,468	46,244	39,592	4,340	124,907
Unrealised losses on financial assets at fair value through P&L	-39,698	-67,843	-14,664	-35,842	-29,669	-9,997	-197,713
Reversal impairments on debt assets via amortised cost	9,944	6,372	-	3,503	-	-	19,819
Impairments on debt assets via amortised cost	-7,003	-1,688	-1	-2,461	-5,441	-	-16,594
Total	-30,233	-43,420	-6,197	11,444	4,482	-5,657	-69,581
Listed companies	-	-	-9,922	-	-	-3,532	-13,454
Funds	-	-	-	-	-	-2,346	-2,346
Shareholdings	-30,233	-43,420	3,725	11,444	4,482	221	-53,781
Total	-30,233	-43,420	-6,197	11,444	4,482	-5,657	-69,581

The main unrealised positive value movements of the previous FY 2021-2022 were achieved in the Healthcare platform, followed by Sustainable Cities and Smart Industries. Due to the escalating situation in Russia and Ukraine, a discretionary decision was taken last financial year to fully write down our historical participations in two Russian Capman funds and the valuation of an earn-out

linked to Netprint (CO). The impact of this amounted to approximately EUR 12,000 thousand. A thorough screening of the portfolio companies for activities in Russia resulted in an EBITDA adjustment for the impact of these activities at one portfolio company in the Consumer platform. These adjustments were not reversed in FY 2022-2023.

Unrealised gains and losses for the year 2021-2022 by platform (in 1,000 EUR)	Consumer	Healthcare	Life Sciences	Smart Industries	Sustainable Cities	Other	Total
Unrealised gains on financial assets at fair value through P&L	12,139	46,191	19,250	36,423	34,776	18,808	167,587
Unrealised losses on financial assets at fair value through P&L	-16,821	-3,877	-4,959	-8,204	-	-12,880	-46,741
Reversal impairments on debt assets via amortised cost	424	5,126	-	-	97	-	5,647
Impairments on debt assets via amortised cost	-13,876	-5,348	-	-3,427	-	-	-22,651
Total	-18,134	42,092	14,291	24,792	34,873	5,928	103,842
Listed companies	-	-	13,364	-	-	6,172	19,536
Funds	-	-	-	-	-	-2,758	-2,758
Shareholdings	-18,134	42,092	927	24,792	34,873	2,514	87,064
Total	-18,134	42,092	14,291	24,792	34,873	5,928	103,842

Note 12: Operating income

The operating income consists on the one hand of management and other fees that can be charged to the portfolio companies. On the other hand, Gimv receives management fees for the management of two remaining co-investment partnerships Gimv Health & Care Co-Investment Partnership and Gimv Arkiv Tech Fund II. The latter was liquidated during the financial year.

The operating income increased by EUR 7,362 thousand compared to the previous financial year, mainly driven by the other operating income. Management and other fees showed a limited increase. Other operating income amounted to EUR 7,608 thousand. The increase can be explained by a reversal of provisions. The provisions are discussed in note 22.

<u>Operating income (in 1,000 EUR)</u>	<u>2022-2023</u>	<u>2021-2022</u>
Management fees	1,176	919
Other operating income	7,608	503
Total operating income	8,784	1,422

<u>Other operating income (in 1,000 EUR)</u>	<u>2022-2023</u>	<u>2021-2022</u>
Foreign exchange income	30	2
Recharge of operating expenses	902	501
Reversal of provisions	6,676	-
Total other operating income	7,608	503

Note 13: Operating expenses

Operating expenses consist of the purchase of goods and various services, remuneration, depreciation and impairment of tangible and intangible fixed assets, and other operating expenses.

In the present financial year operating expenses fell by EUR 12,290 thousand to EUR 44,552 thousand. The decrease is mainly due to the EUR 14,568 thousand decrease in other operating expenses. The increase in remuneration amounts to EUR 3,526 thousand. This increase can be explained by strong wage inflation and merit increases.

<u>Operating expenses (in 1,000 EUR)</u>	<u>2022-2023</u>	<u>2021-2022</u>
Selling, general and administrative expenses	-16,272	-17,767
Personnel expenses	-22,271	-18,745
Amortisation and depreciation expenses	-2,370	-2,123
Other operating expenses	-3,639	-18,207
Total operating expenses	-44,552	-56,842

In FY 2021-2022, operating expenses increased by EUR 3,010 to EUR 56,842 thousand, mainly due to the increased selling, general and administrative expenses. These expenditures rose by EUR 2,022 thousand. The increase was due both to higher due diligence and broken deal costs reflecting the larger number of investment opportunities investigated and by one-off higher selling costs on realised sales. Personnel expenses increased by 6% or EUR 996 thousand, mainly as a result of wage adjustments for inflation, a higher short-term incentive paid out after the previous financial year and salary increases granted. Depreciation of intangible and tangible assets remained stable.

The difference between the figures of EUR 22,271 thousand for remuneration under operating expenses, and that of EUR 23,117 thousand for remuneration and other benefits to employees and directors in the cash flow from operating activities is mainly explained by the composition of the two amounts and the time of effective payment. The amount reported in the cash flow statement includes, in addition to the remuneration paid to staff, also the remuneration paid to the non-executive directors and to the managing director.

Other operating expenses

The other operating expenses show a significant decrease of EUR 14,568 thousand, mainly explained by the decrease in the provisions set aside (see note 24), resulting in other operating income.

Other operating expenses (in 1,000 EUR)	2022-2023	2021-2022
Foreign exchange losses	-249	-8
Provisions for liabilities and charges	-	-14,631
Local taxes	-338	-481
Non recoverable VAT	-1,922	-2,500
Claims and legal disputes	-1,103	-256
Other operating expenses	-27	-331
Total other operating expenses	-3,639	-18,207

Note 14: Financial result

The financial result increased by EUR 2,593 thousand due to the increased financing income thanks to the higher income on cash as a result of the rise in interest rates.

The financing expenses consist mainly of the interest charges on financial debts – bonds. The financing expenses also include reservation fees on unused bank financing lines and negative credit interest on cash.

Financial result (in 1,000 EUR)	2022-2023	2021-2022
Finance income	3,058	334
Finance costs	12,070	11,938
Interest expenses financial debt	10,856	10,531
Availability fee credit lines	497	489
Negative credit rate on cash	341	619
Tax on securities	160	215
Interest expenses lease liabilities	90	74
Other banking costs	126	10
Total	-9,012	-11,604

Note 15: Income tax

Income tax relates only to the tax expense or income of the financial year.

Corporate income taxes (in 1,000 EUR)	2022-2023	2021-2022
Income taxes		
Current tax expense (+) / income (-)	9,797	2,523
Deferred tax expense (+) / income (-)	-	-
Total income taxes	9,797	2,523
Reconciliation current tax expense (+) / income (-) and accounting result		
<i>Accounting result before taxes</i>	-45,966	184,324
Taxes calculated at 25%	-	46,081
Impact of different tax rates in other countries	962	1,115
Impact of tax adjustments related to prior years	-11	353
Impact of the exemption of dividend income	-1,410	-2,820
Impact of tax exemption of realised capital gains and non-deductibility of unrealised capital losses	-1,116	-23,899
Impact of tax exemption of unrealised gains and reversal of impairments, and non-deductibility of unrealised capital losses and impairments	12,121	-16,934
Impact of other tax adjustments (disallowed expenses, other)	-749	-1,372
Current tax expense (+) / income (-)	9,797	2,523
Transferable definite taxable income for which no deferred tax asset is booked	408,105	392,991

The tax rate applicable to Belgian companies was 25% in 2022 as in 2021.

Gimv's core business consists of investing in shareholdings that are then sold after a certain period with a capital gain. Capital gains realised in Belgium are fully tax-exempt providing that certain conditions governing participation, holding periods and valuation are met. This exemption is conditional on the shares representing 10% of the total number of shares or having a purchase value of at least EUR 2,500 thousand. All Belgian realised capital gains on shares that do not meet one of the aforementioned participation, permanence and valuation conditions are taxable in tax

year 2022 at a basic rate of 25%. In the other countries where Gimv operates, capital gains on the sale of shares are fully or almost fully tax-exempt. Consequently, under IFRS no provision is made for deferred tax arising on the basis of the unrealised capital gains on the shareholdings. The same conditions apply to dividend income. Only interest income is taxable income.

Gimv has a significant amount of definitive taxed income for which no deferred tax asset is recognised.

