

Zaffra B.V.

Annual Report

for the 14 months ended 31 December 2024

Registration number 92040985

Zaffra B.V.

Registration number 92040985

Annual Report

for the 14 months ended 31 December 2024

Contents	Page
Directors' report	3 - 4
Audited consolidated financial statements	
Consolidated statement of financial position	5
Consolidated statement of profit and loss and other comprehensive income	6
Consolidated statement of changes in equity	7
Consolidated statement of cash flows	8
Notes to the consolidated financial statements	9 - 26
Audited separate financial statements	
Separate statement of financial position	28
Separate statement of profit and loss	29
Notes to the separate financial statements	30 - 36
Other information	
Provisions for profit appropriation	37
Independent auditor's report	38 - 40

Zaffra B.V.

Directors' report for the 14 months ended 31 December 2024

The directors have pleasure in presenting their report for the 14 months ended 31 December 2024.

General Information

Zaffra B.V. is a joint venture (50:50) between Sasol and Topsoe, created to pursue the production of sustainable aviation fuel ("SAF"). The business objectives of the Company and the Group are to develop projects to build, own and operate facilities to produce SAF within the next decade.

The Company and the Group are led by the CEO, and the Company has less than 20 employees as at 31 December 2024.

The accompanying financial statements for the period ended 31 December 2024 have been prepared in compliance with the IFRS Accounting Standards as endorsed by the European Union (IFRS-EU) and Title 9 of Book 2 of the Dutch Civil Code accounting standards.

Nature of business

The main business of the Company and the Group is developing projects for the production of sustainable aviation fuel. The activities of the Company and the Group are carried out both inland and abroad, with the countries of the European Union and the United States being the main targeted areas.

Financial information

The Zaffra Group incurred a loss of ~EUR4,9 million in the period under review. The operating requirements of the Group were funded by loans from the shareholders to the Company. The shareholder loans are not repayable until 31 December 2027. The Company and the Group are liquid and able to pay all short term requirements. There is EUR2,8 million in cash available in the Group. Only the shareholder loans constitute long-term borrowings. The operational budget for 2025 has been approved by the shareholders and in terms of the Joint Venture Agreement and will be funded by them based on cash calls from the Company.

Outlook

The Board anticipates that the Company and Group will undertake various early-stage evaluations of potential SAF projects in the coming year.

Significant risks and uncertainties

The main strategic risk to the success of the joint venture is the development of the SAF market, which is nascent, and to some extent dependent on the laws and regulations around SAF. This is monitored closely by the directors, and currently, indications are that the pursuit of SAF remains a viable venture. Particularly in the EU, regulation and mandates are in force.

There are no significant operational or financial reporting risks for which specific risk-management policies are in place. Financing and funding risks are considered by the Board and the shareholders, and currently, this is mitigated through the loans from the shareholders. This is continually monitored based on the funding needs as well as project development, which may trigger a need for a more complex financing structure to mitigate different risks. The Group is exposed to credit risk, market risk, liquidity risk and foreign currency risk. The above risks are assessed under Note 21 of the consolidated financial statements.

Currently there is no need to consider hedging of any risk, this will be monitored for applicability.

Fraud risk is considered to be low, and the Zaffra group has appropriate codes of conduct which are mandatorily adopted by all employees, and whistleblower policies in place. Appropriate internal controls exist over the management of financial compliance.

Research and Development

Zaffra group undertakes development of projects to produce Sustainable Aviation Fuel. This does not include new technology research and development.

Forward-looking statement

The directors anticipate that project development activities will be progressed such that key decisions can be taken on implementation of SAF production facilities, within the next two years. There is inherent uncertainty in the nature of the project development, and the directors are satisfied that the project funnel indicates a viable potential portfolio in the future.

The Company and Group staffing needs are largely filled, with few additional staff anticipated until project development reaches advance stages.

Directorate

The directors in office during the period were:

Mr Berthold Bremman ¹	Resigned 07/05/2024
Mr Fleetwood Grobler ²	Resigned 01/11/2024
Mr Stephen Westwell ⁴	Appointed 30/07/2024
Mr Thijs Jurgens ¹	Appointed 02/08/2024
Mr Roeland Baan ¹	Appointed 12/03/2024
Mr Simon Baloyi ²	Appointed 12/03/2024
Ms Elena Scaltritti ³	Appointed 12/03/2024
Mr Sarushen Pillay ²	Appointed 25/11/2024

1. Dutch, 2. South African, 3. Italian, 4. British

Diversity objectives and plan

The Company does not have a diversity plan, as the Board composition includes directors nominated by each of the shareholders, and two independent directors with appropriate industry experience and knowledge of the nascent Sustainable Aviation Fuel market.

Board of Directors: Approval of the annual financial statements

Date of approval: 10 March 2025



S. Westwell



T. Jurgens



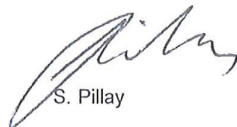
R. Baan



Elena Scaltritti

E. Scaltritti

S. Baloyi



S. Pillay

Roeland Baan (Mar 10, 2025 11:23 CDT)

Elena Scaltritti (Mar 10, 2025 15:23 CDT)

Zaffra B.V.
Consolidated statement of financial position

as at 31 December

	<i>Note</i>	2024 Euro
ASSETS		
Property, plant and equipment	7	108 893
Right of use assets	12	136 366
Non-current assets		245 259
Other receivables	8	271 837
Prepaid expenses	9	89 726
Cash and cash equivalents	10	2 760 915
Current assets		3 122 478
Total assets		3 367 737
EQUITY AND LIABILITIES		
Share Capital	18	1
Accumulated losses		(4 921 828)
Translation Reserve		(1 436)
Total equity		(4 923 263)
Shareholders' loans	19	7 054 936
Employee related provisions	11	308 726
Non-current liabilities		7 363 662
Lease liabilities	12	113 281
Trade and other payables	13	814 057
Current liabilities		927 338
Total equity and liabilities		3 367 737

The notes on pages 9 to 26 are an integral part of these consolidated financial statements.

Zaffra B.V.**Consolidated statement of profit and loss and other comprehensive income for the period ending 31 December**

	<i>Note</i>	2024
		Euro
Employee benefits and hired labour expenditure	14	(3 534 701)
Depreciation expense	7/12	(218 934)
Project development cost		(42 797)
Other expenses	15	(871 879)
Total costs		(4 668 311)
Operating loss		(4 668 311)
Finance income	16	14 639
Finance cost	16	(268 156)
Net finance cost		(253 517)
Loss before tax		(4 921 828)
Corporate income tax	17	-
Loss for the period		(4 921 828)
Other Comprehensive Loss		
- items which may be reclassified to profit and loss		
Foreign operations – foreign currency translation differences		(1 436)
Total comprehensive loss for the period		(4 923 264)
Loss attributable to owners of the Group		(4 921 828)
Total comprehensive loss attributable to owners of the Group		(4 923 264)

The notes on pages 9 to 26 are an integral part of these consolidated financial statements.

Zaffra B.V.
Consolidated statement of changes in equity
for the period ended 31 December 2024

	Share capital (Note 18) Euro	Accumulated losses Euro	Translation reserve Euro	Total equity Euro
Issue of ordinary shares	1			1
Loss for the period		(4 921 828)		(4 921 828)
Other Comprehensive Loss for the period			(1 436)	(1 436)
Balance at 31 December 2024	1	(4 921 828)	(1 436)	(4 923 263)

The notes on pages 9 to 26 are an integral part of these consolidated financial statements.

Zaffra B.V.
Consolidated statement of cash flows

for the period ended 31 December

	<i>Note</i>	2024 Euro
Loss before tax for the period		(4 921 828)
Adjustments for:		
Depreciation	7/12	218 934
Net finance costs	16	253 517
		(4 449 377)
Changes in:		
Non-Current Employee related provisions	11	308 726
Other receivables	8	(271 837)
Prepaid expenses*	9	(89 725)
Trade and other payables	13	814 057
Cash used in operations		(3 688 156)
Finance costs paid on lease liabilities	12	(9 012)
Interest income received	16	14 639
Net cash used in operating activities		(3 682 529)
Additions to property, plant and equipment	7	(136 915)
Prepaid purchase of investment	22	(1)
Cash used in investing activities		(136 916)
Proceeds from Shareholders' loans	19	6 806 014
Payment of lease liabilities	12	(213 996)
Net cash from financing activities		6 592 018
Increase in cash and cash equivalents		2 772 573
Cash and cash equivalents at beginning of period		-
Effects of movements in exchange rates on cash held		(11 658)
Cash and cash equivalents at end of period	10	2 760 915

*excluding prepaid investment, recognised in investing activities

The notes on pages 9 to 26 are an integral part of these consolidated financial statements.

Zaffra B.V.
Notes to the consolidated financial statements

1 General

Zaffra B.V. is a private limited liability company and is domiciled in the Netherlands, with its registered office at the De Entree 99 - 197, 1101HE in Amsterdam. The company is owned by Sasol Investment Company (Pty) Ltd located in the Republic of South Africa (50%) and Topsoe Project investment A/S located in Denmark (50%). Sasol Investment Company (Pty) Ltd is a wholly owned subsidiary of Sasol Limited, which is listed on the Johannesburg Stock Exchange and the New York Stock Exchange. There are no individual shareholders with more than 10% shareholding in the Sasol group. Topsoe A/S is held by Topsoe Holding A/S, Dahlia Investments and employees. There are no major shareholders in Topsoe Holding A/S holding more than 25% of the company. Dahlia Investments is owned by the State of Singapore.

The Company was incorporated on 22 November 2023 in the Netherlands and is registered in the Trade Register at the Chamber of Commerce under number 92040985.

These consolidated financial statements comprise the Company and its subsidiary (collectively the 'Group' and individually 'the Company'). The Company is a Sustainable Aviation Fuel development company. The main activities of the group of which the Company is the parent are related to developing projects for the production of sustainable aviation fuel. The activities of the Company and the Group are carried out both inland and abroad, with the countries of the European Union and the United States being the main targeted areas.

2 Basis of Preparation

Statement of compliance

The consolidated financial statements of the Company are part of the statutory financial statements of the Company. These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as endorsed by the European Union (EU-IFRS) and with Section 2:362(9) of the Dutch Civil Code.

These financial statements cover the 14 month period ending 31 December 2024. For the year ended 31 December 2023, the company had not undertaken any activity, as the closing conditions of the joint venture establishment had not been met. Financial statements were therefore not prepared and this is the first set of financial statements prepared for Zaffra B.V. and its subsidiary.

Going Concern

The financial statements of the Company have been prepared on the basis of the going concern assumption. This is underpinned by the available funding from the shareholders - refer to note 19.

Board approval

The consolidated financial statements were authorised for issue by the Board of Directors on 11 March 2025.

Application of Section 402, Book 2 of the Dutch Civil Code

The financial information of the Company is included in the consolidated financial statements. For this reason, in accordance with Section 402, Book 2 of the Dutch Civil Code, the separate profit and loss account of the Company exclusively states the share of the result of participating interests after tax and the other income and expenses after tax. For an appropriate interpretation of these statutory financial statements, the consolidated financial statements of the Company should be read in conjunction with the separate financial statements, as included under pages 27 to 37

Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis.

Functional and presentation currency

Unless otherwise indicated, these financial statements are presented in Euro, which is the Group's functional currency.

Use of judgments and estimates

In preparing these consolidated financial statements, management has made judgements and estimates about the future, including climate-related risks and opportunities, that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis and are consistent with the Group's risk management and climate-related commitments where appropriate.