Note 16: Intangible and tangible fixed assets

Overview of the (in)tangible non-current assets for the financial year ending on 31 March 2023

Immaterial fixed assets and Property, plant and equipment for the period 2022-2023 (in 1,000 EUR)	Intangible assets	Land and buildings	Furniture and vehicles	Right-of-use Assets IFRS 16 Lease	Total
Opening balance, net carrying amount	232	5,512	1,558	3,004	10,306
Gross carrying amount	1,584	15,427	4,402	5,909	27,322
Accumulated depreciation and impairment (-)	-1,352	-9,915	-2,844	-2,905	-17,016
Investments	115	138	258	1,273	1,785
Depreciations (-)	-140	-288	-460	-1,243	-2,131
Impairment losses recognised (reversed) through P&L (+)	-	-	-	-	-
Transfer from (to)	-	-263	-78	-2,030	-2,371
Other increase (decrease (-))	-	-	-	1,567	1,567
Closing balance, PPE	207	5,100	1,278	2,571	9,157
Gross amount	1,699	15,303	4,582	5,152	26,736
Accumulated depreciation and impairment (-)	-1,492	-10,203	-3,304	-2,581	-17,580

Overview of the (in)tangible non-current assets for the financial year ending on 31 March 2022

<u>Immaterial fixed assets and Property, plant and equipment for the period 2021-2022 (in 1,000 EUR)</u>	Intangible assets	Land and buildings	Furniture and vehicles	Right-of-use Assets IFRS 16 Lease	Total
Opening balance, net carrying amount	368	6,000	1,187	2,607	10,161
Gross carrying amount	1,584	15,475	3,638	5,032	25,728
Accumulated depreciation and impairment (-)	-1,216	-9,475	-2,451	-2,425	-15,567
Investments	-	181	764	1,683	2,628
Depreciations (-)	-136	-514	-393	-1,143	-2,186
Impairment losses recognised (reversed) through P&L (+)	-	-	-	-	-
Transfer from (to)	-	-	-	-	-
Other increase (decrease (-))	-	74	-	663	737
Closing balance, PPE	232	5,512	1,558	3,004	10,306
Gross amount	1,584	15,427	4,402	5,909	27,322
Accumulated depreciation and impairment (-)	-1,352	-9,915	-2,844	-2,905	-17,016

Note 17: Trade and other receivables

In FY 2022-2023, receivables decreased by EUR 1,699 thousand due to the decrease in other receivables. The other receivables of EUR 2,580 thousand of the previous year consisted of a receivable from the managers of a portfolio company following a pre-financing for the exercise of derivatives in the context of an imminent divestment.

The tax receivables of EUR 995 consist mainly of recoverable withholding tax on dividends received.

<u>Trade and other receivables (in 1,000 EUR)</u>	<u>31-03-2023</u>	<u>31-03-2022</u>
Maximum 1 year		
Trade receivables	395	153
Interest receivables	-	-
Tax receivable, other than corporation tax	995	812
Deferred costs and accrued income	-	-
Other receivables	457	2,580
Closing balance	1,846	3,545

Note 18: Cash, cash equivalents and marketable securities

Due to the intensive investment activity, the total cash position decreased during FY 2022-2023 by EUR 183,412 thousand to EUR 194,416 thousand. The net cash flow from investing activities was negative. The cash flows from operating and financing activities also decreased compared to the previous financial year.

The bank deposits are all available within a maximum of three months and are not subject to market value changes. Cash is immediately available.

Marketable securities are quoted shares received from a distribution by a third-party fund at the end of the financial year and sold within a very short period of time. The fluctuations in the valuation of these securities are included in the income statement.

Cash and marketable securities (in 1,000 EUR)	31-03-2023	31-03-2022
Cash and cash equivalents	191,521	377,828
Bank deposits	131,623	274,957
Cash and other equivalents	59,898	102,871
Marketable securities	2,895	-
Total	194,416	377,828

Note 19: Issued capital, share premium and reserves

Issued Capital and share premium

Gimv is a listed company. 27.65% of its shares are held by the Vlaamse Participatiemaatschappij. The balance is spread over a large number of institutional and retail shareholders. All shares are admitted to trading on the Continuous Market of Euronext Brussels under the share code GIMB (ISIN: BE0003699130).

The participation percentage of the Vlaamse Participatiemaatschappij has increased by 0.10% compared to the previous financial year because the Vlaamse Participatiemaatschappij opted to take 63% of its dividend in stock.

The ordinary general meeting held 30 June 2022 declared a dividend in respect of FY 2021-2022 of EUR 69,290 thousand (EUR 2.60 per share). Shareholders had the option to receive their dividend in cash or in stock. This stock option led to the issue of 568,189 new shares at an issue price of EUR 45.50 per share. This capital increase of EUR 25,853 thousand took the form of a capital increase of EUR 5,394 thousand within authorised capital and a share premium of EUR 20,459 thousand. The share premium is the difference between the fractional value per share and the issue price.

Consequently, since the end of March 2023, the issued capital amounts to EUR 258,414 thousand, represented by 27,222,697 fully paid-up no par ordinary shares. All shares have the same rights and fractional value. Gimv has not issued any securities that on exercise or conversion would produce an increase in the number of shares.

Capital and share premium (in 1,000 EUR)	31-03-2023	31-03-2022
Number of issued shares at start of period	26,654,508	26,047,134
Changes during the period	568,189	607,374
Number of issued shares at end of period	27,222,697	26,654,508
Capital at start of the period	253,020	247,254
Changes during the period	5,394	5,766
Capital at end of the period	258,414	253,020
Share premium at start of the period	96,903	73,971
Changes during the period	20,459	22,932
Share premium at end of the period	117,362	96,903

The ordinary general meeting of Gimv declared on 30 June 2021 a dividend in respect of FY 2020-2021 of EUR 65,118 (EUR 2.50 per share). Shareholders could take their dividends in cash or in stock (optional dividend). This stock option led to the issue of 607,374 new shares at an issue price of EUR 47.25 per share. This capital increase of EUR 28,698 thousand took the form of a capital increase of EUR 5,765 thousand within authorised capital and a share premium of EUR 22,933 thousand. The share premium is the difference between the fractional value per share and the issue price.

Own shares

Gimv owned 4,508 own shares at the end of the previous financial year. Gimv did not buy in any additional own shares during FY 2022-2023. 2,545 own shares were sold to employees. As at 31 March 2023, Gimv therefore still holds 1,963 own shares.

This number represents a limited amount of capital (including share premium) of EUR 27 thousand, which corresponds to the number of own shares at year-end as a fraction of the total number of shares issued and multiplied by the sum of the capital and share premium at year-end.

Treasury shares	31-03-2023	31-03-2022
Number of own shares at start of period	4,508	17,877
Changes during the period	-2,545	-13,369
Number of own shares at end of period	1,963	4,508
Own shares: capital size at start of period	59	220
Changes during the period	-32	-161
Own shares: capital size at end of period (in 1,000 EUR)	27	59

During financial year 2021-2022, Gimv purchased 32,000 of its own shares under a share purchase plan for staff members in the amount of EUR 1,688 thousand at an average purchase price of EUR 52.75. 45,369 shares were sold to staff members during financial year 2021-2022 for a total of EUR 1,899 thousand of which EUR 1,780 thousand were already received at the end of the financial year. The average selling price after discount was EUR 42.97 per share.

At 31 March 2022, Gimv held 4,508 treasury shares, representing a restricted capital (including share premium) of EUR 59 thousand.

Reserves

At the end of the financial year, the reserves amount to EUR 936,633 thousand. These include, in addition to the result carried forward, the own shares and other elements of the result. The result carried forward reduced by EUR 128,488 thousand, corresponding to the group net result of EUR -59,467 thousand less the dividend of EUR 69,290 thousand in respect of FY 2021-2022 plus EUR 269 thousand as a result of changes in the ownership within the consolidated group (scope changes).

Reserves (in 1,000 EUR)	31-03-2023	31-03-2022
Own shares	-116	-238
Retained earnings	935,465	1,063,953
Other comprehensive income	1,284	-604
Total	936,633	1,063,111

Note 20: Paid and proposed dividends

The board of directors will be proposing to the ordinary general meeting of shareholders a gross dividend of EUR 2.60 per share in respect of FY 2022-2023. Payment will in principle take the form of an optional dividend to further finance Gimv's investment ambitions. After 30% investment withholding tax, the net dividend amounts to EUR 1.82 per share. The effective amount paid out will be adjusted for the number of treasury shares held by Gimv at the time of the dividend payment, as these are not dividend-entitled. Their number was 1,963 at the end of March 2023.

Proposed and distributed dividends (in 1,000 EUR)	2022-2023	2021-2022
Determined and paid out during the year	69,290	65,118
Final dividend	69,290	65,118
Interim dividend	-	-
Proposed for approval by AGM	70,774	69,290
Number of issued shares	27,222,697	26,654,508
Number of treasury shares	1,963	4,508
Number of dividend entitled shares	27,220,734	26,650,000
Proposed gross dividend per share (in EUR)	2.60	2.60

Note 21: Net earnings per share

Earnings per share is obtained by dividing the net result attributable to the holders of ordinary shares of the parent company by the weighted average number of shares outstanding during the financial year.

The diluted net earnings per share is equal to the net earnings per share because, as of 31 March 2023, no instruments exist that have a dilutive effect on the holders of ordinary shares.