Information about judgements made in applying accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements is included in the following notes:

- Determining the lease term (note 12)
- Employee-related provisions (note 14)
- Deferred tax asset (note 17)

Notes are presented, to the extent practicable, in a systematic order and are cross-referred to/from items in the primary statements. In determining a systematic manner of presentation, an entity considers the effect on the understandability and comparability of the financial statements. The Group has applied judgement in presenting related information together in a manner that it considers to be most relevant to an understanding of its financial performance and financial position.

3 Material accounting policies

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases. When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any non-controlling interests and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

One wholly owned and controlled subsidiary (Zaffra LLC, in the United States of America) exists and was incorporated during the period, and is consolidated into the results of the group.

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated.

Financial instruments

Recognition and initial measurement

Financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument. A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

Financial assets

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. In order for a financial asset to be classified and measured at amortised cost, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows. Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. The Group's financial assets at amortised cost includes other receivables.

The Group derecognises a financial asset when:

- the contractual rights to the cash flows from the financial asset expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
 - substantially all of the risks and rewards of ownership of the financial asset are transferred; or
 - in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Financial liabilities

Financial liabilities are classified as measured at amortised cost, and are measured as such using the effective interest rate. This includes interest-bearing loans. Interest expense and foreign exchange gains and losses are recognised in profit or loss. The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

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

Impairment

Non-derivative financial assets

The Group's financial assets consist only of deposits.

The Group recognises loss allowances for ECLs on financial assets measured at amortised cost (cash and cash equivalents, and other receivables).

The Group measures loss allowances at an amount equal to lifetime ECLs,

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

The Group assumes that the credit risk on a financial asset has increased significantly if there is objective evidence that the deposit holders cannot return the deposits.

The Group considers a financial asset to be in default when the counterparty is unlikely to return the deposits to the Group in full, without recourse by the Group to actions such as realising security (if any is held). Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

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

Non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the higher of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Property, Plant and Equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Subsequent expenditure is capitalised only when it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss.

The estimated useful lives of property, plant and equipment are as follows:

- Machinery & equipment: 5 years
- Furniture & fixtures: 5 years
- Leasehold improvements: 2 years (over the period of the office lease)

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Employee benefits

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is recognised as a provision and discounted to determine its present value. Remeasurements are recognised in profit or loss in the period in which they arise. Refer to the provisions policy. There were no pension benefits provided by the Company or the Group in 2024.

Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(i) As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component. The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property and lease liabilities separately on the statement of financial position.

Provisions

Employee provisions (long-term incentive payments) are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The future cash flows include estimates of the performance achievement percentages which are approved by the Board each year.

Finance income and finance costs

The Group's finance income and finance costs include:

- interest income;
- interest expense;
- the foreign currency gain or loss on financial assets and financial liabilities;

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Share Capital

Incremental costs directly attributable to the issue of ordinary shares, net of any tax effects, are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with IAS 12.

Principles for the translation of foreign currencies

Amounts receivable, amounts payable and other liabilities denominated in foreign currencies are translated at exchange rates prevailing at the balance sheet date. Any resulting exchange differences are taken to the profit and loss account. Transactions in the period under review which are denominated in foreign currencies are accounted for in the financial statements at the rates of settlement. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction

The assets and liabilities of foreign operations, are translated into euro at exchange rates at the reporting date. The income and expenses of foreign operations are translated into euros at the exchange rates at the dates of the transactions.

Foreign currency differences are recognised in OCI and accumulated in the translation reserve. When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to NCI. When the Group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

5. Standards issued but not yet effective

A number of new standards are effective for annual reporting periods beginning after 1 January 2024 and earlier application is permitted; however, the Group has not early adopted the new or amended standards in preparing these consolidated financial statements.

IFRS 18 'Presentation and Disclosure in Financial Statements'

IFRS 18 will replace IAS 1 Presentation of Financial Statements and applies for annual reporting periods beginning on or after 1 January 2027. The new standard introduces the following key new requirements.

- Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly-defined operating profit subtotal. Entities' net profit will not change.
- Management-defined performance measures (MPMs) are disclosed in a single note in the financial statements.
- Enhanced guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under the indirect method.

The Group is still in the process of assessing the impact of the new standard, particularly with respect to the structure of the Group's statement of profit or loss, the statement of cash flows and the additional disclosures required for MPMs. The Group is also assessing the impact on how information is grouped in the financial statements, including for items currently labelled as 'other'.

Other accounting standards

The following new and amended standards are not expected to have a significant impact on the Group's consolidated financial statements:

- Lack of Exchangeability (Amendments to IAS 21)
- Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)

Zaffra B.V.**Notes to the consolidated financial statements****6 List of subsidiaries**

Name	Nature of business	Principal place of business	Interest %
Operating subsidiaries			
<i>Direct</i>			
Zaffra LLC	Early-stage business and project development company for Sustainable Aviation Fuel production.	USA	100%

7 Property, plant and equipment
for the period ended 31 December

	Equipment	Furniture and fixtures	Leasehold improvements	Total 2024 Euro
	Euro	Euro	Euro	Euro
Current period movements				
Additions	61 443	35 245	40 227	136 915
Current period depreciation charge	(8 512)	(3 880)	(15 630)	(28 022)
	52 931	31 365	24 597	108 893
Carrying value				
Cost	61 443	35 245	40 227	136 915
Accumulated depreciation	(8 512)	(3 880)	(15 630)	(28 022)
Balance at 31 December 2024	52 931	31 365	24 597	108 893

8 Other receivables

2024
Euro

Due from related parties:	5 898
SAFTech B.V.	157
Sasol Investment Company (Pty) Ltd	0,5
Topsoe Project Investment A/S	5 740,5
Deposits	200 927
Value added tax	65 012
Total Other receivables	271 837

Deposits include the office rental deposit (lease term ends within 12 months), Employer-on-Record deposits and the deposit paid to the payroll service provider.