Net result per share (in 1,000 EUR)	2022-2023	2021-2022
Net result of the period, share of the group	-59,467	174,285
Weighted average number of shares	27,033,891	26,437,808
Earnings (loss) per share (in EUR)	-2.20	6.59
Net result of the period, share of the group	-59,467	174,285
Weighted average number of shares	27,033,891	26,437,808
Impact dilution effect	-	-
Adjusted weighted average number of shares	27,033,891	26,437,808
Diluted earnings (loss) per share (in EUR)	-2.20	6.59

Note 22: Non-current financial debts

The non-current financial debts mainly consist of bond loans in a total amount of EUR 350,000 thousand, of which EUR 75,000 thousand will remain outstanding until June 2026. In addition to the bond loans, Gimv also has a lease obligation of EUR 2,710 thousand, resulting from the IFRS 16 Leases standard. The resulting long-term lease obligation amounts to EUR 1,626 as of 31 March 2023.

2022-2023 (in 1,000 EUR)	Remaining term			Total
	< 1 year	1 to 5 years	> 5 years	
Financial debts				
Bonds	-	75,000	275,000	350,000
Lease liabilities (IFRS 16)	1,084	1,626	-	2,710
Total	1,084	76,626	275,000	352,710

In the first half of FY 2019-2020, Gimv successfully placed its first public bond issue, in the form of 7 and 12-year bonds in amounts of EUR 75 million (nominal interest rate of 2.875%) and EUR 175 million (nominal interest rate of 3.50%) respectively. In the second half of FY 2020-2021 an 8-year sustainable bond in an amount of EUR 100 million was placed at a nominal interest rate of 2.25%.

The bonds issued in 2019 are used for general financing purposes, i.e. to fund the further growth of Gimv and its portfolio companies while maintaining an adequate level of liquidity throughout the investment cycle. The 2026 bonds were offered to both retail and institutional investors. The 2031 bonds were offered to institutional investors only.

The sustainable bond issue has been made possible by the establishment of a sustainable financing framework which confirms Gimv's ambition as a responsible investor. With this framework Gimv wants to align its financing policy with its sustainable investment ambitions and further increase its impact on society. The framework will make it possible to attract sustainable financing in the future as well. The issue was largely oversubscribed and placed with a wide group of institutional investors, a significant majority of which have sustainable profiles.

The following table summarises the contractual nominal payments of the three current bond debts by future accounting period, broken down into the principal repayment and the annual interest payments. The annual payment date is stated in the table of the bond's specifications.

Period (in 1,000 EUR)	Principal	Interest	Total
From 01-04-2023 to 31-03-2024	-	10,531	10,531
From 01-04-2024 to 31-03-2025	-	10,531	10,531
From 01-04-2025 to 31-03-2026	-	10,531	10,531
From 01-04-2026 to 31-03-2027	75,000	10,531	85,531
From 01-04-2027 to 31-03-2028	-	8,375	8,375
From 01-04-2028 to 31-03-2029	100,000	8,375	108,375
From 01-04-2029 to 31-03-2030	-	6,125	6,125
From 01-04-2030 to 31-03-2031	-	6,125	6,125
From 01-04-2031 to 31-03-2032	175,000	6,125	181,125

The table below gives the main specifications of the various bonds.

Bond characteristics (in EUR)	2031 12 year (175m)	2029 8 year (100m)	2026 7 year (75m)
Trade date	21-06-2019	08-03-2021	21-06-2019
Value date	05-07-2019	15-03-2021	05-07-2019
Maturity date	05-07-2031	15-03-2029	05-07-2026
Nominal value (100%)	175,000,000	100,000,000	75,000,000
Denomination	1,000	100,000	1,000
Issue Price	102.000%	100.000%	101.875%
Issue Value	178,500,000	100,000,000	76,406,250
Interest rate - nominal	3.500%	2.250%	2.875%
Interest rate - actuarial	3.296%	2.250%	2.579%
Payment date	05-07-20xx	15-03-20xx	05-07-20xx

Non-current financial debts for the year ended 31 March 2022

2021-2022 (in 1,000 EUR)	Remaining term			Total
	< 1 year	1 to 5 years	> 5 years	
Financial debts				
Bonds	-	75,000	275,000	350,000
Lease liabilities (IFRS 16)	1,015	2,021	-	3,037
Total	1,015	77,021	275,000	353,037

Note 23: Pension obligations

Gimv grants pensions and death in service cover financed through group insurance contracts of the “defined benefit” and “defined contribution” type. The majority of active employees are affiliated with the “defined contributions” type. Only a few employees are still affiliated with “defined benefit” contracts.

Plans of the “defined contribution” type are subject to a minimum return guaranteed by law and, in accordance with the IAS 19 standard, are viewed as “defined benefit” plans. These plans are measured annually on the basis of the projected unit credit method (PUC). The plan assets are measured at the discounted value of the reserves taking into account the insurer's rate guarantees. Actuarial gains and losses are recognised in equity through other elements of comprehensive income. Only in the event that the return on plan assets guaranteed by the insurer is lower than the legally guaranteed return must the employer adjust the shortfall. There are no specific risks in these pension plans.

The average remaining lifespan of the plans is 10.6 years.

The increase in the discount rate from 1.25% to 3.70% and the increase in the inflation expectation from 2.00% to 6.00% for 2023 and 2.00% thereafter significantly impact the current net value of the pension obligations. The previous year's current net value of the pension obligation of EUR 605 thousand has evolved to an overestimate of EUR 1,109 thousand at the end of the present financial year.

The number of beneficiaries in the “defined benefit” plan has decreased from 10 to 8 active beneficiaries. The average lifespan of the liabilities is 10.3 years. The “defined contributions” plan currently includes 33 active employees, compared to 37 last year. The average lifespan of the liabilities is 26.3 years.

Amounts recognised in the balance sheet (in 1,000 EUR)

	31-03-2023	31-03-2022
"Defined benefit" plan		
Present value of the pension obligations	11,304	12,390
Fair value of the assets	12,508	12,265
Net present value of the pension obligations	-1,204	125
"Defined contribution" plan		
Present value of the pension obligations	28,116	27,753
Fair value of the assets	28,020	27,274
Net present value of the pension obligations	95	479
Total of the plans		
Present value of the pension obligations	39,420	40,143
Fair value of the assets	40,528	39,538
Net present value of the pension obligations	-1,109	605

Fair value of the assets (in 1,000 EUR)

	31-03-2023	31-03-2022
Heritage collective investment fund	2,966	3,257
Assets managed by the insurer	37,563	36,281
Fair value of the assets	40,528	39,538

Movement of the liabilities during the year (in 1,000 EUR)

	31-03-2023	31-03-2022
Net liabilities at the beginning of the year	605	933
Amount recognised in equity (via OCI)	-1,889	-328
Net income or expense recognised in the income statement	375	-56
Contributions paid	-200	-263
Past service cost (+) and reversal (-)	-	320
Amount recognised at the end of the year	-1,109	605

Pension cost recognised in the income statement
 (in 1,000 EUR)

	31-03-2023	31-03-2022
Current service cost	357	455
Net interest on pension obligations	9	497
Administration costs	9	12
Curtailement	-	-1,021
Net expense	375	-56

Main actuarial assumption used

	31-03-2023	31-03-2022
Discount rate	3.70%	1.25%
Expected return on assets	3.70%	1.25%
Inflation rate	6,00% (2023) - 2,00% (after 2023)	2.00%
Salary increase rate (inflation included)		
< 50 year	8,00% (2023) - 4,00% (after 2023)	4.00%
> 50 year	2.00%	2.00%
Mortality table	MR-5 / FR-5	MR-5 / FR-5

Change of the present value of pension benefits
 (in 1,000 EUR)

	31-03-2023	31-03-2022
Present value of benefits at the beginning of the year	40,143	39,668
Service cost	357	455
Interest cost	501	497
Administration costs	9	12
Benefits paid during the year	-273	-693
Actuarial gain (-) or loss (+) for the year	-1,318	1,223
Curtailement	-	-1,021
Present value of promised benefits at the end of the year	39,420	40,143

Change in fair value of the assets in the plans
 (in 1,000 EUR)

	31-03-2023	31-03-2022
Fair value of the assets in the plans at the beginning of the year	39,538	38,735
Contributions received during the year	200	263
Benefits paid during the year	-273	-693
Interest income	492	484
Administration costs	-	-
Return in excess of interest income	571	736
Actuarial gains (-) or losses (+) related to experience adjustments	-	13
Present value of the assets in the plan at the end of the year	40,528	39,538

Sensitivity analysis (in 1,000 EUR)

	31-03-2023	31-03-2022
Discount rate		
Increase of 50 base points	39,121	39,530
Decrease of 50 base points	39,708	40,143
Decrease of 370 base points	43,366	42,056
Salary increases index		
Increase of 50 base points	39,425	40,180
Decrease of 50 base points	39,414	40,107
Expected payments		
within 3 years	15,149	19,601
between 3 and 8 years	17,664	12,224
after 8 years	19,464	20,646

Note 24: Provisions

In FY 2022-2023, provisions decreased by EUR 20,263 to EUR 20,278 thousand, mainly in the context of the Long-Term Incentive Plan (LTIP) and the historical co-investment structures.