Risks and Fair Value of financial instruments

Information about the Group's exposure to credit and market risks, and impairment losses for trade and other receivables, is included in note 21.

9 Prepaid expenses

2024
Euro

Prepaid expenses	89 726
Total Prepaid expenses	89 726

The prepaid expenses consist mainly of annual subscriptions and insurance policies that were paid in advance for 2025 and €1 for the prepaid investment in Concrete Chemicals GmbH (pending merger clearance at 31 December 2024 - refer note 22).

10 Cash and cash equivalents

2024
Euro

Bank balance	2 760 915
Total cash and cash equivalents	2 760 915

There is no restricted cash in the group.

11 Employee related provisions

Long-term Employee related provisions

Long-term incentive provision

The objective of the Long-term Incentive (LTI) scheme is to provide qualifying employees the opportunity of receiving an incentive to align the interest of employees with the interest of shareholders. The LTI scheme allows certain senior employees to earn a long-term incentive amount linked to the targets of the Group and the individual.

On resignation, LTIs which have not yet vested will lapse. On death, retirement and retrenchment, the LTIs vest immediately, calculated to the extent that the targets are anticipated to be met. The standard vesting period is three years.

	2024
	Euro
	LTI provision
Provision made during the period	308 726
Balance at 31 December	308 726
	308 726
Non-current	308 726

12 Right of use assets and Lease Liabilities

2024
Euro

Amounts recognised in the statement of financial position

Lease liabilities

Current

(113 281)

(113 281)

Right of use assets

Office building - carrying value

136 366

136 366

Additions to right of use assets for the period

327 277

Amounts recognised in the statement of comprehensive

Interest expense (included in finance costs)

9 012

Depreciation of right of use assets

Office building

(190 912)

(190 912)

Amounts recognised in the statement of cash flows

Finance costs on lease liabilities

(9 012)

Payment of lease liabilities

(213 996)

Cash outflow on leasing activities

(223 008)

The lease is an office lease, utilised as the primary location for activities of the Group. The lease period expires on 31 October 2025. An option to renew for 12 months does exist, however, the likelihood of this being exercised was considered to be low and as such was not taken into account in determining the lease period. The amounts presented in this note represent the minimum lease payments under the contract.

Zaffra B.V.
Notes to the consolidated financial statements

13 Trade and other payables	2024
	Euro
Trade payables	175 099
Accrued expenses	18 518
Employee related payables ¹	591 891
Credit card payable	14 824
Trade and other payables due to Related Parties	13 725
Sasol Chemicals USA LLC	13 725
	814 057

1) Employee-related payables largely comprise short-term incentive obligation (note 14), holiday allowance payable, leave day provision and wage tax payable.

Risks and Fair value of financial instruments

Information about the Group's exposure to currency and liquidity risk is included in note 21. Refer to note 21 for fair value information on financial liabilities.

14 Employee benefits and hired labour expenditure	2024
	Euro
Labour - salaries, wages and other employee related expenditure	1 462 958
Long term Incentive provision (cash settled)	11 279 640
Short term Incentive obligation (cash settled)	13 346 468
Total employee benefits	2 089 066

The weighted average number of employees of Zaffra B.V. during the 2024 year was 2,8 and in Zaffra LLC was 0,08. There were no employees in the period ending 31 December 2023.

Hired labour expenditure

Consist of the services rendered from the shareholders and services in other regions employed through an Employer on Record provider.

Labour - salaries, wages and other employee related expenditure	1 377 246
Long term Incentive provision (cash settled)	11 29 086
Short term Incentive obligation (cash settled)	13 39 303
Total Hired labour expenditure	1 445 635
Total employee benefits and hired labour expenditure	3 534 701

15 Other expenses	2024
	Euro
Service providers	457 397
Travel expenses	165 248
Director's fees	150 000
Office expenses	47 885
Marketing	36 228
Subscriptions	13 435
Other expenses	1 686
	871 879

Zaffra B.V.
Notes to the consolidated financial statements

16 Net finance cost	2024 Euro
Finance income	
Interest received on cash and cash equivalents	14 639
	14 639
Finance cost	
Interest on Shareholders' loans	(248 922)
Interest on lease liabilities	(9 012)
Translation losses	(10 222)
	(268 156)
Net finance cost	(253 517)

17 Taxation	2024 Euro
Current income tax	
Current years	-
Prior years	-
Deferred tax	
recognition of unutilised tax losses	-
Total tax expense	-

Reconciliation of effective tax rate	Netherlands	The United States	Total
---	--------------------	--------------------------	--------------

The table below shows the difference between the enacted tax rate compared to the tax rate in the income statement. Total income tax expense differs from the amount computed by applying the normal tax rate to profit before tax. The reasons for these differences are:

Normal tax rate (%)	28.5%	21%	
(loss before tax)	(4 792 195)	(129 633)	
Income tax calculated at the nominal rate	(1 365 776)	(27 223)	(1 392 999)
Decrease in rate of tax due to tax losses not recognised*	1 365 776 (28,5%)	27 223 (21%)	1 392 999
Income tax expense in statement of comprehensive income	-	-	-
Effective tax rate	0%	0%	0%

*Deferred tax assets relating to tax losses incurred in the Netherlands and in the United States were not recognised due to the uncertainty of future income against which these losses could be utilised. There is no expiration of carried forward losses in the Netherlands or the US.

Zaffra B.V.
Notes to the consolidated financial statements

18 Share capital

2024
Euro

Issued share capital 1

In October 2023, the general meeting of shareholders decided on the issue of 100 ordinary shares at an exercise price of EUR 0,01 per share. 100 ordinary shares were issued, and remain unpaid.

Number of
shares
2024

Authorised

100 ordinary par value shares of EUR0,01 each 1

Issued - Par value shares

100 ordinary shares issued during period 1

100 ordinary shares in issue at end of period 1

Conditions attached to share classifications

The 100 ordinary shares entitle the holder to participate in dividends, and to share in the proceeds of winding up the Group in proportion to the number of and amounts paid on the shares held.