The fall in provisions is the net outcome of:

- a reversal of unused provisions of EUR 408 thousand in the context of a provision set up for possible guarantees and claims;
- an application of earlier provisions of EUR 11,873 thousand set up in the context of the historical co-investment structures, i.e. an earn-out payment of EUR 164 thousand to the beneficiaries of the historical vintage 2010 co-investment structure, and an earn-out payment of EUR 11,709 thousand to the beneficiaries of the historical vintage 2013 co-investment structure, settled through equity;

2022-2023 (in 1,000 EUR)	Warranties	Litigation	In respect of the LTIP	Remeasurement pension plans	Other	Total
Opening Balance	408	-	39,529	604	-	40,541
Additional provisions (+)	-	-	-	-	-	-
Use of provisions (-)	-	-	-11,873	-	-	-11,873
Reversal of unused provisions (-)	-408	-	-6,269	-1,713	-	-8,390
Changes in consolidation scope	-	-	-	-	-	-
Closing balance	-	-	21,387	-1,109	-	20,278

In FY 2021- 2022, provisions increased by EUR 29,490 thousand, mainly in the context of the Long Term Incentive Plan (LTIP) and the historical co-investment structures.

The EUR 29,490 thousand increase in provisions during the previous financial year resulted from:

- an application of EUR 200 thousand in respect of past and current disputes. This amount is included in the income statement under other operating expenses;
- a decrease of EUR 383 thousand due to a paid settlement (earn-out) of previously transferred shares from the 2010-2012 vintage in the context of the historical co-investment structures, recognised via equity;
- an increase of EUR 30,402 thousand in provisions in respect of LTIP and the historic co-investment structures:
 - an increase of EUR 15,571 thousand as a result of the exercise of the purchase option on the shares from the 2013-2015 vintage in the context of the historical co-investment structures. This transfer from the third-party interest to group equity does not run through the income statement. The third-party interest in the 2013-2015 vintage of the co-investment structure

- a net decrease of EUR 6,269 thousand of provisions set up in respect of the LTIP:
 - a decrease of EUR 2,521 thousand of accrued provisions for remaining potential earn-out payments under the historical co-investment structures: i.e. a decrease of EUR 2,222 thousand for the 2010 vintage and a decrease of EUR 299 thousand for the 2013 vintage, recognised in the income statement;
 - a decrease of EUR 4,310 thousand of provisions set up in the context of the 2018 vintage LTIP, recognised in the income statement;
 - an increase of EUR 561 thousand of provisions set up in the context of the 2021 vintage LTIP, recognised in the income statement.
- a reduction of EUR 1,713 thousand on the provision set aside for future pension liabilities through other elements of comprehensive income in accordance with IAS 19 (Note 23).

amounted to EUR 24,739 thousand at the end of the previous financial year. The purchase option on the shares of the co-investment company in question was exercised in May 2022, resulting in a payment to third parties of EUR 8,784 thousand. At the time of exercise, the third-party interest is transferred to group equity. The difference between the exercise value of the purchase option and the third-party interest at the end of the previous financial year, taking into account the specific conditions of the co-investment agreements, led to an opening value of EUR 15,571 thousand as estimated future settlements included in the provisions. The payment of the purchase option together with the earn-out paid from the 2010-2012 vintage constitutes an amount of EUR 9,167 thousand, included in the item 'investments in subsidiaries (LTIP)' in the cash flow statement;

- an additional provision of EUR 833 thousand due to the estimated settlement (earn-out) of previously transferred shares from the 2010-2012 vintage in the context of the historical co-investment structures, recognised via equity;
- an additional provision of EUR 3,527 thousand for the estimated settlement (earn-out) of shares transferred from the 2013-2015 vintage in the context of the historical co-investment structures, recognised in the income statement under other operating expenses (Note 5);

- an additional provision of EUR 10,247 thousand related to the 2018 LTIP plan. The 2018 LTIP is structured differently to the earlier vintages. Further information is given in the remuneration report. This amount is included in the income statement under other operating expenses;
- a additional provision of EUR 224 thousand related to the 2021 LTIP. The 2021 LTIP is structured identically to the 2018 LTIP. This amount is included in the income statement under other operating expenses.
- a reduction of EUR 329 thousand on the provision set aside for future pension liabilities through other elements of comprehensive income in accordance with IAS 19 (Note 22).

2021-2022 (in 1,000 EUR)	Warranties	Litigation	In respect of the LTIP	Remeasurement pension plans	Other	Total
Opening Balance	608	-	9,510	933	-	11,051
Additional provisions	-	-	30,402	-	-	30,402
Use of provisions	-200	-	-383	-	-	-583
Reversal of unused commissions	-	-	-	-329	-	-329
Changes in consolidation scope	-	-	-	-	-	-
Other increase (decrease (-))	-	-	-	-	-	-
Closing balance	408	-	39,529	604	-	40,541

Note 25: Non-current financial liabilities and trade payables

During FY 2022-2023, short-term liabilities increased by EUR 8,174 thousand to EUR 30,425 thousand, mainly due to a EUR 6,678 thousand increase in tax debt and a EUR 6,633 thousand increase in debt related to portfolio companies.

The debt related to portfolio companies amounted to EUR 3,124 thousand at the end of the previous financial year and consisted of debts related to the exit of a portfolio company. This debt was paid at the beginning of the current financial year. At the end of the current financial year, the balance amounts to EUR 9,757 thousand. This relates to an option premium received from a potential future acquirer of a portfolio company. The option premium received is recognised in the result upon expiry or upon exercise of the option.

Short term liabilities (in 1,000 EUR)	31-03-2023	31-03-2022
Financial debts		
Lease liabilities (IFRS 16)	1,084	1,015
Total	1,084	1,015
Trade and other payables		
Trade payables	919	4,193
Social debts	4,265	5,363
Income taxes	9,106	2,428
Various taxes	261	519
Accrued interest related to financial debt - bonds	5,855	6,202
Liabilities related to investment portfolio	9,757	3,124
Other payables	262	422
Total	30,425	22,251

Note 26: Related parties

In accordance with IAS 24, the table below reports on the transactions and outstanding debt investments with related parties of Gimv. Gimv has a significant influence in each active portfolio company regardless of the voting rights percentage. The entire investment portfolio is split into affiliated companies, that is portfolio companies in which Gimv holds more than 50% of the voting rights; and into associated companies, that is portfolio companies in which Gimv exercises a significant influence through voting rights or through a mandate in the board of directors.

Information regarding related parties (in 1,000 EUR)	31-03-2023	31-03-2022
Long term receivables	392,237	352,406
Long term receivables from non-consolidated related companies	229,071	170,905
Long term receivables from non-consolidated associated companies	163,166	181,500
Result from transactions	37,801	36,612
Dividend income from non-consolidated related companies	3,558	6,818
Dividend income from non-consolidated associated companies	2,073	2,582
Interest income from non-consolidated related companies	18,896	15,186
Interest income from non-consolidated associated companies	12,134	11,156
Services provided to non-consolidated related companies	483	216
Services provided to non-consolidated associated companies	657	654
Remuneration / Provision of executives	8,076	5,087
Fixed remuneration to members of executive comité (incl. managing director)	3,349	1,539
Variable remuneration to members of executive comité (incl. managing director)	868	548
Group insurance, hospitalisation and healthcare	131	321
LTIP payments to members of executive comité (incl. managing director)	3,070	1,932
Fixed remuneration to non-executive board members	489	489
Attendance fees to non-executive board members	169	258
LTIP Provision for executives	7,194	13,526
LTIP provision to members of executive comité (incl. managing director)	7,194	13,526
Significant off-market transactions between related parties	-	-

Reconciliation with the consolidated balance sheet

Reconciliation to consolidated balance sheet (in 1,000 EUR)

	31-03-2023	31-03-2022
Financial assets: debt investments at fair value through P&L (FVPL)	53,429	105,569
Financial assets: debt investments at amortised cost (*)	338,923	246,843
Total financial assets: debt investments on balance sheet	392,352	352,412
Total long term receivables related parties	392,237	352,406
Difference to explain	115	6
<i>Escrow receivables originating from previous exits</i>	<i>115</i>	<i>6</i>

In each case the difference relates to outstanding escrow amounts as a result of historical “exits” and which may still be received in the future. Gimv no longer has a significant influence in these ‘passive’ portfolio companies and this balance is therefore not included in the outstanding receivables from related parties.

Reconciliation with the consolidated income statement

Reconciliation to consolidated income statement (in 1,000 EUR)

	31-03-2023	31-03-2022
Dividend income	5,640	9,401
Interest income	31,097	26,343
Management fees	1,176	919
Total income on income statement	37,913	36,663
Result from transactions with related parties	37,801	36,612
Difference to explain	112	51
<i>Income from investee companies without significant control</i>	<i>112</i>	<i>51</i>

The difference includes income from portfolio companies over which Gimv has no significant influence. The difference is mainly explained by fees received from companies that are not part of the investment portfolio or fees that are not part of the portfolio result.