19 Shareholders' loans

2024
Euro

Comprising:

Shareholder's loan: Sasol Investment Company (Pty) Limited 3 527 468

Shareholder's loan: Topsoe Project Investment A/S 3 527 468

7 054 936

Reconciliation of movements in liabilities to cash flows from financing activities

Proceeds from shareholders' loans - recognised in the statement of cash flows 6 806 014

Capitalised interest 248 922

Balance of shareholders' loans **7 054 936**

The loans bears interest at a rate comprising an arm's length margin of 2,5% on the 3-month EURIBOR rate, with interest capitalised quarterly, and is repayable in full on 31 December 2027. The loans have no covenants to satisfy and no collateral requirements or other similar restrictions.

The shareholders agreed to a total facility of EUR60 million, of which only ~EUR7 million has been drawn. The remainder can be drawn down as necessary in line with approved budgets.

20 Related party transactions

**2024
Euro**

Zaffra, in the ordinary course of business, entered into various service transactions with its shareholders and its subsidiary. The effect of these transactions is included in the financial performance and results. Terms and conditions are determined on an arm's length basis. Amounts owing (after eliminating intercompany balances) to related parties are disclosed in the respective notes to the financial statements for those statement of financial position items.

Material related party transactions were as follows

Employee-related expenditure

Services rendered by related parties to Zaffra B.V.

Sasol South Africa Limited	291 438
Sasol Chemicals Benelux B.V.	387 241
Sasol Chemicals USA LLC	193 421
Sasol Germany GmbH	90 389
Topsoe Project Investment A/S	245 375
	1 207 864

Interest expense

Shareholders

Sasol Investment Company (Pty) Limited	124 461
Topsoe Project Investment A/S	124 461
	248 922

Amounts reflected as non-current liabilities

Shareholders' loans

Sasol Investment Company (Pty) Limited	3 527 468
Topsoe Project Investment A/S	3 527 468
	7 054 936

Amounts reflected as current liabilities

Trade and other payables

Sasol Chemicals USA LLC	14 259
	14 259

Amounts due to and from related parties are included in the respective notes to the consolidated financial statements for those statement of financial position items.

Key management personnel compensation

Key management compensation comprised of the following:

Short-term employee benefits (salaries, relocation benefits)	1 471 196
Long-term benefits (not yet paid)	230 630
	1 701 826

Directors Fees

During the period, directors were paid fees for meeting attendance as follows:

Director's fees	150 000
-----------------	---------

21 Financial risk management and financial instruments

Introduction

Financial Instrument Overview

The following table summarises classification and measurement of financial instruments

	Note	Carrying value			Fair value Euro
		At fair value through profit and loss Euro	Designated at fair value through other comprehensive income Euro	Amortised cost Euro	
2024					
Financial assets					
Other receivables	8			271 837	271 837
Cash and cash equivalents	10			2 760 915	2 760 915
Financial liabilities					
Shareholders' loans	19			7 054 936	7 054 936
Lease Liabilities	12			113 281	113 281
Trade and other payables	13			814 057	814 057

The Group is exposed in varying degrees to a variety of financial instrument related risks. The board has the overall responsibility for the establishment and oversight of the Group's risk management framework.

Capital risk management

The Group's objectives when managing capital (which includes share capital, borrowings, working capital and cash and cash equivalents) are to maintain a flexible capital structure that reduces the cost of capital to an acceptable level of risk, to safeguard the Group's ability to continue as a going concern while taking advantage of strategic opportunities in order to provide sustainable returns for shareholders and benefits to the stakeholders.

The Group manages the capital structure and makes adjustments to in light of changes in economic conditions and the risk characteristics of the underlying assets.

Financing risk

Financing risk refers to the risk that financing of the Company and Group's capital requirements and refinancing of existing borrowings could become more difficult or more costly in the future. The only borrowing envisioned are the existing shareholder loans.

Credit rating

To achieve and keep an efficient capital structure, the Group aims to maintain a stable liquidity position equivalent to a strong credit rating.

Risk profile

Risk management and measurement relating to each of these risks is discussed under the headings below (subcategorised into credit risk, liquidity risk, and market risk) which entails an analysis of the types of risk exposure, the way in which such exposure is managed and quantification of the level of exposure in the statement of financial position. The Company and Group's objective in using derivative instruments is for hedging purposes to reduce the uncertainty over future cash flows arising from foreign currency, interest rate and commodity price risk exposures.

a) Credit risk

Credit risk is the risk of financial loss to the Group if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's deposits.

The carrying amounts of financial assets represents the maximum credit exposure.

Financial assets measured at amortised cost

For all financial assets measured at amortised cost, the entity calculates the expected credit loss based on contractual payment terms of the asset. Financial assets consist only of cash and cash equivalents related party receivables, deposits and a VAT receivable from the tax authorities. The significant related party receivables relate to a credit note on an overpayment, which will be set off against the next invoice for services provided from that shareholder. There are no defined contractual payment terms for the deposits, which are returned to the entity at the end of the relevant contract. The nature of the items is such that no significant exposure to credit risk is considered to exist. The exposure to credit risk is influenced by the individual characteristics, the industry and geographical area of the counterparty with whom we have transacted. Financial assets at amortised cost are carefully monitored and reviewed on a regular basis for expected credit loss and impairment based on the probability of recoverability of those deposits. The VAT receivable is short-term in nature and due from the tax authorities.

Cash and cash equivalents

The Group held cash and cash equivalents of EUR2,8 million at 31 December 2024. The cash and cash equivalents are held with bank and financial institution counterparties, which are rated A+, A- or A3, based on the various rating agency ratings.

Impairment on cash and cash equivalents has been measured on a 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties. No impairment allowance has been recognised at the reporting date in this regard.

b) Liquidity risk

Liquidity risk is the risk that an entity will be unable to meet its obligations as they become due. Zaffra is fully funded by its shareholders.