Note 27: Off-balance sheet obligations and major pending litigation

Off-balance sheet obligations

The text below gives an overview of off-balance sheet obligations as of 31 March 2023 linked to investments representing a material portion of the Gimv group’s non-current financial assets.

- In less than 40% of its investment files, Gimv’s interest can be diluted, albeit generally to a relatively limited extent, by stock option plans or securities entitling their holders to shares upon exercise or conversion.
- In just over 80% of the files, agreements have been made which, in the event of an exit, could result in an uneven distribution of the proceeds, to the benefit or detriment of Gimv depending on the investment and/or the circumstances.
- Just under half the files include an anti-dilution clause which comes into effect whenever additional capital is obtained at a lower price per share, and which in most cases, but not always, operates to Gimv’s advantage.
- Almost 50% of the files commit Gimv to co-selling its holdings, in almost all cases together with the other members of the financial consortium.
- In two files Gimv has granted a call option on all or part of its shares in a particular shareholding, and in five investments one or more third parties have put options on Gimv.
- There are 16 files in which Gimv has agreed, in the event of an exit, to cede part of its capital gain above a certain return to one or more other shareholders.
- Given the 7 complete divestments during the past year, there are currently only 26 files in which representations and warranties have been given that are still effective (including still outstanding terms of limitation).
- There are 19 files in the regular portfolio with binding financial commitments totalling EUR 77,035.

- Below is an overview of the types of commitments entered into and their conditionality:

Share capital	Conditionally	EUR 63,545 thousand	EUR 65,570 thousand
	Unconditionally	EUR 2,025 thousand	
Loans	Conditionally	N.A.	EUR 11,464 thousand
	Unconditionally	EUR 11,464 thousand	

Conditionality is understood to mean: the achievement of certain milestones in the event of investments in tranches, Gimv approval, etc.

In addition, as of 31 March 2023, Gimv still has commitments for fund investments:

- Gimv has outstanding commitments to third-party funds in a limited amount of EUR 5,221 thousand;
- Gimv has outstanding commitments to co-investment partnerships in an amount of EUR 11,176 thousand.

Pending litigation

As of 31 March 2023, there were claims outstanding against Gimv in respect of representations and warranties in the context of 3 previous investments. Appropriate provisions were set up based on a substantiated risk analysis of these claims. Otherwise, at the year-end closing date there was no indication whatsoever to suggest that any significant claim might in future be made in respect of these representations and warranties. In the pending litigation in which Gimv group is involved at 31 March 2023, the appropriate provisions have been set up where necessary, based on risk assessments using the information available at the close of the financial year.

In this regard, for the sake of completeness, it is also mentioned that in December 2020, Gimv was summoned by Mr Naets to appear before the Antwerp Court of First Instance in connection with a dispute relating to the sale in August 2020 of all outstanding securities of Sureca NV by its former shareholders, including Mr Naets and Gimv. Mr Naets argues that the former shareholders and directors of Sureca allegedly violated his right of pre-emption in the context of the exit, in particular by failing to comply with an element of the procedure for the exercise of that pre-emption right. Mr Naets therefore demands that the former shareholders and directors of Sureca NV be held jointly and severally liable for the payment of damages amounting to EUR 302 million. Sureca's former shareholders and directors contest the claim in its entirety. By judgement of the Commercial Court in Antwerp of 19 December 2022, this claim by Mr Naets was rejected as unfounded. Mr Naets has appealed against this judgement. Based on (i) the facts of the case, (ii) external legal advice, (iii) the judgement of the Antwerp Commercial Court and (iv) the applicable accounting rules, Gimv maintains its decision not to make a provision in its accounts.

Note 28: Risk factors

Gimv is - just like any other company - exposed to a number of risks. The increasing complexity of society and of the investment projects in which Gimv is involved, along with the changing laws and regulations, as well as the potential impact of the recent pandemic crisis and the war in Ukraine, call for a high degree of risk awareness.

Risk management is the process of identification, assessment, management and communication of risk from an integrated and organisation-wide perspective. This is a continuous process, if only because the current situation and the fact of taking measures in changing circumstances require this of us.

Gimv is convinced that risk management is an essential part of good governance and the development of a sustainable business. By maintaining an appropriate balance between risks and returns, Gimv seeks to maximise business success and shareholder value. Optimal risk management needs to contribute to the realisation of the strategic objectives:

- optimising operational business processes in terms of effectiveness and efficiency;
- ensuring the reliability of financial reporting;
- monitoring its activities in accordance with regulations, laws and codes of conduct.

This section describes the risks with which Gimv is confronted as an investment company, along with the operational and financial risks associated with Gimv's investment activities.

1. Risks related to economic, political and social circumstances

Gimv's portfolio companies are exposed to specific risks associated with the sector in which these companies operate. These risks are managed at the level of the portfolio company concerned.

Difficult economic circumstances can have negative consequences not only for the valuation of the existing portfolio, but also for the quantity and quality of new investment opportunities and of exit opportunities for existing participations (and therefore for generating cash). It follows that Gimv's revenue, profit and cash flow statement are subject to many different elements and can therefore fluctuate considerably. Such fluctuations can have a material adverse effect on Gimv's ability to redeem its bonds. The evolution of the general economic situation can potentially impact the results of the shareholdings and by extension the valuation of these shareholdings on Gimv's balance sheet. Given Gimv's highly differentiated portfolio, spread over 59 different shareholdings operating in different sectors and countries, fluctuations in the economic situation can have very varied impacts. For more information about Gimv's portfolio, see www.gimv.com/Portfolio.

Changes in general political and social conditions can also have a material adverse effect on Gimv's activities and prospects. Gimv can be influenced by political events beyond its control. In addition, global geo-political tensions including, among others, the war in Ukraine, can also affect the operating conditions and thereby the performance of Gimv's portfolio companies.

The concentration in the portfolio is limited. No individual holding represents more than 10% of the total value of the investment portfolio, and the largest five holdings together represent 26.0% of the total portfolio, compared with a 25.1% at the end of March 2022 (see table below).

Difficult economic conditions may not only have an adverse effect on the valuation of the existing portfolio of Gimv, but also on the quantity and quality of available new investment opportunities, and on the exit opportunities for existing shareholdings (and by extension on cash generation).

Therefore, Gimv can not guarantee to maintain its current dividend policy under all circumstances.

<u>Investment portfolio</u>	<u>31-03-2023</u>	<u>Investment portfolio</u>	<u>31-03-2022</u>
1. Cegeka		1. Cegeka	
2. Groupe Claire		2. Televic	
3. Coolworld Rentals		3. Med-Markt	
4. Medi-Markt		4. Biolam	
5. SpineArt		5. Groupe Claire	
Share of total portfolio	26.0%	Share of total portfolio	25.1%
6. Picot		6. Baas-Verkley	
7. Sofatutor		7. Coolworld Rentals	
8. Televic		8. SpineArt	
9. UDB		9. UDB	
10. BioConnection		10. Sofatutor	
Combined share of total portfolio	40.5%	Combined share of total portfolio	41.5%

2. Market risk

Under International Financial Reporting Standards (IFRS), Gimv values its portfolio at fair value based on certain market data, valuation models, estimates and assumptions. The portfolio is initially recognised at cost, with unrealised gains and losses arising from periodic revaluations subsequently recognised in the income statement.

The value of the listed portion of the portfolio depends directly on the stock market prices of the companies concerned and on the fluctuations thereof. Under IFRS, the valuation of unlisted investments depends also on a number of market-related elements (*inter alia* through comparison with a peer reference group of listed companies). However, the volatility of such market data does not necessarily reflect the performance of the shareholding in question. This means that the unrealised capital gains and losses on the unlisted part of Gimv's portfolio (and therefore Gimv's earnings) are also determined to a large extent by market developments.

A 10% change in the market prices of the listed part of the portfolio and in the value of the unlisted part of the portfolio measured using multiples has, as at end-March 2023, an impact of EUR 7,084 thousand and EUR 99,729 thousand respectively (at end-March 2022 this impact was EUR 8,620 thousand and EUR 88,051 thousand respectively). The unrealised gains and losses on Gimv's portfolio (and therefore Gimv's profit) are therefore largely determined by market developments. In the absence of directly observable market data, certain investments are measured by methods that use non-observable measurements/inputs that may have an effect on fair value. The valuation is also based on a number of estimates and assumptions (based on specific data).

The interest rate risk (item 9) and exchange rate risk (item 11) are part of the market risk.

The value of the portfolio may therefore not reflect the performance of the shareholdings concerned. A significant change in the value of Gimv's portfolio can have a material adverse effect on Gimv's business, operating results, financial condition and prospects.

An overview of the various measurement methods and inputs that are applied to Gimv's portfolio can be found in Note 5 of the 2022-2023 annual report.

3. Risks in relation to anti-trust legislation

Gimv generally invests on a non-recourse basis. This implies that the financial risk is limited to the amount of the investment in the shareholding concerned. In recent years, however, private equity companies themselves have been directly fined for violation of anti-trust legislation by their investee companies. These violations were committed by shareholdings in which private equity

firms held controlling stakes. The anti-trust authorities are of the opinion that maintaining a controlling interest constitutes sufficient grounds for direct liability for the fines imposed, even if the private equity firm itself was in no way involved in the anti-trust offence. If such a situation were to occur in relation to Gimv, this could have a material adverse effect on Gimv's activities, operating results, financial situation and prospects.

4. Competition risk

Gimv operates in a competitive market of both local and international private equity players and a rapidly changing competitive landscape. Gimv's success is largely determined by its ability to maintain a strong competitive and differentiated position. If Gimv cannot maintain such a position, this can have a material adverse effect on Gimv's activities, operating results, financial situation and prospects.

5. Tax risk

Currently, Gimv has offices in Belgium, the Netherlands, France and Germany. As such, Gimv falls under the jurisdiction of various tax authorities. Its results may therefore be affected by changes in the tax legislation of the countries in question or in the interpretation and application of existing tax legislation in these countries.

Capital gains on shares represent the largest share of Gimv's result. Since 2018, the definitively taxed income conditions (more than 10% of capital or an investment above EUR 2.5 million) must be met in Belgium in order to be exempt from capital gains tax. Another measure agreement that can possibly influence Gimv's tax situation is the limitation of the use of loss carryforwards and other tax reserves (also referred to as 'minimum corporation tax'). In addition to these existing measures, any future adjustments in the corporate income tax treatment of capital gains on shares can have a material impact on Gimv's results.

6. Regulatory risk

Gimv's key activity consists of private equity investments, a sector that has, in recent years, been increasingly subject to European and national regulations (e.g. in certain cases via Directive 2011/61/EU on Alternative Investment Fund Managers).

As a listed company, Gimv is also subject to various legal provisions and disclosure obligations.

The ever-changing regulatory environment is closely monitored at Gimv, the impact on the organisation, administration or reporting is evaluated on a regular basis, and any necessary adjustments are made. With the rules differing from one type of private equity firm to another and from country to country, Gimv risks suffering competitive disadvantage from a changing regulatory framework. Were such a risk situation to arise, this could have a material adverse effect on Gimv's activities, operating results, financial situation and prospects.

7. Liquidity risk

With a substantial liquidity position and unused credit lines, Gimv is not exposed to risks associated with debt financing. Gimv watches, however, to ensure that the portfolio companies build in sufficient margins and do not incur debts that could exceed their repayment capacities. The average external debt ratio for Gimv's portfolio companies is 1.8 times operating cash flow (or EBITDA) at end-March 2023. For this reason the Board considers the liquidity risk a limited one.

Gimv's portfolio consists of investments that are generally high risk, unsecured and unlisted and therefore illiquid. The realisation of capital gains on its investments is uncertain, can be slow in coming and is at times legally or contractually restricted during certain periods (lock-up, stand still, closed period, etc.). These capital gains depend, among other things, on the earnings evolution of the specific shareholding, on the general economic situation, on the availability of buyers and financing, and on the possibility of IPOs. As a result, the illiquid nature of its assets presents a risk for Gimv's results and cash flow generation. In addition, Gimv does not always control the timing or the course of the sales process, which can possibly lead to a suboptimal return. Note 8 provides more insight into the remaining term of the financial assets: debt investments.

In addition to the available liquidity on the balance sheet, Gimv has EUR 200 million in undrawn credit lines with the banks.

8. Credit risk

Gimv incurs credit risk (or counterparty risk) both in respect of its cash position and as a result of the loans in the investment portfolio.

At treasury level this risk is managed through distributing this cash sensibly across a sufficiently large number of banks and other financial institutions with good ratings. This cautious approach to its treasury policy does not, however, give any cast iron guarantee against adverse changes in the financial institutions in question and may potentially have a significant impact on Gimv's cash position.

Debt investments from portfolio companies are financial assets with fixed or determinable payments that are not listed in an active market. A more detailed description of the treatment of these financial assets is provided in Note 1 section 8 to the financial statements. In FY 2022-2023 there was a positive net impact of value fluctuations of EUR 3,276 thousand (compared to a negative net impact of EUR 4,460 thousand in FY 2021-2022). The credit risk from the loans in the investment portfolio is diversified over a large number of holdings. Total loans as end-March 2023 are 392,352 thousand (22.9% of the total investment portfolio), with the largest loan equal to 3.9% of the total investment portfolio. At end-March 2023, 0.6% of the loan portfolio was in arrears (compared to 0% at end-March 2022).

The loans that Gimv makes available to its shareholders are often subordinated to the investments of other parties. This subordination applies generally vis-à-vis funds made available by financial institutions, with the risk of there being insufficient proceeds from the sale or liquidation of the company in question to repay the loans from Gimv. Should a shareholder get into financial difficulties, Gimv's influence can also decrease to the benefit of the secured creditors.

9. Interest and refinancing risk

In July 2019, Gimv issued a EUR 250 million bond. The maturities of this bond are 7 years (EUR 75 million) and 12 years (EUR 175 million) respectively. In addition, in March 2021, Gimv issued a EUR 100 million sustainable bond with an 8-year term. Given the long terms of the outstanding bonds, the refinancing risk is limited and the fixed interest coupon means that there is no interest risk. Gimv does not currently have any other debt financing. Gimv's investee companies obviously make frequent use of debt financing. For some of them this means that an interest and/or refinancing risk exists when existing loans mature and need to be refinanced.

Leveraged buyouts bear the inherent risk of the company getting into serious trouble in the event that a drastic fall in earnings erodes its repayment capacity. Moreover, a particular outcome in one shareholder (e.g. bankruptcy) can have a (direct or indirect) impact on the attitude of interested third parties towards one or more other shareholders. Were such a risk situation to arise, this could have a material adverse effect on Gimv's activities, operating results, financial situation and prospects.

10. Human resources risk

For achieving its objectives, Gimv is largely dependent on the experience, commitment, reputation, deal-making skills and networks of its senior employees. Human capital is a key asset. The departure of senior employees and any resulting negative perception of the same from the market or related industry can therefore have a negative impact on Gimv's activities and results. In addition, Gimv may have potential difficulties in recruiting suitable employees, both for expanding its activities and for replacing resigning employees. Recruiting such suitable employees can also entail considerable costs, in terms of both salaries and other incentive programs.

11. Currency risk

As of 31 March 2023, Gimv group has foreign currency assets with a countervalue of EUR 73,952 thousand. The breakdown by currency is shown in the table below:

<u>Portfolio in foreign currencies on 31-03-2023</u>	in thousand foreign currency	in thousand EUR
USD	37,458	34,444
CHF	39,382	39,508
Total		73,952

<u>Portfolio in foreign currencies on 31-03-2022</u>	in thousand foreign currency	in thousand EUR
USD	66,530	59,932
CHF	22,651	22,062
SEK	34,462	3,334
Total		85,327

This shows that Gimv's direct exchange rate risk is rather limited (at 5.6% of the Group's equity). A 10% change in the USD and CHF exchange rate against the EUR has an impact of about EUR 7,395 thousand or 0.6% of Gimv's equity.

Besides the direct foreign exchange risk through the holding of foreign currency denominated participating interests, Gimv also has an indirect exchange rate risk from the activities and, potentially, the financing of the portfolio companies. Any hedging against this latter currency risk takes place at the level of the respective portfolio companies.

12. Risk associated with fund commitments

Gimv has in the past invested in private equity funds managed by third parties. These investment commitments must be paid in proportionally to the investments that are decided and implemented. Gimv has no further control or power of decision over these investments.

The amount of outstanding commitments fund has fallen sharply in recent years since Gimv has chosen in principle not to make any new commitments to external funds.

At end-March 2023, Gimv still had EUR 5,221 thousand of such outstanding commitments to funds managed by third parties (equal to 2.7% of its available liquidity). The greatly reduced amount of these fund commitments means that there is no risk of investment calls limiting the capacity to make direct investments.

13. Risk related to off-balance sheet commitments and significant pending litigation

As part of its investment activities, Gimv has a series of commitments that are not expressed on its balance sheet. In a number of cases, for example, Gimv is committed to follow-up investments. These commitments total EUR 77,035 thousand at end-March 2023 (EUR 71,174 thousand at end-March 2022). There are also a series of agreements or commitments that can directly impact the shareholdings and/or their value. The Company's shareholding may be diluted by exercise of share options and the effect of anti-dilution clauses; there can be agreements concerning the division of the proceeds of any sale or obligations to co-sell with other investors.

When selling shareholdings, the company has in certain cases to provide warranties with respect to these. At the end of March 2023, there were 26 files (30 at end-March 2022) for which representations and warranties were still outstanding. In addition, the Company is involved in a limited number of judicial proceedings, both as defendant and as plaintiff. The costs of such claims, disputes or lawsuits can - insofar as they become reality - have a material adverse effect on Gimv's activities, financial situation, operating results and prospects. Where deemed necessary, the requisite provisions are set up, based on an assessment of these risks using the available information. A more detailed description can be found in Note 23 to the financial statements.

14. Risk related to GIMV's IT systems and cyber security

Gimv uses information and communication technologies that may be subject to information security risks, such as confidentiality, availability and integrity.