The Company and Group manages its available cash and expenditure in line with the budget approved by the shareholders. Cash calls are done as and when necessary, and cash flow management is reported to the board and the shareholders.

21 Financial risk management and financial instruments

The maturity profile of the contractual cash flows of financial instruments at 31 December were as follows:

	Note	Carrying value Euro	Contractual cash flows* Euro	Within one year Euro	One to three years Euro	Three to five years Euro	More than five years Euro
2024							
Financial assets							
Trade and other receivables	8	271 837	271 837	271 837			
Cash and cash equivalents	10	2 760 915	2 760 915	2 760 915			
Non-derivative instruments		3 032 752	3 032 752	3 032 752	-	-	-
Financial liabilities							
Long-term shareholder loans	19	7 054 936	8 313 500	-	8 313 500		
Lease Liabilities	12	113 281	114 816	114 816			
Trade and other payables	13	814 057	814 057	814 057			
Non-derivative instruments		7 982 274	9 242 372	928 873	8 313 500	-	-

c) Market risk

Market risk is the risk arising from possible market price movements and their impact on the future cash flows of the business. The market price movements that the Group is exposed to include foreign currency exchange rates and interest rates. The entity has not developed policies aimed at managing the volatility inherent in these exposures which are discussed in the risks below, as these are not considered significant.

1) Foreign currency risk

The entity's transactions are predominantly entered into in the functional currency. However, the entity's operations utilise various foreign currencies on purchases and consequently, are exposed to exchange rate fluctuations that have an impact on cash flows and working capital activities. The most significant exposure exists in relation to the US Dollar. The translation of foreign operations to the presentation currency of the entity is not taken into account when considering foreign currency risk.

The following significant exchange rates applied during the year ended 31 December 2024:

	Average rate Euro	Closing rate Euro
Euro/ US dollar	1,047	1,035

The exposure of the Group's financial assets and liabilities to currency risk is as follows:

	2024 - US Dollar Euro
Cash and cash equivalents	2 338
Exposure on assets	2 338
Trade and other payables	(14 259)
Exposure on external liability balances	(14 259)
Total net exposure	(11 921)

Cash flow sensitivity for foreign-exchange denominated instruments

Financial instruments affected by foreign currency rates include payables, receivables and cash deposits. A change of 1% in the prevailing exchange rate at reporting date would have increased/(decreased) earnings by the amounts shown below before the effect of tax. The sensitivity analysis has been prepared on the basis that all other variables, in particular interest rates, remain constant.

	Statement of comprehensive income - 1% change	
	increase	decrease
	Euro	Euro
Foreign currency risk		
Cash and cash equivalents	(23)	23
Trade and other payables	141	(141)

21 Financial risk management and financial instruments

2) Interest rate risk

Interest rate risk is the risk that the value of short term investments and financial activities will change as a result of fluctuations in the interest rates. Fluctuations in interest rates impact on the value of short term investments and financing activities, giving rise to interest rate risk. Exposure to interest rate risk for assets is limited to the cash held in a bank account particularly with reference to changes in European interest rates. Exposure to interest rate risk for liabilities exists on the shareholder loans, particularly with reference to European interest rates. In addition, the lease liability is affected by the changes in European interest rates.

In respect of financial assets, the entity's policy is to invest cash at floating rates and cash reserves are to be maintained in short-term investments (less than one year) in order to maintain liquidity, while achieving a satisfactory return for shareholders.

At the reporting date, the interest rate profile of the entity's interest-bearing financial instruments was:

	<u>Carrying value</u> <u>2024</u> <u>Euro</u>
Variable rate instruments	
Shareholders' loans	<u>7 054 936</u>
Interest profile (% variable)	100%

Cash flow sensitivity for variable rate instruments

Financial instruments affected by interest rate risk include borrowings, leases and cash deposits. A change of 1% in the prevailing interest rate at reporting date would have increased/(decreased) earnings by the amounts shown below before the effect of tax. The sensitivity analysis has been prepared on the basis that all other variables, in particular foreign currency rates, remain constant.

	Statement of comprehensive	
	income - 1% change	
	increase	decrease
	<u>Euro</u>	<u>Euro</u>
Interest rate risk		
Shareholders' loans	(253 435)	246 523

22 Subsequent events

The following non-adjusting event occurred subsequent to 31 December 2024: On 27 January, the competition authorities approved Zaffra's purchase of a 33% interest in Concrete Chemicals GmbH from Sasol Germany GmbH. The transaction was effective from this date.

Zaffra B.V.

Separate financial statements

for the 14 months ended 31 December 2024

Registration number 92040985

Zaffra B.V.
Separate statement of financial position
(Before appropriation of result)
as at 31 December

	<i>Note</i>	2024 EURO
ASSETS		
Fixed Assets		
Financial fixed assets	26	8 070
Tangible fixed assets	27	108 893
Right of use assets	28	136 366
Total fixed assets		253 329
Trade and other receivables	29	337 417
Cash and cash equivalents	30	2 758 577
Total current assets		3 095 994
 Total assets		 3 349 323
SHAREHOLDERS EQUITY		
Share Capital	31	1
Net result for the period	31	(4 921 828)
Undistributed result		(4 921 828)
Provisions	32	308 726
Non-current liabilities	33	7 054 936
Current liabilities	34	907 488
 Total equity and liabilities		 3 349 323

The notes on pages 30 to 36 are an integral part of these separate financial statements.

Zaffra B.V.**Separate statement of profit and loss for the period ending 31 December**

	<i>Note</i>	2024 EURO
Share in results from participating interests, after taxation	37	(129 633)
Other income and expenses, after taxation	31	<u>(4 792 195)</u>
Net Result		<u><u>(4 921 828)</u></u>

The notes on pages 30 to 36 are an integral part of these separate financial statements.

23 General

These separate financial statements and the consolidated financial statements together constitute the statutory financial statements of Zaffra B.V. (hereafter: 'the Company'). The financial information of the Company is included in the Company's consolidated financial statements, as presented on pages 1 to 26.

24 Basis of preparation

These separate financial statements have been prepared in accordance with Title 9, Book 2 of the Dutch Civil Code. For setting the principles for the recognition and measurement of assets and liabilities and determination of results for its separate financial statements, the Company makes use of the option provided in section 2:362(8) of the Dutch Civil Code. This means that the principles for the recognition and measurement of assets and liabilities and determination of the result (hereinafter referred to as principles for recognition and measurement) of the separate financial statements of the Company are the same as those applied for the consolidated EU-IFRS financial statements. These principles also include the classification and presentation of financial instruments, being equity instruments or financial liabilities. In case no other principles are mentioned, refer to the accounting principles as described in the consolidated financial statements. For an appropriate interpretation of these statutory financial statements, the separate financial statements should be read in conjunction with the consolidated financial statements.

Information on the use of financial instruments and on related risks for the group is provided in the notes to the consolidated financial statements of the group.

All amounts in the company financial statements are presented in Euro, unless stated otherwise.

25 Participating interests in Group companies

Group companies are all entities in which the Company has directly or indirectly control. The Company controls an entity when it is exposed, or has rights, to variable returns from its involvement with the group company and has the ability to affect those returns through its power over the group company. Group companies are recognised from the date on which control is obtained by the Company and derecognised from the date that control by the Company over the group company ceases. Participating interests in group companies are accounted for in the separate financial statements according to the equity method], with the principles for the recognition and measurement of assets and liabilities and determination of results as set out in the notes to the consolidated financial statements.

Participating interests with a negative net asset value are valued at nil. This measurement also covers any receivables provided to the participating interests that are, in substance, an extension of the net investment. In particular, this relates to loans for which settlement is neither planned nor likely to occur in the foreseeable future. A share in the profits of the participating interest in subsequent years will only be recognised if and to the extent that the cumulative unrecognised share of loss has been absorbed. If the Company fully or partially guarantees the debts of the relevant participating interest, or if has the constructive obligation to enable the participating interest to pay its debts (for its share therein), then a provision is recognised accordingly to the amount of the estimated payments by the Company on behalf of the participating interest.

Share of result of participating interests

The share in the result of participating interests consists of the share of the Company in the result of these participating interests. Results on transactions involving the transfer of assets and liabilities between the Company and its participating interests and mutually between participating interests themselves, are eliminated to the extent that they can be considered as not realised.

The Company makes use of the option to eliminate intragroup expected credit losses against the book value of loans and receivables from the Company to participating interests, instead of elimination against the equity value / net asset value of the participating interests.

Zaffra B.V.
Notes to the financial statements

26 Financial fixed assets	2024 Euro
Participating interests in group companies	137 703
Share of result of participating interests	(129 633)
	8 070
	Participating interests in group companies 2024 Euro
Contributions	137 703
Result for the period	(129 633)
Balance at 31 December 2024	8 070

Zaffra B.V. has the following consolidated participating interests:

Name	Legal address	Member's interest
Zaffra LLC	12120 Wickhester Lane, Houston, United States	100%

27 Tangible fixed assets

for the period ended 31 December

	Equipment Euro	Furniture and fixtures Euro	Leasehold improvements Euro	Total Euro 2024
2024				
<i>Current period movements</i>				
Additions	61 443	35 245	40 227	136 915
Current period depreciation charge	(8 512)	(3 880)	(15 630)	(28 022)
	52 931	31 365	24 597	108 893
<i>Carrying Value</i>				
Cost	61 443	35 245	40 227	136 915
Accumulated depreciation	(8 512)	(3 880)	(15 630)	(28 022)
Balance at 31 December 2024	52 931	31 365	24 597	108 893

Zaffra B.V.
Notes to the financial statements

	2024
	Euro
28 Right of Use assets and Lease Liabilities	
Amounts recognised in the statement of financial position	
Lease liabilities - included in current liabilities	
Current	(113 281)
	(113 281)
Right of use assets	
Office building	136 366
	136 366
Additions to right of use assets for the period	327 277
Interest expense (included in Other income and expenses, after taxation)	9 012
Depreciation of right of use assets - included in Other income and expenses, after taxation	(190 912)

The lease is an office lease, utilised as the primary location for activities of the company. The lease period expires on 31 October 2025. An option to renew for 12 months does exist, however, the likelihood of this being exercised was considered to be low and as such was not taken into account in determining the lease period. The amounts presented in this note represent the minimum lease payments under the contract.

	2024
	Euro
29 Trade and other receivables	
Trade and other receivables due from:	
Shareholders/Participants	
Sasol Investment Company (Pty) Ltd	0,50
Topsoe Project Investment A/S	5 740,50
Other related parties	
SAFTech B.V.	157
Other receivables	65 012
Prepaid expenses and Deposits	266 507
	337 417

All trade and other receivables have an estimated maturity shorter than one year.

The carrying values of the recorded receivables are a reasonable approximation of their respective fair values, given the short maturities of the positions.

Further details are provided in Notes 8 and 9 to the consolidated financial statements.

	2024
	Euro
30 Cash and cash equivalents	
Bank balance	2 758 577
	2 758 577
<i>There is no restricted cash.</i>	

Zaffra B.V.
Notes to the financial statements

31 Shareholders equity

Reconciliation of movements in capital and reserves

For the period ending 31 December	Share capital (Note) Euro	Undistributed result Euro	Total equity Euro
Issue of ordinary shares - unpaid share capital*	1		1
Result for the period**		(4 792 195)	(4 792 195)
Balance at 31 December 2024	1	(4 792 195)	(4 792 194)

* There is no risk to the collection of the unpaid share capital, which will be collected in 2025.