Reliable IT systems are an integral part of Gimv's activities. Moreover, Gimv operates in an increasingly connected world and is therefore also vulnerable to possible external cyber attacks on the integrity of its systems and data. Despite the measures taken by Gimv, including those relating to cyber security, its IT systems can be breached or damaged by computer viruses and system attacks (such as malware attacks, natural incidents or human errors and disasters). Any malfunction can negatively affect Gimv's reputation.

15. Risks related to the implementation of the strategy

Gimv's investment strategy is based on certain estimates and assumptions regarding economic, market and other circumstances, including estimates regarding the value or potential value of a company and the potential return on investment. These estimates may differ from reality, making Gimv's strategy inappropriate/unsuitable, with adverse consequences for Gimv's business activities, operating results, financial situation and prospects.

16. Risks related to the possibility of internal controls not being effective

Preparing financial information in terms of adequate systems, reporting and compiling financial information - taking into account changes in the scope or changes in accounting standards - is a challenge for Gimv, especially given the complexity arising from the activities in Belgium, the Netherlands, France and Germany. Effective internal controls on financial reporting are built in and necessary for Gimv to provide reasonable assurance as to the reliability of both internal and external financial reports. Given the inherent limitations of the system (such as human error or circumvention of internal control measures), the existing financial reporting control mechanism may not always prevent certain deviations in the financial reporting. Internal control measures may also become ineffective due to changes in circumstances and in applicable monitoring procedures. If Gimv fails to maintain adequate internal control systems or to implement new or improved control procedures or faces problems with internal controls, this may adversely affect Gimv's activities and operating results.

Gimv may furthermore be liable for unauthorised transactions where signing authority and delegation of authority have not been correctly defined or are not being observed. Were such a risk situation to occur, this could have a material adverse effect on Gimv's activities, operating results, financial situation and prospects.

Note 29: Events after the balance sheet date

- The valuation of our portfolio is based on market multiples at the end of March 2023. Since then, we have closely followed stock market developments. To date, we have not noticed any evolution in market multiples to indicate that our valuation needs to be adjusted.
- Mid-April 2023, Complement Therapeutics announced the closing of a EUR 72 million Series A financing round led by Gimv, together with a number of other reputable Life Sciences investors. Complement Therapeutics will use the proceeds from this round to further develop its innovative therapies for the treatment of complement-related diseases, with a particular focus on ophthalmology.
- On 25 April 2023 Gimv announced its investment in the Dutch company Witec, a fast-growing developer and producer of high-quality precision and high-tech parts and systems for mechatronic, inductive and hydraulic applications, among others.
- Thanks to a joining of forces with investment group Tillegem, Fronnt announced at the end of April that their ambitious growth trajectory and energy transition mission has been strengthened with the entry of three new leading installation companies.
- Following the voluntary resignation of Karel Plasman on 21 March, 2023, the Board of Directors decided on 18 April 2023 to co-opt Jan Desmeth as director. A proposal will be made to the general meeting of 28 June 2023 to ratify the co-optation of Jan Desmeth and to appoint him as a VPM-nominated director for four-year term.

Statutory auditor's report

STATUTORY AUDITOR'S REPORT TO THE GENERAL MEETING OF GIMV NV FOR THE YEAR ENDED 31 MARCH 2023 (CONSOLIDATED FINANCIAL STATEMENTS)

In the context of the statutory audit of the consolidated financial statements of Gimv NV ('the Company') and its subsidiaries (together referred to as 'the Group'), we hereby present our statutory auditor's report. It includes our report of the consolidated financial statements and the other legal and regulatory requirements. This report is an integrated whole and is indivisible.

We have been appointed as statutory auditor by the general meeting of 29 June 2022, following the proposal formulated by the administrative body issued upon recommendation of the Audit Committee. Our statutory auditor's mandate expires on the date of the General Meeting deliberating on the financial statements closed on 31 March 2025. We have performed the statutory audit of the consolidated financial statements of the Group for four consecutive years.

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Unqualified opinion

We have performed the statutory audit of the Group's consolidated financial statements, which comprise the consolidated statement of financial position as at 31 March 2023, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information, and which is characterised by a consolidated statement of financial position total of 1.728.549 kEUR and for which the consolidated statement of profit or loss shows a loss for the year of 55.765 kEUR.

In our opinion, the consolidated financial statements give a true and fair view of the Group's net equity and financial position as at 31 March 2023, as well as of its consolidated financial performance and its consolidated cash flows for the year then ended, in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium.

Basis for unqualified opinion

We conducted our audit in accordance with International Standards on Auditing (ISA) as applicable in Belgium. Our responsibilities under those standards are further described in the 'Statutory auditor's responsibilities for the audit of the consolidated financial statements' section in this report.

We have complied with all the ethical requirements that are relevant to the audit of consolidated financial statements in Belgium, including those concerning independence.

We have obtained from the administrative body and company officials the explanations and information necessary for performing our audit.

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

Key audit matters

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

Valuation of the investment portfolio description of the key matter

As an investment company, the Group participates in various portfolio companies, which are valued at fair value and are presented in the header "investment portfolio" of the consolidated statement of financial position for an amount of 1.522.897 kEUR. These represent 88% of the consolidated statement of financial position. Although the Group uses a clear and consistent valuation method, the fair value of the assets involved often depends to a large extent on management's assumptions and estimates.

The use of a different valuation method on the one hand and/or a change in the underlying assumptions and estimates on the other hand could lead to a significant deviation from the fair value.

The current volatile socio-economic situation is causing uncertainty in the market regarding the current and future performance of companies, which can also translate into increased volatility in market multiples. This increases the risk of a significant deviation from the fair value of the portfolio companies.

Summary of procedures performed

With regard to the aforementioned key matter, we have conducted additional procedures in areas with an increased risk of subjectivity in the valuation process. This included, amongst others:

- We have engaged our internal valuation specialists for the purpose of:
 - Assessing the assumptions and estimates used by management. The adequacy and consistency of the applied valuation method was assessed, as well as the multiples used and the discounts applied. The correctness of the calculation was also checked. In addition, it was assessed that management took sufficient account of the impact of the current volatile socio-economic situation on the valuation of the portfolio companies;
 - Assessing the valuation methodologies used by management in accordance with the "International Private Equity and Valuation guidelines" and with IFRS;
- We discussed and analysed the valuation method used for the investments;
- We have reconciled the source data used with, where available, audited data and the published annual accounts;
- We have investigated potential indications of impairment by analysing the performance of the underlying investment files;
- We have audited the disclosures in Note 4 of the consolidated financial statements for content and completeness in accordance with IFRS 7 "Financial Instruments".

Responsibilities of administrative body for the drafting of the consolidated financial statements

The administrative body is responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union and with the legal and regulatory provisions applicable in Belgium, and for such internal control as the administrative body determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatements, whether due to fraud or error.

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

Statutory auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a statutory auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

When executing our audit, we respect the legal, regulatory and normative framework applicable for the audit of the consolidated financial statements in Belgium. However, a statutory audit does not guarantee the future viability of the Group, neither the efficiency and effectiveness of the management of the Group by the administrative body. Our responsibilities regarding the continuity assumption applied by the administrative body are described below.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the administrative body;
- Conclude on the appropriateness of the administrative body's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our statutory auditor's report to the related disclosures in the consolidated 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 statutory auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;

- Evaluate the overall presentation, structure and content of the consolidated financial statements and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the management, the supervision and the performance of the Group audit. We assume full responsibility for the auditor's opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control identified during the audit.

We also provide the Audit Committee with a statement that we respected the relevant ethical requirements relating to independence, and we communicate with them about all relationships and other issues which may influence our independence, and, if applicable, about the related measures to guarantee our independence.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our statutory auditor's report, unless law or regulation precludes public disclosure about the matter.

OTHER LEGAL AND REGULATORY REQUIREMENTS

Responsibilities of the administrative body

The administrative body is responsible for the preparation and the contents of the director's report on the consolidated financial statements and for the other information included in the annual report on the consolidated financial statements.

Responsibilities of the statutory auditor

In the context of our mission and in accordance with the Belgian standard (version revised 2020) which is complementary to the International Standards on Auditing (ISA) as applicable in Belgium, it is our responsibility to verify, in all material aspects, the director's report on the consolidated financial statements and the other information included in the director's report on the consolidated financial statements, as well as to report on these elements.

Aspects relating to the director's report on the consolidated financial statements and to the other information included in the annual report on the consolidated financial statements

In our opinion, after having performed specific procedures in relation to the director's report, this director's report is consistent with the consolidated financial statements for the same financial year, and it is prepared in accordance with article 3:32 of the Code of companies and associations.

In the context of our audit of the consolidated financial statements, we are also responsible for considering, in particular based on the knowledge we have obtained during the audit, whether the director's report on the consolidated financial statements and the other information included in the annual report on the consolidated financial statements, namely:

- Chapter 1 'Word from the chairman and CEO'
- Chapter 5 'Annual results 2022-2023'
- Chapter 7 'Corporate governance'

contain a material misstatement, i.e. information which is inadequately disclosed or otherwise misleading. Based on the procedures we have performed, there are no material misstatements we have to report to you.

Statement concerning independence

- Our audit firm and our network did not provide services which are incompatible with the statutory audit of the consolidated financial statements and our audit firm remained independent of the Group during the terms of our mandate.
- The fees related to additional services which are compatible with the statutory audit as referred to in article 3:65 of the Code of companies and associations were duly itemised and valued in the notes to the consolidated financial statements.

European single electronic format (ESEF)

In accordance with the draft standard of the Institute of Réviseurs d'Entreprises concerning the standard on auditing the conformity of financial statements with the European Single Electronic Format (hereinafter "ESEF"), we are required to verify whether the ESEF format complies with the regulatory technical standards established by Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 (hereinafter: "Delegated Regulation").

The administrative body is responsible for preparing, in accordance with ESEF requirements, the consolidated financial statements in the form of an electronic file in ESEF format (hereinafter "digital consolidated financial statements") included in the annual financial report.

It is our responsibility to obtain sufficient and appropriate supporting information to conclude that the format and mark-up language of the digital consolidated financial statements comply in all material aspects with the ESEF requirements under the Delegated Regulation.

The annual financial report and the digital consolidated financial statements have not yet been delivered to us on the date of this report.

If, when auditing the digital consolidated financial statements, we conclude that there is a material misstatement, we will be required to report the matter to the administrative body and ask it to make the necessary changes. Failing that, we will be required to amend this report to the effect that the format and the mark-up of information in the digital consolidated financial statements included in the annual financial report of Gimv NV comply in all material aspects with the ESEF requirements under the Delegated Regulation.

Other statements

This report is in compliance with the contents of our additional report to the Audit Committee as referred to in article 11 of regulation (EU) No 537/2014.

Antwerp, May 17th, 2023

BDO Réviseurs d'Entreprises SRL

Statutory auditor

Represented by David Lenaerts*

Auditor

*Acting for a company

Unconsolidated financial statements

Under this heading we give abridged versions of the statutory balance sheet and income statement of Gimv NV.

The full financial statements, audited by BDO and for which they have issued an unqualified opinion, will be filed electronically with the National Bank of Belgium.

This filing will be made within thirty days of the Annual General Meeting of 28 June 2023.

1. Balance sheet

Assets (in 1,000 EUR)	31-03-2023	31-03-2022
Formation expenses	3,436	3,991
Non-current assets	1,218,370	1,104,228
Intangible assets	207	232
Property, plant and equipment	4,985	6,398
Investment portfolio	1,213,178	1,097,598
Financial assets: equity investments	546,192	514,633
Financial assets: debt investments	666,986	582,965
Current assets	145,082	360,576
Trade and other receivables	1,304	3,116
Cash, deposits and cash equivalents	137,627	275,195
Marketable securities	5,773	82,042
Other current assets	378	223
Total assets	1,366,888	1,468,795

Liabilities (in 1,000 EUR)	31-03-2023	31-03-2022
Equity	865,855	976,124
Issued capital	258,414	253,020
Share premium	117,362	96,903
Reserves	323,766	323,766
Profit carried forward	166,313	302,435
Liabilities	501,033	492,671
Non-current liabilities	358,524	364,125
Financial debts - bonds	353,064	353,556
Provisions	5,460	10,569
Current liabilities	142,509	128,546
Trade and other payables	922	4,096
Income tax payables	1,904	6,070
Other liabilities	130,554	112,044
Accrued charges and deferred income	9,129	6,336
Total equity and liabilities	1,366,888	1,468,795

2. Income statement

Income statement (in 1,000 EUR)	2022-2023	2021-2022
Dividend income	2,093	2,951
Interest income	8,952	17,892
Realised gains on disposal of investments	55,815	92,252
Unrealised gains on financial assets at fair value through P&L	12,323	12,176
Reversal of impairments on debt investments via amortised cost	3,504	4,994
Portfolio profit	82,687	130,265
Realised losses on disposal of investments	-16,910	-51
Unrealised losses on financial assets at fair value through P&L	-114,297	-20,517
Impairments on debt investments via amortised cost	-7,586	-15,886
Portfolio losses	-138,793	-36,455
Portfolio result: profit (loss)	-56,106	93,810
Omzet & Management fees	1,813	1,750
Other operating income	3,602	3,283
Operating income	5,415	5,033
Selling, general and administrative expenses	-13,406	-15,476
Personnel expenses	-7,504	-12,106
Amortisation and depreciation expenses	-714	-803
Other operating expenses	-584	-14,778
Operating expenses	-22,208	-43,163
Operating result	-72,899	55,680
Finance income	19,842	5,334
Finance costs	-12,167	-12,440
Result before tax: profit (loss)	-65,224	48,574
Tax expenses	-124	-128
Net profit (loss) of the period	-65,348	48,446

3. Appropriation account

The following appropriation of the loss of EUR 65,348 for the financial year is proposed to the ordinary general meeting of Gimv NV:

Result to be appropriated (in 1,000 EUR)	2022-2023	2021-2022
Result to be appropriated	237,087	372,890
Result or the period available for appropriation	-65,348	48,446
Result of the preceding period brought forward	302,435	324,444
Addition to equity	-	1,165
To the legal reserves	-	1,165
Result to be carried forward	166,313	302,435
Profit to be distributed	70,774	69,290
Compensation for contributions	70,774	69,290

This appropriation includes the distribution of a gross dividend of EUR 2.60 per share. This will take the form of a stock dividend to further finance Gimv's investment ambitions. After 30% investment withholding tax, the net dividend amounts to EUR 1.82 per share. The effective amount paid out will be adjusted for the number of treasury shares held by Gimv at the time of the dividend payment, as these are not dividend-entitled. Their number was 1,963 at the end of March 2023.

Alternative Performance Measures

<u>Alternative Performance Measures - Gimv</u>	<u>Description</u>
EBITDA	Earnings before Interests, Taxes, Depreciations and Amortizations.
Pay-out ratio	The payout ratio is calculated, for the financial year N, by dividing (i) the dividends paid in N+1 for the financial year N by (ii) the net profit of the financial year N (as reflected in the consolidated income statement as "Net profit – share of the group").
Net return on equity	The net return on equity for the financial year N is calculated by dividing (i) the net profit - share of the group of the financial year N (as reflected in the consolidated income statement) by (ii) the net asset value at the end of the financial year N-1 (as reflected in the consolidated balance sheet as "Equity – group share").
Portfolio result	The portfolio result of the financial year N is the sum of (i) the portfolio profit of the financial year N (as reflected in the consolidated income statement) and (ii) the portfolio losses of the financial year N (as reflected in the consolidated income statement).
Portfolio return	The portfolio return for the financial year N is calculated by dividing (i) the portfolio result of the financial year N by the (ii) fair value of the portfolio at the end of the financial year N-1.
Premium / discount on equity	The percentage difference (expressed in relation to the net asset value) between the market capitalisation and the net asset value (as reflected in the consolidated balance sheet as "Equity – group share") (+ = premium; - = discount).
Duration	Period in which Gimv is invested in a portfolio company, weighted by the timing of the cash investments in the portfolio company.
Investment portfolio	As reflected in the consolidated balance sheet, the investment portfolio consists of the sum of (i) de financial assets: equity investments at fair value through P&L (FVPL), (ii) the Financial assets: debt investments at fair value through P&L (FVPL) and (iii) the Financial assets: debt investments at amortised cost.

Contact information

Offices

Belgium

Gimv NV
Karel Oomsstraat 37, 2018 Antwerp
Tel: +32 3 290 21 00
info@gimv.com

The Netherlands

Gimv Nederland Holding BV
WTC The Hague
Prinses Margrietplantsoen 87, 2595 BR The Hague
Tel +31 70 3 618 618
info@gimv.nl

France

Gimv France Participations SAS
83, rue Lauriston, 75116 Paris
Tel +33 1 58 36 45 60
info@gimv.fr

Germany

Gimv Germany Holding GmbH
Promenadeplatz 12, 80333 Munich
Tel +49 89 44 23 27 50
info@gimv.de

Sustainability

As a sustainable company, Gimv pursues not only a financial return, but also a social return. For this reason, only a limited number of copies of the full 2022-2023 annual report are printed. Otherwise the annual report is available as a PDF on our website www.gimv.com.

Investor relations

Shareholders and interested investors having questions about the annual report, the annual accounts of Gimv NV or other information about the Gimv group are invited to contact:

Kristof Vande Capelle
CFO
Tel: +32 3 290 22 17
kristof.vandecapelle@gimv.com

On the Gimv website www.gimv.com (investors) you will find previous annual reports, press releases, the portfolio, the stock price and other information on the Gimv-group.

English language translation

The present translation into English is intended as a faithful translation of the original Dutch language text and is provided as a courtesy to investors and other stakeholders. In the event of any divergence with the original Dutch text, the Dutch text prevails.



Gimv

Building leading companies.

www.gimv.com