**The Board of Management proposes to appropriate the loss after tax for 2024 in full to other reserves. No dividend is declared.

For the period ending 31
December

Issued share capital

**Ordinary shares
number of shares
100**

**Reconciliation of shareholders' equity and net result per the consolidated financial statements
with shareholders' equity and net result per the separate financial statements**

	<u>2024</u> Euro
Shareholders' equity according to the consolidated statement of financial position	(4 923 264)
Translation impact	1 436
Shareholders' equity according to the separate statement of financial position	(4 921 828)
Net result according to the consolidated profit and loss account	(4 921 828)
Share of result of participating interests	129 633
Other income and expenses, after taxation	(4 792 195)
Share of result of participating interests	(129 633)
Net result according to the separate profit and loss account	(4 921 828)

Zaffra B.V.
Notes to the financial statements

32 Provisions	2024
	Euro
Employee related provisions	308 726
	308 726

33 Non-current liabilities	2024
	Euro
Comprising:	
Shareholder's loan: Sasol Investment Company (Pty) Limited	3 527 468
Shareholder's loan: Topsoe Project Investment A/S	3 527 468
	7 054 936

The loans bears interest at a rate comprising an arm's length margin of 2,5% on the 3-month EURIBOR rate, with interest capitalised quarterly, and is repayable in full on 31 December 2027. The loans have no covenants to satisfy and no collateral requirements or other similar restrictions.

Principal amount	6 806 014
Repaid at 31 December 2024	-
Non-current outstanding	6 806 014

34 Current liabilities	<i>Note</i>	2024
		Euro
Trade payables		175 027
Lease liabilities	28	113 281
Employee related payables		572 113
Other liabilities		47 067
		907 488

35 Financial instruments

Information regarding quantitative and qualitative data, as well as risks of financial instruments is contained in Note 21 to the consolidated financial statements.

Financial Instrument Overview

The following table summarises classification and measurement of financial instruments

	<i>Note</i>	Carrying value	Fair value
		EURO	EURO
Financial assets			
Trade and other receivables	29	337 417	337 417
Cash and cash equivalents	30	2 758 577	2 758 577
Financial liabilities			
Long-term shareholder loans	33	7 054 936	7 054 936
Current liabilities	34	907 488	907 488

Zaffra B.V.
Notes to the financial statements

	2024
	Euro
36 Tax on result	
Current income tax	-
Deferred tax	-
recognition of unutilised tax losses	-
Total tax expense	-

There is no tax charge for the period. Total income tax expense differs from the amount computed by applying the normal tax rate to profit before tax. The reasons for these differences are:

Reconciliation of effective tax rate

	%
	Netherlands
Normal tax rate (%)	28.5%
(loss before tax)	(4 792 195)
Income tax calculated at the nominal rate	(1 365 776)
Decrease in rate of tax due to:	
tax losses not recognised*	(28,5%) 1 365 776
Income tax expense in statement of comprehensive income	-
Effective tax rate	0%

*Deferred tax assets relating to tax losses incurred were not recognised due to the uncertainty of future income against which these losses could be utilised. There is no expiration of carried forward losses in the Netherlands.

	2024
	Euro
37 Share in results from participating interests after tax	
Loss from share in results from participating interests relates to group companies.	(129 633)

	2024
	Euro
38 Auditor's fees	
The following fees were charged by KPMG Accountants N.V. to the company, its subsidiaries and other consolidated companies, as referred to in Section 2:382a(1) and (2) of the Dutch Civil Code. The fees mentioned below for the audit of the financial statements are related to the work performed during the reporting period by the external auditor.	
Audit of the financial statements	90 000
	90 000

Zaffra B.V.
Notes to the financial statements

	<u>2024</u> <u>Euro</u>
39 Remuneration of managing and supervisory directors	
The emoluments, including pension costs as referred to in Section 2:383(1) of the Dutch Civil Code, charged in the financial period to the company, its subsidiaries and consolidated other companies amounted to EUR 150 000 for managing directors and former managing directors.	

Directors Fees

During the period, directors were paid fees for meeting attendance as follows:

Director's fees	<u>150 000</u>
-----------------	----------------

Directorate

The directors in office during the period were:

Mr Berthold Bremman ¹	Resigned 07/05/2024
Mr Fleetwood Grobler ²	Resigned 01/11/2024
Mr Stephen Westwell ⁴	Appointed 30/07/2024
Mr Thijs Jurgens ¹	Appointed 02/08/2024
Mr Roeland Baan ¹	Appointed 12/03/2024
Mr Simon Baloyi ²	Appointed 12/03/2024
Ms Elena Scaltritti ³	Appointed 12/03/2024
Mr Sarushen Pillay ²	Appointed 25/11/2024

1. Dutch, 2. South African, 3. Italian, 4. British

40 Subsequent events

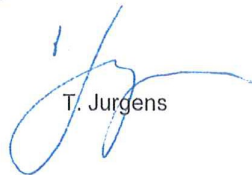
Regarding the subsequent event as at the date of this Annual Report reference is made to the Subsequent event paragraph in the Notes to the consolidated financial statements.

Board of Directors: Approval of the annual financial statements

Date of approval: 10 March 2025



S Westwell



T. Jurgens



S. Baloyi



Elena Scaltritti

Elena Scaltritti (Mar 10, 2025 15:23 CDT)

E. Scaltritti



S. Pillay



R. Baan

Roeland Baan (Mar 10, 2025 11:23 CDT)

R. Baan

Provisions in the Articles of Association governing the profit appropriation

In terms of Article 20 of the Articles of Association, the general meeting is authorized to appropriate the profits which have been determined by adopting the annual accounts, and to determine distributions, to the extent the equity of the Company exceeds the reserves which must be maintained under Dutch law.

Auditor's report of the independent auditor

The auditor's report with respect to the consolidated financial statements is set out on pages 38 through 40. The auditor's report with respect to the separate financial statements is set out on the next pages.